

**Minutes - APPROVED
Nominations and Engagement Committee
August 16, 2021 – 3:30 p.m.
Remote Meeting by Zoom**

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

Call to Order

Mr. Fairbrother, Chair, called the meeting to order at 3:30 p.m.

Approval of Minutes of July 12, 2021

It was MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously adopted by voice vote by members present, to approve the minutes of July 12, 2021 as submitted. MINUTES APPROVED.

Changes to the Agenda

There were no changes to the agenda.

Executive Director Report

Ms. Dowd said Consortium staff has been very busy, noting that the billing practice has been streamlined in the last few weeks.

RESOLUTION NO. – 2021 – ELECTION OF 2022 CONSORTIUM OFFICERS

MOVED by Mrs. Shawley, seconded by Mr. Baxter, and unanimously adopted by voice vote.

RESOLVED, on recommendation of the Nominations and Engagement Committee, That the Board of Directors elects the following individuals to serve from January 1, 2022 through December 31, 2022 in the roles as follows:

Chairperson - Judith Drake
Vice Chairperson – Rordan Hart
Chief Financial Officer - Steve Thayer
Secretary – Peter Salton

RESOLVED, further, That the Consortium hereby appoints Richard Snyder as Consortium Treasurer for 2022.

RESOLUTION NO. - 2021 – CREATION OF 2022 COMMITTEE STRUCTURE AND APPOINTMENTS OF MEMBERS

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

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, 2022:

Executive Committee
(effective January 1, 2022)

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

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|--|---|
| 1. Board Chair, Chair (Drake) | 7. Operations Chair (<u>Wagner</u>) (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 (<u>Holmes</u>) (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

Terms expire 12/31/23

1. Mack Cook, Chair
2. Tim Arnold, Labor
3. Rordan Hart
4. Amanda Anderson

Terms expire 12/31/22

5. Laura Shawley
6. Eric Snow
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 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; 8 members with two-year staggered terms

Terms Expiring 12/31/23

- Ed Fairbrother
Nancy Webster—~~Doug Perine~~, Labor
Sunday Earle

Terms Expiring 12/31/22

- Chris Wagner, Chair
Lisa Holmes, Chair
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

Terms expire 12/31/23

1. Ed Fairbrother, Chair
2. Richard Neilens ~~Laura Shawley~~
3. Jim Bower, Labor ~~Nancy Webster~~

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 12/31/23

1. Bud Shattuck, Chair
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.

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

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RESOLUTION NO. - 2021- ADOPTION OF POLICY ESTABLISHING TERM LIMITS FOR OFFICERS AND STANDING COMMITTEE MEMBERS

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

WHEREAS, the Nominations and Engagement Committee has discussed and weighed the pros and cons of instituting term limits for Consortium Officers, and

WHEREAS, the Committee believes term limits will make it easier to diversify the Board and provide opportunities for new ideas and new perspectives to be brought to the Consortium Board and its various committees, now therefore be it

RESOLVED, on recommendation of the Nominations and Engagement Committee, That the Executive Committee, on behalf of the Board of Directors, hereby adopts the following policy “Establishing Term Limits for Officers and Standing Committee Members”,

RESOLVED, further, That this Policy will be incorporated into the Executive Committee Bylaws,

Term Limits for Officers and Standing Committee Members

Term limits shall be in place as follows and effective based on any full term starting on or after January 1, 2022.

- Operations, Audit and Finance, Nominations and Engagement, and the Claims and Appeals Committee membership – limit of three consecutive full two-year terms.
- Chairs of Standing Committees – limit of five one-year terms.
- Officers and Executive Committee Members – limit of five consecutive full one-year terms.
- Once a Chair of the Board has reached their term limit, they may continue to serve on the Executive Committee in an At-large seat for up to five consecutive one-year terms.
- Once an officer or committee member has termed out, there shall be a waiting period of one full year before becoming eligible to serve as a committee member and two full years before being eligible to serve as an officer.

By majority vote of the total number of Directors (including any unfilled seats), the Executive Committee may waive this term limit provision when necessary to maintain fully-constituted committees other than the Executive Committee. Action by the Board of Directors shall be required to waive terms limits for appointments to the Executive Committee.

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Consortium Open Meetings Practices

Ms. Dowd reviewed the proposed practices below and asked for input from the Committee. She noted this will be reviewed with the Executive Committee at its next meeting. Members were supportive of these practices.

In an effort to comply with the NYS Open Meetings Law, the Consortium has begun to institute a series of practices to meet the requirements and accommodate members’ requests to continue to participate in meetings remotely. Below is an outline of the practices the Consortium will follow and expectations of Directors and committee members.

1. Meetings of the Consortium’s Board of Directors and its committees will be held via a hybrid of in-person and remote satellite locations. Some committee meetings may be held entirely by Zoom if all members provide satellite information; however, it is the

intention that meetings of the Board of Directors, Executive, Audit and Finance, and Operations Committees will be both in-person and remote.

2. Location: Unless posted otherwise and members notified, the physical location for all Consortium Committee meetings will be at the Town of Ithaca Aurora conference room. Board meetings will be conducted in a larger facility and notice of the location will be sent out in advance of the meeting.
3. Regional satellite locations will be set up in advance for specific meeting groups in a convenient location for those unable or not wishing to drive to Ithaca. A public calendar of meeting dates and established remote satellite locations will be available on the Consortium's website.
4. Members wishing to attend a regularly scheduled meeting by Zoom shall within 48 hours prior to the meeting, provide notice to the Clerk of the Board (consortium@tompkins-co.org). Members shall provide notice within 24 hours prior to the meeting for special meetings. Notice shall include the physical location of where the member will be attending from. The physical location will be posted on the Consortium's website as a satellite location. Any other Director or member of the public must be able to access and attend from that location. Voting Members attending a meeting remotely who have not provided advance notice will not be counted towards quorum.
5. Videos of all Consortium meetings will continue to be posted on the Consortium's YouTube Channel.
6. If attending remotely members should keep video on to maintain visual presence at meeting. In situations where there is a problem with internet connectivity during a meeting it is acceptable and recommended that the video feed be turned off when a vote is not being taken.

August 26, 2021 Board Educational Session

Ms. Dowd reviewed the agenda for the upcoming educational session that will be held remotely via Zoom.

Adjournment

The meeting adjourned at 4:20 p.m.