



## Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on November 8, 2023, 11:00 AM.

### 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	Region 1	Present
Jenny Collins	Chehalis Foundation	Region 2	Absent - Excused
Karl Johanson	Disability Action Center NW Inc.	President & At-Large 3	Present
Madelyn Carlson	People for People	Region 3	Present
Marlis Petersen-Spawm	Catholic Charities Eastern WA	Region 4	Present
Mike Heinisch	Kent Youth and Family Services	Secretary/Treasurer & At-Large 2	Present

<u>Clear Risk Solutions:</u>	
	Jenny Gunderson
Becca Kirsch	Liz Ralston
Chelsey Key	Mark Sherwood
Claire Hanberg	Michael Johnson
Frank Andrus	Michael Riche
Grant Sutherland	Rachel Hufman
	Rick Templeton
	Sarah McDonnell
	Taylor Montgomery

<u>Guests:</u>
Susan Kingsbury-Comeau – Mt Si Senior Center
Joshua Mayer – Spokane Treatment and Recovery Services
Julie Vess – Stanwood Camano Area Foundation
Samuel Mitchell – Puget Sound Community Schools

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

### ITEM 2: PUBLIC COMMENT

Susan Kingsbury-Comeau, Joshua Mayer, and Samuel Mitchell briefly introduced themselves as guests.

### ITEM 3: CHANGES TO THE AGENDA

There was brief conversation and a suggestion of adding action item 7g – Pursuit and Evaluation of alternate coverage documents. Johnson moved to add the action item 7g, Semmler seconded. With none opposed the motion passed.

### ITEM 4: COMMITTEE REPORTS

#### STANDING COMMITTEES:

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

- a) Fiscal-Quarterly Summary (A/R, write-offs, bank transfers, vouchers) – Heinisch reported that the committee reviewed the fiscal items noted on the summary prior to the full board meeting. There were no write-offs. The committee reviewed the Voucher, A/R, and bank transfers with no concerns to present to the full board. Heinisch added that staff has worked with the committee to ensure everything is in order and running smoothly.
- b) Final Audit – The audit, as reported by staff, was completed by Moss Adams. It was a clean and successful audit. Templeton added that staff worked hard with Moss Adams and continues a positive relationship with the auditing team.





- c) Resolution 23/24 – Authorized Investment Signers – Montgomery explained the draft provided to the committee and the board. As a suggestion from the investment managers, Petersen Hastings, it would be beneficial to have a resolution naming the current investment signers from the board and update it in the future for any changes to signers.

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

- i. Eval of CRS – Johanson reported that the board discussed the results of the evaluation survey of Clear Risk Solutions. He added that he will be meeting with staff regarding the results.

OTHER COMMITTEES:

Legislative Committee (Johanson, Carlson, Heinisch):

- i. Written reports were provided from the lobbyists from Waypoint Consulting and South Cove Strategies. Carlson provided a recap of the calls with the lobbyists earlier and the work the committee is doing to meet with legislators. There was brief discussion regarding Campaign for 20 and the significant traction it is getting.

Board Governance Committee (Carlson, Johnson, Semmler):

- i. Board Member Recommendations – Region 1, At-Large 4, Region 4 – Carlson thanked the guests and candidates, Susan, Julie and Joshua, for attending the retreat. The committee had met previously to discuss their candidacy and are recommending seating them to the full board. The committee's recommendations include the creation of a discretionary Region-1 position, appointing Susan Kingsbury-Comeau to this discretionary Region 1 position, a discretionary At-Large 4 position, appointing Julie Ves to this discretionary At-Large 4 position, and the appointment of Joshua Mayer to the vacant, standard Region-4 position. She mentioned that the talents provided by the candidates will provide good diversity for the board. McDonnell added that the board's options to add additional board members were changed in the bylaws earlier this year and anyone appointed will be added to the next election cycle, as well.

**ITEM 5: CONSENT AGENDA**

The Consent Agenda items were reviewed prior to the meeting by all board members. Carlson moved to approve the Consent Agenda as presented. The motion was seconded by Semmler. No one opposed to the motion and as all were in favor, the motion passed.

The Consent Agenda consisted of the following:

- i. Voucher #23/24-03 (August)
- ii. Voucher #23/24-04 (September)
- iii. Voucher #23/24-05 (October)
- iv. Minutes 8/2023
- v. New & Lost Members – 1Q

**ITEM 6: BOARD/STAFF COMMUNICATION**

- i. Department Reports – McDonnell reported that the process for department reports would be altered slightly to gather input from the board to better plan meetings and future workshops. Staff is now looking for feedback from the board prior to meetings.
- ii. Workshop Recap – McDonnell gave a brief summary of the workshops conducted during the board retreat. The workshops were focused on pool structure and growth.
- iii. Election Timeline – Montgomery reminded the board that 2024 will be an election year. She presented the elections timeline and explained that if the board decided to appoint the current candidates to seated positions on the board, then those added would be included in the election as well.
- iv. Risk Management Update – Sutherland presented the updated Member Loss Improvement Plan and explained how the data was gathered to develop to the report. Staff will utilize the report going forward and will work to help members by conducting inspections and other services to reduce loss.

Michael Johnson gave a brief update on the history of the Risk Management Service Award and how members are selected. The risk management department recognizes on those who practice sound risk management actions to help their organization advance the culture of safety. They look at different aspects such as reduction in accident frequency, identifying control

factors, services used and other factors. Montgomery added that members who receive the RMSA are often highlighted in email communications sent to the entire membership to help promote good risk management throughout the pool.

- v. S3 – McDonnell summarized S3's work with unemployment benefits. S3 is working on services specific to losses of unemployment. They recently added a mental health component which is an employee assistance type program that is retroactive. This addition is providing options for nonprofits. The other addition is a trade-in program that will match what nonprofits are currently paying the state for unemployment. There was discussion on evaluation of S3's product vs. others in the market.
- vi. Resource Pro – Templeton updated on the board on Resource Pro, an insurance focused business solution that looks at data and analytics, which CRS has engaged for limited non-member facing services to enhance timely delivery. There were no concerns.
- vii. CRS Update – Templeton reported that Clear Risk Solutions recently acquired a new office. The process started October 1, 2023. This newly acquired group acts as a program manager on behalf of public utility districts. This addition will bring 7 new teammates as well.
- viii. Annual Member Report– After past discussion on enhancing member engagement, Montgomery presented to the board an updated report layout, noting the idea that it will take the place of the usual PowerPoint presentation. She further explained that the new report is still in line with the requirements listed in the RCW. With the report adjustment the meeting will be slightly different as well, discussing the highlights of the reports and allowing extra time for any questions. There was discussion and agreement that members will find this beneficial.
- ix. Other/ Misc. – There was a brief discussion surrounding the Member 101's and how they were coming along. Montgomery reported that the Risk Management piece was conducted at the end of August and that the next one will be on November 14, with a focus on Pre-Litigation Program.

## ITEM 7: ACTION ITEMS

- a. Creation and Appointment of a Discretionary Region 1 Position – Carlson, on behalf of the governance committee moved to approve the creation of discretionary Region 1 position, as well as the appointment of Susan Kingsbury-Comeau to this new Discretionary Region 1 position. Johnson seconded. There being no further discussion and no oppositions, the motion passed.
- b. Creation and Appointment of a Discretionary At-Large 4 Position – Carlson, on behalf of the governance committee, moved to approve the creation of Discretionary At-Large 4 position, as well as the appointment of Julie Vess to this Discretionary At-Large 4 position. Semmler seconded the motion. All others were in favor, and none opposed so the motion carried.
- c. Appointment Region 4 Position – Carlson, on behalf of the governance committee, moved to approve the appointment of Joshua Mayer for the remainder of the term for the vacant Region 4 position. Semmler seconded the motion. With all in favor and none opposed the motion passed.
- d. Campaign for 20 – Heinisch moved to approve NPIP's support of Campaign for 20, and Johnson seconded the motion. With none opposed and all in favor the motion passed.
- e. Resolution 23/24 – Authorized Investment Signers – Carlson moved to approve the resolution to streamline the process of changing investment signers when needed. Johnson seconded. With no further discussion and no oppositions, the motion carried.
- f. Exiting Members – McDonnell gave a brief update on two members who will be cancelled based on unique situations. With this she is requesting authority for staff to conduct retroactive cancellations on behalf of the board. Johnson moved to approve the authority to retroactively cancel members and Heinisch seconded. All were in favor and none opposed so the motion passed.
- g. Pursuit and Evaluation of Coverage Document – Heinisch moved to approve staff's authority to explore coverage document structure, and subsequently approval for staff to go forward if their exploration provides feasible changes. Semmler seconded the motion. With all in favor and none opposed the motion carried.

## ITEM 8: UPCOMING MEETINGS/CONFERENCES

- i. December 14, 2023, 10:00 AM, ZOOM – Annual Member Report Call
- ii. Fiscal Committee Call, 12/11/23 – 9:30 AM, 1/8/24 – 9:30 AM
- iii. Executive Committee Call, 12/11/23 – 10:00 AM, 1/8/24 – 10:00 AM



**ITEM 9: EXECUTIVE/CLOSED SESSION**

Nothing further.

**MEETING ADJOURNED**

There being no further business, the meeting adjourned at 12:54PM

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Taylor Montgomery", is written above a solid horizontal line.

Taylor Montgomery

A handwritten signature in cursive script, appearing to read "Karl Johanson", is written above a solid horizontal line.

Karl Johanson, President