

Minutes - APPROVED
Nominations and Engagement Committee
October 19, 2020 – 1:00 p.m.
Remote Meeting by Zoom

Present: Gary Mutcher, Ed Fairbrother, Laura Shawley, Terrance Baxter
Staff/Guests: Elin Dowd, Executive Director; Don Barber, Consultant; Michelle Cocco, Clerk of the Board

Call to Order and Review Agenda

Ms. Dowd called the meeting to order at 1:00 p.m. She spoke of the Consortium's evolution from a small organization with only 13 municipalities to a much larger organization with 49 members. As the Consortium continues to grow and operate differently with the new Executive Committee model much more responsibility will lie with the committees. This increases the work of this Committee as there needs to be good slate of candidates to fill both the Executive Committee as well as other committee seats. She said it is important to ensure there is a strong structure in place to keep the Consortium operating as the full Board will not be meeting as often under the new structure.

Ms. Dowd thanked Mr. Barber for organizing this Committee and noted he has had a long relationship with Directors and knows the expertise and background of many of them. She also commented that these are open meetings and will be recorded in both the minutes and published on the Consortium's YouTube site.

Mr. Barber reviewed the history of the Nominations Committee and said in the past the Board has created the Committee which has brought forward a recommended slate of Officers. The new governance structure that is outlined in the Municipal Cooperative Agreement provides for the Executive Committee to handle the day-to-day operations of the Consortium; the Board will meet on a limited basis to take actions on items it is required to under Article 47, such as budget adoption and adjusting benefit plans.

The Committee was presented with the following draft committee structure document; Mr. Barber said over the next couple of months it will be the role of this committee to present a slate of members to fill seats. He also stated that the role of this Committee will change after January 1st to also recommend engagement strategies so that Directors will be informed and feel like they have been part of the process when being asked to make decisions at the Annual Meeting. Other areas this Committee should look at is long-term succession planning and additional ways to communicate with Directors.

At this time the Committee reviewed the following draft committee structure and had first steps to take in the process. Mr. Barber said additional tasks of this committee will be to develop ways to accomplish strategies and a timeline. During the discussion Mr. Barber noted that the role of the Claims and Appeals Committee has expanded; members should be notified of this and their interest in continuing to serve confirmed.

Executive Committee
(effective January 1, 2021)

To be elected at annual meeting along with Chairs of standing committees
MEMBERSHIP: Seats to be filled by Directors; 11-15 Members; one-year terms
MEETINGS: Bimonthly beginning in January on 2nd Wednesday

1. Board Chair, Chair
2. Board Vice Chair, Vice Chair
3. Chief Fiscal Officer
4. Secretary
5. JCPSD Chair
6. AFC Chair
7. Operations Chair
8. Nominations and Engagement Chair
9. Claims and Appeals Chair
10. At-large
11. At-large

STANDING COMMITTEES:

Audit and Finance Committee

CHARGE: The Audit and Finance Committee shall is responsible for all financial aspects of the Consortium, including review of: annual budgets, periodic review of financial results, evaluation of transactions that are material to the organization’s business, review of business and risk insurance policies and actuarial studies to determine premium levels, review and approval of investments and investment plans, enterprise risk management and compliance assessment and review, and oversight of all internal and external financial audits.

MEMBERSHIP: Seats may be filled by non-Directors; 9 members ; two-year staggered terms

MEETINGS: Monthly; 4th Tuesday; Except September – 3rd Monday

Terms expire 12/31/21

1. Eric Snow
2. Jon Munson, Labor
3. Rordan Hart
4. Jason Molino

Terms expire 12/31/22

5. Laura Shawley
6. Mack Cook
7. Bud Shattuck
8. Peter Salton

No set term

9. Steve Thayer, Chief Fiscal Officer

Operations Committee

CHARGE: The Operations Committee is responsible for oversight of Consortium operations and charged with review and oversight of any policies impacting the overall well-being of the organization. The Operations Committee may recommend changes to improve the efficiency of the organization’s practices, policies, procedures, and the organizational structure, including personnel and staffing needs.

MEMBERSHIP: Seats may be filled by non-Directors; 7 members with two-year staggered terms

MEETINGS: Bi-monthly beginning in January; 4th Monday

Terms Expiring 12/31/21

- Ed Fairbrother
- Doug Perrine
- Sunday Earle
- Mike Catalano

Terms Expiring 12/31/22

- Chris Wagner
- Lisa Holmes
- Schelley Michelle-Nunn
- Judy Drake

Terms Expiring 12/31/23

- LuAnn King
- Gary Mutchler
- Mark Emerson

Nominations and Engagement Committee

CHARGE: The Nominations and Engagement Committee will assist the Executive Committee in engaging Directors in finding meaningful ways to contribute to the organization especially through the consideration of succession and long-term planning. The Committee shall:

1. Be responsible for presenting a slate of recommended Officers, Committee Chairs, and At-Large Executive Committee members at the annual Board of Directors meeting;
2. Be responsible for presenting a slate of recommended Nomination and Engagement Committee members;
3. Recommend to the Executive Committee director engagement strategies with:
 - a. the work of committees;
 - b. disseminating information ahead of and at the annual meeting in an interactive model
and insuring a super-majority attendance at annual meeting; and
 - c. long-term leadership succession planning.

Membership: Seats may be filled by non-Directors; 5 Members with two-year staggered terms

MEETINGS: 4x/year beginning in February (then May, August, and November);

Terms expire 12/31/21

1. Ed Fairbrother
2. Laura Shawley
3. _____

Terms expire 12/31/2022

4. Gary Mutchler
5. Terrence Baxter

Claims and Appeals Committee

CHARGE: The Claims and Appeals Committee will hear all appeals that come to the Board of Directors for action and recommend a determination to the Board. This Committee will also monitor claims data and trends and oversee all annual third-party administrator claim audits.

Membership: Seats may be filled by non-Directors; 5 Members with two-year terms

MEETINGS: As needed (2-4x/year)

1. Bud Shattuck
2. Donna Dawson
3. Tom Brown
4. _____
5. _____

Temporary Committees with Short Term Appointments

Joint Committee on Plan Structure and Design

CHARGE: The JCPSD reviews all prospective Board actions in connection with the benefit structure and design of the Plan and develops findings and recommendations with respect to such matters. Committee may also consider wellness-related initiatives.

Nominations and Engagement Committee
October 29, 2020

Membership: Each Participant and each labor group shall have one voting seat each. Quorum determined by Committee; No set terms.

MEETINGS: Bi-monthly (beginning in February)

Chair and Vice Chair – to be selected by the membership of the JCPSD as outlined in the Committee's Bylaws.

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Mr. Mutchler asked when committees will elect their Chair. Mr. Barber said that discussion will take place in the last quarter of the year with a selection made at the beginning of the year.

Following a review of the document Mr. Barber stated it will be important to confirm current members are willing to continue serving on committees and that Directors be canvassed to seek interest in filling vacant seats.

Ms. Shawley offered to check with Audit and Finance Committee members with terms expiring at year-end to see if they wish to be re-appointed and will find out if the current Chair is willing to continue.

Mr. Fairbrother will reach out to the current Chair of the Operations Committee to confirm interest in continuing to Chair in 2021.

Mr. Baxter spoke of having good coverage of the region to ensure there is representation of the Consortium's area and suggested looking for someone in the Cortland area.

Ms. Dowd suggested a survey be done in 2021 to canvas interest in serving the Consortium committees as well as to seek topics Directors would be interested in learning more about.

Mr. Mutchler suggested as a way to start the process that this Committee send an e-mail to Directors at this time to seek interest in filling vacancies. There was consensus that on behalf of the Committee Mr. Barber will draft an e-mail to be circulated to Directors with a deadline of one week to respond.

Mr. Baxter suggested the communication include language referencing the responsibility of Directors to ensure the Consortium has fully-constituted committees.

Next Meeting

The Committee set the next meeting for November 2nd.

Adjournment

The meeting adjourned at 1:55 p.m.