



## Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on April 10, 2024, 10:09 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
Karl Johanson	Disability Action Center NW Inc.	President & At-Large 3	Present
Jenny Collins	Chehalis Foundation	Region 2	Absent - Excused
Joshua Mayer	Spokane Treatment and Recovery Services	Region 4	Absent - Excused
Julie Vess	Stanwood Camano Area Foundation	At-Large 4	Present
Madelyn Carlson	People for People	Region 3	Present
Mike Heinisch	Kent Youth and Family Services	Secretary/Treasurer & At-Large 2	Present
Susan Kingsbury-Comeau	Mt. Si Senior Center	Discretionary Region 1	Present

<u>Clear Risk Solutions:</u>	
Becca Kirsch	Rachel Huffman
Brian Turnbull	RaeAnna Hand
Claire Hanberg	Rick Doehle
Frank Andrus	Rick Templeton
Liz Ralston	Sarah McDonnell
Michael Johnson	Stacy Lyons
	Taylor Montgomery
	Zac Berryman

Guests:  
None

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

### ITEM 2: PUBLIC COMMENT

Johanson reported that Jenny Collins has turned in her letter of resignation and Region 2 is vacant effective immediately. It was noted that Joshua Mayer was excused absent from this meeting.

### ITEM 3: CHANGES TO THE AGENDA

Johanson suggested adding the Committee List Update with members per bylaws as Action Item 7g.

Heinisch requested the addition of Investment Equity Increases Recommendation from Fiscal Committee as Action Item 7h.

Johanson called for a motion to approve the addition of these two Action Items, Kingsbury-Comeau moved to approve, Carlson seconded. With all in favor and none opposed, the motion passed.

### ITEM 4: COMMITTEE REPORTS

STANDING COMMITTEES:

ITEM 4(A) – Fiscal & Renewal 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.



- b) Recommendation: Budget (Prelim) – Heinisch recapped the discussion that was had at the most recent fiscal committee meeting, mentioning the pool budget increase of 36%, noting this would apply to all members differently based on various rating factors.. He supplied the recommendation from the Fiscal Committee that the full board approve the preliminary budget provided by staff.
- c) Recommendation: Renewal Report (Prelim) – Heinisch provided the recommendation from the Fiscal Committee to the full board to accept as presented.
- d) Tax Update – Heinisch reported that everything was filed properly, further details included in the Fiscal Quarterly Summary. He mentioned that the pool will be receiving a refund from the IRS from a prior year. There was no further discussion.

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

- i. Board Self-Eval – Johanson reported the results of the board-only workshop reviewing the results from the Board Self-Eval. There was a brief discussion regarding adjusting some of the questions on the survey to narrow down results and areas that the Board can highlight and year-over-year comparisons for context. President Johanson noted NPIP’s board is functioning well. It was noted that the self-eval survey flows easily into the goal setting process and helps the board see how all efforts work together. The Board President will continue to work with staff to improve the Board Self-Eval survey.
- ii. Goals for 24/25 – McDonnell provided a summary of the Goals Workshop and the process of setting goals. The Board proposed goals that focus on health, structure, and education. Staff provided working years for each of the goals to offer an idea of where each goal stands today and discuss timing expectations for new ones. Benchmarks will be set by staff based on the goals established by the Board set so staff can work and help achieve them. It was noted that the primary focus of staff is contracted items, as will be reflected in the CRS evaluation.
- iii. Segregation of Duties – Johanson mentioned the Segregation of Duties had been revised and discussed during a workshop. There were no concerns during discussion and the board will take action during Item 7 later in the meeting. There was brief discussion on the future need for a code of conduct policy.

OTHER COMMITTEES:

Legislative Committee (Johanson, Carlson, Heinisch):

- a. Lobbyist Report – A written report with detail was provided in the packets and reviewed by the whole board. Johanson mentioned the workshop call with Teresita, the discussion of working together for Joint and Several Liability, and the desire to join the liability reform commission. There was also brief discussion about continued work with Alex Hur at South Cove Strategies in the future if there are other bills that provide a conflict of interest with Waypoint.

Board Governance Committee (Carlson, Johnson, Semmler):

- Elections – Carlson presented the results from the electronic election ballots. The voting was open from March 1, 2024, to April 1, 2024, and communications were sent to the entire membership of NPIP to vote on the candidates for the terms beginning 6/1/24. She commented that the total number of voters increased from previous years. The candidates, as follows, were voted by the membership:
  - Mike Heinisch, Director, At-Large 2, term length 6/1/24-5/31/28
  - Jenny Collins, Director, Region 2, term length 6/1/24-5/31/28
  - Joshua Mayer, Director, Region 4, term length 6/1/24-5/31/2
  - Susan Kingsbury-Comeau, Discretionary/Provisional Director, Region 1, term length 6/1/24 – 5/31/28
  - Julie Vess, Discretionary/Provisional Director, At-Large 4, term length 6/1/24-5/31/28.

It was noted that all Directors and the organizations they represent must remain active members in NPIP to be eligible to serve on the NPIP Board, per foundational documents. Should any of those elected above become ineligible for any reason, the position will become vacant and will be filled pursuant to the bylaws.

**ITEM 5: CONSENT AGENDA**

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

The Consent Agenda consisted of the following:



- a) Voucher #23/24-09 (Feb)
- b) Voucher #23/24-10 (Mar)
- c) Minutes 2/2024
- d) Special Meeting Minutes 3/2024
- e) New & Lost Members – 3Q
- f) Non-renewal and cancellation report
- g) Annual Review:
  - i. Ad Hoc Committee Member Policy
  - ii. Advisory Board Member Policy & Job Description
  - iii. Broker of Record Agreement
  - iv. Bylaws – Adopted 3.13.23
  - v. Claims Administration Policy 200 -150-050
  - vi. Conflict of Interest Policy WAC 200-150-080
  - vii. Conflict of Interest Statement
  - viii. Confidentiality Statement
  - ix. Criteria for Public Policy Involvement / Advocacy
  - x. Data Retention & Info. Security Policy
  - xi. Diversity, Equity, and Inclusion Statement
  - xii. Equipment Allowance Board Policy
  - xiii. Financial Plan Policy 200-150-037
  - xiv. Investment Advisory Agreement
  - xv. Investment Policy
  - xvi. Investment Policy Statement (IPS)
  - xvii. Job Description and Commitment Form (Board)
  - xviii. Logo Use Agreement
  - xix. Meeting Operating Procedures
  - xx. Membership Agreement & Resolutions Collections
  - xxi. Mission, Vision, Core Values
  - xxii. Officer duties
  - xxiii. Policy - Authorization for Funds Transfer
  - xxiv. Professional Services Agreement
  - xxv. Reimbursement Policy
  - xxvi. Resolution 16/17-B – Member Removal
  - xxvii. Resolution 17/18-A- Treasurer/Fiscal Officer RCW
  - xxviii. Resolution 22/23-A – Officer Titles
  - xxix. Resolution 22/23-B – Committee Structure and Role
  - xxx. Resolution 22/23-C – Board Structure
  - xxxi. Resolution 23/24 – Updated Authorized Investment Signers
  - xxxii. Self Eval for Board Process
  - xxxiii. Termination Provisions Policy 200-150-036
  - xxxiv. Third Party Administrator Contract Policy 200-150-038
  - xxxv. TPA (Administrator) Evaluation Process
  - xxxvi. Write off & Waiver policy

**ITEM 6: BOARD/STAFF COMMUNICATION**

- i. Workshop Recap – Montgomery briefly summarized the workshops from earlier in the week.
- ii. Communications Update – Hanberg provided an updated report on the analytics of comms that were sent from December 2023 to February 2024. The data revealed the communications sent by NPIP to their membership and brokers was in line and sometimes better, than some of the industry standards. Hanberg stated updated analytics will be provided quarterly to the board.

- iii. Meeting Calendar 24/25 – Montgomery presented the calendar for the upcoming term. There was discussion surrounding date changes for the fall retreat. Staff will send out a poll to narrow down the best dates/times for the retreat and will resend the calendar with updated dates.
- iv. Renewal Update – McDonnell commented on the document provided in the meeting packets with the plan to update it for each meeting to ensure the board has all the information needed to make decisions. It includes a recap of what has been happening since the last meeting, including timing, communications, and status with specific members, brokers, and carriers. Underwriting has been reviewing information from the renewal apps that have been turned in and will re-underwrite members as needed.
- v. Retention Update – McDonnell reported that retention efforts are still underway, and staff is working with members. Part of staffs work with members includes the re-underwriting by Underwriting, and Risk Management meetings and discussions. Also, various educational outreach discussions with brokers and members on NPIP vs. other markets.
- vi. Committee List Review – The board reviewed the committee list as discussed during a workshop earlier in the week. With no further discussion they agreed to discuss further under action items.
- vii. New Coverage Agreement Status – McDonnell gave a brief update on the status of the new coverage agreement document. Staff continues to work with attorneys to ensure wording is proper and everything will run smoothly. As a result of the new coverage agreement, the attorneys are stressing the bylaws need to be updated to include an appeals process.
- viii. Other/Misc. – Montgomery mentioned that CRS entered a contract for all clients we serve with Diligent to provide the various boards with a document storage/sharing system. USIP and SIAW boards have already implemented the new system and CIAW and WRCG will be next to implement the system and work through any of the issues that may arise. It was advised that NPIP should wait to finish out the policy year with Google Docs to provide clean documentation for the audit and to allow time for issues to be resolved with the new system before switching over. A preview and the beginning stages of implementation will be provided during the August meeting.

There was discussion that this is the last meeting for the current slate of officers, including President Johanson's last meeting as President. His term ends June 1 as previously discussed. Heinisch provided a gratitude message for Johanson, thanking him for his service as Board President the past few years. The rest of the board and staff agreed with his statements and thanked Johanson for his insights, dedication, and drive during his term.

#### **ITEM 7: ACTION ITEMS**

- a. Budget (Preliminary) – Heinisch moved to approve the preliminary budget recommendation from the Fiscal Committee. Vess seconded. With none opposed, and all in favor of the motion, it carried.
- b. Renewal Report (Preliminary) – Heinisch moved to approve the preliminary renewal report as recommended by the Fiscal Committee, and Carlson seconded. As all were in favor and none opposed, the motion passed.
- c. Segregation of Duties - Kingsbury-Comeau moved to approve the updated Segregation of Duties as discussed prior, and Vess seconded the motion. There were none opposed to the motion so it carried.
- d. RFP/RFQ Extension – As permitted in the WAC, Johnson moved to extend the current Program Administration Services and Brokerage Services contracts 1 year, to end in 2026. These contracts are both with Clear Risk Solutions and upon expiration an RFP/RFQ will be run to ensure compliance with the governing WAC. Carlson seconded the motion. All were in favor, none opposed, and the motion passed.
- e. Election Results – Carlson moved to approve the results of the 2024 Board elections. Semmler seconded the motion. With all in favor and none opposed, the motion passed.
- f. Lobbyist Contract – McDonnell recapped the new contract, including a new fee, and mentioned the new fee has already been allocated in the budget. Carlson moved to approve the new contract and Vess seconded. All were in favor so the motion carried.
- g. Investment Equity Increases Recommendation from Fiscal Committee – Heinisch summarized the Fiscal Committee's recommendation to increase the equity percentage in the investments from 10% to 15%, this can be adjusted if or when needed. Heinisch moved to approve this increase and Vess seconded. All in favor and none opposed, the motion passed.

#### **ITEM 8: UPCOMING MEETINGS/CONFERENCES**



- a) August 12, 2024 – Location TBD
- b) Fiscal Committee – May 12, June 10, July 8 – 9:30 AM

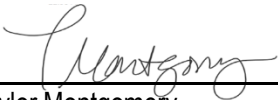
**ITEM 9: EXECUTIVE/CLOSED SESSION**


Nothing further.

**MEETING ADJOURNED**

There being no further business, the meeting adjourned at 11:50 AM

Respectfully submitted,

  
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Taylor Montgomery

  
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Karl Johanson, President