



## Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on August 12, 2024, 1:30 PM.

### 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 - Treasurer	Present
Becky Semmler	Paratransit Services	Region 1 - Secretary	Present - ZOOM
Karl Johanson	Disability Action Center NW Inc.	At-Large 3	Present - ZOOM
Julie Vess	Stanwood Camano Area Foundation	Provisional At-Large 4	Present
Madelyn Carlson	People for People	Region 3	Absent - Excused
Mike Heinisch	Kent Youth and Family Services	At-Large 2 - President	Present
Susan Kingsbury-Comeau	Mt. Si Senior Center	Provisional Region 1	Present
VACANT		Region 2	
VACANT		Region 4	

<u>Clear Risk Solutions:</u>	
Becca Kirsch	Sarah McDonnell
Brian Turnbull	Taylor Montgomery
Frank Andrus	
Grant Sutherland	
Liz Ralston	
Rachel Hufman	
Rick Templeton	

Guests:  
None

President Heinisch welcomed all in attendance and noted that a quorum was present. Madelyn Carlson's absence was also noted and excused.

### ITEM 2: PUBLIC COMMENT

Heinisch reported that Joshua Mayer with Spokane Treatment and Recovery Services vacated his position within his organization in mid-April, leaving the Region 4 position vacant.

### ITEM 3: CHANGES TO THE AGENDA

None.

### ITEM 4: COMMITTEE REPORTS

#### STANDING COMMITTEES:

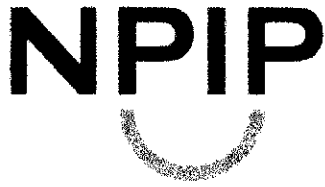
ITEM 4(A) – Fiscal & Renewal Committee (Johnson-Chair, Johanson, Kingsbury-Comeau, Vess):

- Fiscal-Quarterly Summary (A/R, write-offs, bank transfers, vouchers) – Johnson 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 Vouchers, A/R, bank transfers, as well as balance and income statements, solvency test, and investment reports with no concerns to present to the full board.
- Audit Update – Kirsch and Montgomery reported that the financial audit conducted by Moss Adams is well underway. Staff has been working with Moss Adams to provide needed documents to prepare for the field audit work. There are no concerns at this time from staff or Moss Adams.

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- c) Recommendation: Budget (Final) – Johnson recapped the committee discussion noting the various credits received reflected on the final budget. She noted the committee recommends the budget as presented for the board to vote upon.
- d) Recommendation: Renewal Report (Final) – Johnson provided the recommendation from the Fiscal Committee to the full board to adopt the report as presented. There were a couple updates since the preliminary report that were discussed but nothing of concern.

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

- i. Administrator Evaluation – Heinisch provided a reminder of the administrator evaluation process. All questions sent to the board over the next few weeks will be focused on the Contract Benchmarks and Goals as discussed during the workshop earlier in the day. Results will be discussed during a workshop in the fall board retreat. There were no further questions or discussion.
- ii. Bylaws Updates – Heinisch reported that the bylaws were updated with the help of staff and an attorney. A copy of the draft was provided to the membership with a summary of changes. The summary included adding an appeals process to the bylaws, clarifying verbiage, vocabulary, and cleanup of directors titles, timelines, and quantity. After brief discussion there were no further questions.

**OTHER COMMITTEES:**

**Legislative Committee (Johanson, Carlson, Heinisch):**

- i. Lobbyist Report – A written report was provided in the meeting packets from the lobbyists with updates from the primary elections. Montgomery added that a meeting will be set up with the committee and Alex Hur to strategize for the upcoming session. The committee will send questions if they have them.
- ii. Work Study Groups – McDonnell reported on work staff is doing with OIC as a result of the legislative bill that focuses on housing trust fund organizations, some of which are NPIP members. She mentioned the involvement of Waypoint Consulting Group as well as the goal of the study overall and how engagement has been from all participants and regulatory agencies. She also reported on a separate study group that is similar but that we're not quite as involved in for adult family homes.

**Board Governance Committee (Carlson, Johnson, Semmler):**

- i. Board Member Vetting Process – Johnson reported that the committee worked with Montgomery to finalize an application to utilize for members who are interested in joining the NPIP Board of Directors. The application will go together with a vetting process, also created by the committee, which includes background checks, references.

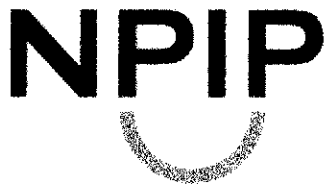
**ITEM 5: CONSENT AGENDA**

The Consent Agenda items were reviewed prior to the meeting by all board members. Kirsch provided an update of a net income change, stating that previously, before expenses were fully adjusted, the net income had been reported at \$715k, but after some minor adjustments it is now \$698k. Discussion centered around financial impact of the actuarial adjustments at year end. There were no further questions or discussion regarding this. Vess moved to approve the Consent Agenda as presented. The motion was seconded by Johanson. No one opposed to the motion and as all were in favor, the motion passed.

The Consent Agenda consisted of the following:

- a) Voucher #23/24-11 (April)
- b) Voucher #23/24-12 (May)
- c) Voucher #24/25-01 (June)
- d) Voucher #24/25-02 (July)
- e) Minutes 4/2024
- f) New & Lost Members – 4Q
- g) Balance Sheet – 4Q
- h) Income Statement – 4Q
- i) Solvency Test
- j) Renewal Report/ Exiting Members - Final

**ITEM 6: BOARD/STAFF COMMUNICATION**



- i. Gumball Goals Update – McDonnell reported on the goals that were set previously and provided a status on the one year goals. She gave a reminder of the process and relayed some goals were slow moving due to challenges at renewal taking priority. Staff is working on their side to prompt goals and improve things.
- ii. Retention Report – McDonnell provided a document reviewing the changes to NPIP this year. Numbers are still high in retention, in the mid 90s. She provided a quick report on members who exited 6/1/24.
- iii. Annual Report Updates – Montgomery provided the annual report from 2023, reminding the board of the layout and data presented to members during the Annual Member Report Meeting. There was brief discussion surrounding updates to the data that will need to be made and to decide if more data should be added.
- iv. Annual Report Meeting Date – Montgomery reminded the board of the typical Annual Member Report Meeting and when it is held, reminding them that any date that is decided upon must have notice to the membership 30 days prior, per the WAC/RCW. The board requested date suggestions sent for December and upon availability, a common date would be set.
- v. Communications Analytics – Montgomery presented the communications analytics report, explaining that the numbers shown are for communications sent to the membership the last quarter for NPIP. Overall NPIP is still either better or the same as industry standards. Staff is always working to ensure communications are interesting as well as to provide important, relevant industry information. There was a brief discussion on website analytics, as well.
- vi. Other/Misc – Montgomery provided a quick update on Diligent and the transition from Google Docs to Diligent. With a few issues to work through the transition won't start until spring 2025.

**ITEM 7: ACTION ITEMS**

- a. Budget (Final) 24/25 – Johnson moved to approve the Final 24/25 Budget as presented and discussed during the fiscal meeting, with no further questions. Johanson seconded the motion. With none opposed and all in favor, the motion passed.
- b. Renewal Report (Final) 24/25 – Kingsbury-Comeau moved to approve the Final 24/25 Renewal Report as presented with no further questions or discussion. Vess seconded the motion and all were in favor. With none opposed and no further discussion, the motion carried.
- c. Bylaws – Vess moved to approve the bylaws as presented and discussed. Kingsbury-Comeau seconded the motion. As all were in favor and none opposed, the motion passed.
- d. Coverage Agreement – McDonnell reiterated that there are some edits still to be made but coverage will remain as approved and should be issued within 120 of the start of the coverage year, or with an approved carrier extension, if longer. The approval vote at this time would be to approve the draft as is, the continuation of work until final, and issuance. Johnson moved to approve and Semmler seconded. With no further discussion, all were in favor and none opposed the motion so it passed.

**ITEM 8: UPCOMING MEETINGS/CONFERENCES**

- a) All Board Retreat and Meeting – October 28-30, 2024, Location: Soap Lake/Ephrata
- b) Annual Member Report Meeting – December TBD, 2024, ZOOM

**ITEM 9: EXECUTIVE/CLOSED SESSION**

Nothing further.

**MEETING ADJOURNED**

There being no further business, the meeting adjourned at 2:58 AM

Respectfully submitted,

~~Taylor Montgomery~~ Sarah McDonnell

Michael Heinisch, President