



Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on November 9, 2022, 10:02 a.m.

ITEM 1: INTRODUCTION & ROLL CALL

<u>Board Member Name:</u>	<u>Representation Member Entity:</u>	<u>Board Position:</u>	<u>Attendance:</u>
Amber Johnson	Spokane Neighborhood Action Partners	At Large 1	Present
Becky Semmler	Paratransit Services	Vice Chair & Region 1	Present
Jenny Collins	Chehalis Foundation	Region 2	Present via Zoom
Julie Vess	Lincoln Hill Retirement Community	Alternate	Present
Karl Johanson	Disability Action Center NW Inc.	Chair & At-Large 3	Present
Madelyn Carlson	People for People	Region 3	Present
Marlis Petersen-Spawn	Catholic Charities Eastern WA	Region 4	Absent
Mike Heinisch	Kent Youth and Family Services	Fiscal Officer & At-Large 2	Present

Clear Risk Solutions:

Becca Kirsch	Michael Johnson <i>(via Zoom)</i>
Brian Turnbull	Rachel Huffman
Byron Riche	Rick Templeton
Claire Hanberg	Sarah McDonnell
Dave Kosa <i>(via Zoom)</i>	Taylor Montgomery
Frank Andrus <i>(via Zoom)</i>	
Jenny Gunderson <i>(via Zoom)</i>	
Mark Sherwood <i>(via Zoom)</i>	

Guests:

None

Chair Johanson welcomed all in attendance and noted that a quorum was present.

ITEM 2: PUBLIC COMMENT

ITEM 3: CHANGES TO THE AGENDA

Johanson noted the addition of a bylaw change timeline and discussion of MLIP. Carlson moved to approve the motion to add these agenda changes, seconded by Johnson. All approved and none opposed.

ITEM 4: COMMITTEE REPORTS

STANDING COMMITTEES:

ITEM 4(A) – Fiscal Committee (Heinisch-Chair, Johnson, Johanson):

- i. Fiscal-Quarterly Summary (A/R, write-offs, bank transfers, final audit, tax update, investment reports, vouchers) – Heinisch reported that the committee reviewed the fiscal items noted on the summary including the final audit and tax update. There were no write-offs. The committee reviewed the Voucher, A/R, bank statements, bank transfers, balance sheet, and income statement with no concerns to bring forward.
- ii. Final Audit – Staff reported that the final audit report has been presented to the Fiscal Committee. The report was reviewed by the committee and presented to the full board.

ITEM 4(B) – Executive Committee (Johanson, Semmler, Heinisch):

- i. Attorney re: NPA, Structural Changes – The committee reported NPIP has attained another attorney for compliance. The committee has been working with staff to review pool structure and current carrier’s new retained limits form.

Administered by:





- ii. Review: Board job descriptions, officer duties, operating procedures – Staff presented editorial changes of Job Descriptions for Officers and Operating Procedures for the board and committee to review.

OTHER COMMITTEES:

Legislative Committee (Johanson, Carlson, Heinisch):

- i. Prejudgment Interest – Per previous suggestion to contract another lobbyist, South Cove Strategies was contracted, and work began September 1, 2022. The committee has begun working with the lobbyist on SB5155.
- ii. Lobbyist Report – Johanson recapped that they received a written lobbyist report for review. Staff will be sending member lists and digital packets to the lobbyist to help plan meetings with legislators for early February 2023.

Board Governance Committee (Carlson, Johnson, Semmler):

- i. Alternate Search – Vacant Position. There was a brief discussion of regions of the board across the state, including an in-depth look at ratios of membership to board members. The board agreed to start the process of a bylaw change and updating membership documents to include another seated, regional board member.

ITEM 5: CONSENT AGENDA

The Consent Agenda items were reviewed prior to the meeting by all board members. Johanson called for a motion on all consent items. Johnson moved to approve the Consent Agenda as presented and seconded by Heinisch. With all in favor and none opposed, the motion passed.

The Consent Agenda consisted of the following:

- i. Voucher #22/23-03 (August)
- ii. Voucher #22/23-04 (September)
- iii. Voucher #22/23-05 (October)
- iv. Minutes 8/2022
- v. New & Lost Members–1Q
- vi. Balance Sheet–1Q
- vii. Income Statement –1Q

ITEM 6: BOARD/STAFF COMMUNICATION

- i. Department Reports
 - a. Communications – Hanberg presented an update of analytics and member engagement regarding email communications sent over the past quarter. There was brief discussion regarding email communications structure and frequency going forward, with staff reporting updates to analytics will be provided quarterly.
 - b. Pre-Litigation Program – Gunderson reported on new staff within the PLP department. She also included the work and help provided to NPIP members over the past six months – including policy reviews of handbooks, waivers, and guidelines.
 - c. Claims – Kosa reported the claims team is keeping an eye on trends as they appear, referencing the workshop presented during the retreat.
 - d. Underwriting – Huffman gave a report on the upcoming renewal timeline for underwriting. 12/1 is the timeframe for pulling data to report to carriers to begin setting limits and rates for the upcoming policy year. Underwriting will also work with current members to ensure that the pool will remain stable as it continues to grow.
 - e. Risk Management & Education Services – Sherwood updated the board on the Risk Management team's work with members. He also reported on the upcoming Enquiron to Zywave transition with communications going out to the membership with more information.
 - f. Sales & Production – Riche reported to the board that 61 submissions have been looked at, and 30% of them bound. Staff works to vet prospects that come in with the goal of writing business that will be good growth for the pool.
- ii. Goals Checkpoint – McDonnell reported on the current goals as they stand, via the dashboard. The claims audit, as reported, is finished and staff selected the auditor from years past for the 2023 claims audit. There was brief discussion regarding the NPA impact; staff reported a change to the bylaws with the Nonprofit Act, specific to ADA accessibility. The board was also updated on upcoming website changes as staff works with the designers to create a new website that also accommodates ADA compliances. Johanson reported DAC-NW is working on a system that will provide information on buildings, venues, other various locations, and if they are ADA compliant. Carlson added that People for People uses an ADA accessibility checklist tool that they also use to review their website.

Staff also reported that document translation services had been contracted with a vendor to translate various documents; these will also be reviewed prior to issuance to ensure they make sense and are translated properly.

- iii. Workshop recap:
 - a. Board Structure – Montgomery recapped the workshop presented on board structure. There was a brief discussion on updating bylaws and membership documents to include another seated, regional board member. Staff will work on a timeline and present a draft at the next full board meeting.
 - b. Multi-State/Pool Structure – McDonnell gave a brief recap on the Multi-state/Pool Structure which includes focusing on new structure options for the 24-25 policy term going forward, and review of the new form for 23-24 policy term with the intent to notify brokers of coverage changes.
- iv. Secretary of State Filing Delay – McDonnell reported that staff is working with members who have yet to receive their filing confirmation due to a delay with the Secretary of State. Staff have reportedly contacted members and received proof of documentation that there is a filing delay. The board agreed to grant a grace period for members affected by this delay.
- v. Other/Miscellaneous – No additions.

ITEM 7: ACTION ITEMS

- i. None.

ITEM 8: UPCOMING MEETINGS/CONFERENCES

- i. December 8, 2022 – Zoom All Member Meeting, 2:00 p.m.
- ii. December 12, 2022 – Fiscal Committee Call, 9:30 a.m.
- iii. December 12, 2022 – Executive Committee Call, 10:00 a.m.

ITEM 9: EXECUTIVE/CLOSED SESSION

None.

MEETING ADJOURNED

There being no further business, the meeting was adjourned at 11:52 a.m.

Respectfully submitted,



Taylor Montgomery



Karl Johanson, Chair