

Minutes - APPROVED
Nominations and Engagement Committee
November 16, 2020 – 2:00 p.m.
Remote Meeting by Zoom

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

Call to Order and Review Agenda

Mr. Fairbrother, Chair, called the meeting to order at 2:15 p.m.

Discuss ideas for Engagement Portion of Committee Responsibility

Ms. Dowd spoke of how the Consortium's committees are defined: "recommend to the Executive Committee engagement strategies with the work of committees, disseminating information ahead of the annual meetings and long-term leadership succession planning". She said this includes defining who will be on committees and what the committees will be working on throughout the process, securing information of some of the long-term leadership succession planning, and pulling people in who haven't been involved in the past.

She said every organization has active and non-active members; if the Consortium were to start building a succession plan there should be discussion of how to build on it and how to get more people active on committees, while ensuring that there is a super majority at the Annual Meeting. There should also be discussion of what communication is taking place throughout the year to keep Directors connected and informed. She said this Committee can play a large role in planning the Annual Meeting and the educational retreat in August. There should be discussion of what will bring Directors to the meeting and best participate; this was part of the thought process when this Committee was changed from only a nominations committee to also be an engagement committee.

Mr. Fairbrother said he has always found the Consortium meetings to be informative and well-run. He specifically mentioned the financial updates and said the Consortium, consultants, and third party administrators have done a good job presenting information to the Board. Mr. Mutchler agreed and said he finds the way finances are presented by Locey & Cahill to be relative and informative. Ms. Dowd said it will be important to find out from Directors what information they feel they were receiving prior to the new structure that they may be missing now and how they can continue to be engaged.

Approval of Minutes – November 2, 2020

It was MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously adopted by voice vote, to approve the minutes of November 2, 2020 as submitted.

Recess

Due to technical issues the Committee took a brief recess at this time.

Review Director Feedback and Draft Slate of Officers and Committee Members

The Committee reviewed and provided input on Executive Committee membership composition. There membership of the Operations Committee is at eight members at this time.

There as consensus not to recommend a change; however, at some point it will likely change to seven. During discussion it was noted that several individuals have asked to continue to be able to attend meetings virtually as well for there to be flexibility in meeting times.

During discussion of ways to communicate with Directors, Mr. Mutchler noted that many Directors are not subscribers. Mr. Barber suggested doing a video as a way to connect with Directors.

RESOLUTION NO. 031 - 2020 – CREATION OF 2021 COMMITTEE STRUCTURE AND APPOINTMENTS OF MEMBERS

MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously recommended by voice vote by members present.

WHEREAS, upon recommendation of the Consortium’s Nominations and Engagement and Executive Committees, That the Board of Directors hereby adopts the following committee structure and membership effective January 1, 2021:

**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 (Drake) | 7. Operations Chair (Holmes) |
| 2. Board Vice Chair, Vice Chair (Hart) | 8. Nominations and Engagement Chair (Fairbrother) |
| 3. Chief Fiscal Officer (Thayer) | 9. Claims and Appeals Chair (Shattuck) |
| 4. Secretary (Salton) | 10. At-large (Wagner) |
| 5. JCPSD Chair (Bower) | 11. At-large (Mutchler) |
| 6. AFC Chair (Cook) | |

STANDING COMMITTEES:

Audit and Finance Committee

CHARGE: The Audit and Finance Committee shall be 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
9. Steve Thayer, Chief Fiscal Officer (No set term)

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

Nominations and Engagement Committee
November 16, 2021

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 Perine, Labor
Sunday Earle

Terms Expiring 12/31/22

Chris Wagner
Lisa Holmes
Schelley Michell-Nunn

Terms Expiring 12/31/23

LuAnn King
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 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. Nancy Webster, Labor

Terms expire 12/31/2022

4. Gary Mutchler
5. Terrance 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)

Terms expire 12/31/21

1. Bud Shattuck
2. Donna Dawson
3. Tom Brown

Terms expire 12/31/2022

4. Don Fischer
5. Tanya DiGennaro

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.

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.

* * * * *

RESOLUTION NO. 030 - 2020 – ELECTION OF 2020 CONSORTIUM OFFICERS

MOVED by Mr. Mutchler, seconded by Mr. Baxter, and unanimously adopted by voice vote by members present.

RESOLVED, on recommendation of the Nominations and Engagement Committee, That the Board of Directors elects the following individuals to serve from January 1, 2021 through December 31, 2021 in the roles as follows:

Chairperson - Judith Drake
Vice Chairperson – Rordan Hart
Secretary – Peter Salton

RESOLVED, further, That the Consortium hereby appoints Richard Snyder as Consortium Treasurer and designates Steve Thayer as the Consortium's Chief Fiscal Officer for 2021.

* * * * *

Meeting Schedule

The Committee agreed to tentatively plan to meet four meeting dates for this year.

Adjournment

The meeting adjourned at 2:59 p.m.