

**Operations Committee  
Minutes – Approved  
December 23, 2019 – 1:00 p.m.  
Ithaca Town Hall**

Present: Judy Drake; Ed Fairbrother; Doug Perine; Schelley Michell-Nunn; Gary Mutchler;  
Greg Pellicano; Mark Emerson  
Via Phone: Sunday Earle  
Staff: Elin Dowd, Executive Director; Drew Braman, Deputy Director of Finance; Brittnei  
Griep, Administrative Assistant  
Excused: Lisa Holmes; Luann King; Kevin Williams; Mike Catalano

**Call to Order**

Mr. Perine, Vice Chair, called the meeting to order at 1:02 p.m.

**Changes to the Agenda**

There were no changes to the agenda.

**Approval of Minutes of November 25, 2019**

It was MOVED by Mr. Mutchler, seconded by Mr. Fairbrother, and unanimously adopted by voice vote by members present, to approve the minutes of November 25, 2019 as corrected. MINUTES APPROVED.

**Executive Director's Report**

Ms. Dowd stated that most of her update was provided at the December 19, 2019 Board Meeting and provided an overview of that meeting for this Committee. End of the year resolutions were passed to secure services for IT, Finance, Plan Consulting, and the Consortium renewed its Excellus contract for 2020. Ms. Dowd spoke about the Stop Loss contract and the RFP process that was undertaken, however, the deductible was increased from \$600,000 to \$1 million; this increases the Consortium's risk but lowers ongoing fixed costs. The Board increased the Catastrophic Claims Reserve from \$2.8 million to \$4.5 million to cover any additional claims costs that come through as part of taking on additional risk and also approved an increase to the Rate Stabilization Reserve. This Reserve was increased from 5% to 7.5%. The unrestricted funds are being used to lower premiums and add to the reserves to mitigate the risk.

At the Board meeting, there were still several municipalities that had not responded to the MCA review request that had been sent out; however, we were able to secure up to 58% of the signatures needed at the Board meeting. Ms. Dowd said we are assuming that there are no additional comments on the MCA review, therefore, we will finalize the changes at the January 2020 meeting. The Governance Structure Committee will oversee the MCA changes and any additional comments outside of the MCA document will come to the Operations Committee for review.

**Cyber Security Audit**

Ms. Dowd spoke about the action the Board took for the Cyber Security Audit. She stated that this is first time that the Consortium has had to comply with the risk analysis within Article 47 for Cyber Security. She stated that by February 15, 2020, she will be confirming with the Department of Financial Services that the Cyber Security Audit has been completed. She

stated that she will have a resolution for the approval of the Cyber Security audit for the Operations Committee at the January 2020 meeting.

A copy of the Cyber Security audit was provided to the Committee for their review. Ms. Dowd stated that there weren't many changes to the copy provided earlier by Mr. Potter. Most of the new content included recommendations regarding future improvements.

### **Executive Director Review Process**

Ms. Drake stated that she has put together an Executive Director performance review process for the Operations Committee to review. This packet has been reviewed by Ms. Drake and Ms. Dowd already. Ms. Drake asked for feedback regarding any red flags or input the Committee may have on this process. Mr. Emerson stated that the word 'goals' within the review packet should possibly be removed as he believes that the goal could potentially mean the individual/organization could plateau. He suggested replacing that word with growth. Mr. Fairbrother stated that these goals could be changed year-to-year.

Ms. Dowd stated her views on the review process and her goals for the Consortium. She stated that she would like to see more financial involvement from the Executive Director, going forward. Currently she has a standing phone call with Locey and Cahill to make sure she remains as up to date as possible with the financial status of the organization. Ms. Drake explained that the review process does not need to go to the Board for their approval, it would remain with the Operations Committee for its approval.

### **Review of Executive Committee Bylaws**

Ms. Dowd stated that it has been proposed that the Consortium operate at a different level in 2021. Part of this change is outlined within the bylaws for the Executive Committee as it will take on a more significant role within the Consortium. The purpose of the bylaws is that the Board can delegate business operations for the Consortium to the Executive Committee so that the Board does not have to make all of the decisions, all the time; some authority is delegated to the Executive Committee. Article 2 of the proposed bylaws designates who will serve on the Executive Committee. The bylaws also clarify the purpose and responsibilities of each Committee.

During discussion of quorum difficulties Mr. Braman suggested an absentee ballot possibility. Ms. Drake stated that it is not possible. Upon consultation with the Consortium's legal counsel, it was ruled this is not possible due to the regulations the Consortium must adhere to. Ms. Griep reminded members there is an option to join meetings via videoconferencing.

Ms. Dowd discussed the Consortium's annual educational retreat and how we can improve how and what we share at the annual meeting to be the most effective use of time for all municipal members. She stated that this will be a topic of discussion going forward for this Committee.

### **Future Discussion Topics**

At the next meeting, this Committee will discuss who they feel should be coming to the annual meeting and educational retreat, review the RFP process, review and approve the resolution approving the Cyber Security audit and discuss the newsletter.

**Date of Next Meeting**

The date of the next meeting was set for January 27<sup>th</sup>, 2020 at 1 p.m.

**Adjournment**

The meeting adjourned at 2:12 p.m.

Respectfully submitted by Brittni Griep, Administrative Assistant of the GTCMHIC