



WASHINGTON STATE TRANSIT INSURANCE POOL | RISK MANAGEMENT IN MOTION
 PO Box 11219 | Olympia, WA 98508 | 360-786-1620 | www.wstip.org

Minutes of the
 Executive Committee Meeting
 July 28, 2022
 Zoom

Executive Committee Members Present	Staff Present
Jesse Kinney, President, Valley Transit Scott Deutsch, Vice President, C-Tran Monique Liard, Treasurer/ Large Member Rep, Spokane Transit Joe Macdonald, Medium Member Rep, Skagit Transit David Ocampo, Small Member Rep, Columbia County Public Transportation Paul Shinnors, At-Large Member Rep, Kitsap Transit Danette Rogers, Past President/Acting Secretary, Pierce Transit	Cedric Adams, Claims Manager Matthew Branson, Deputy Director Anna Broadhead, Board Relations Rick Hughes, General Counsel Todd Iddings, Safety & Risk Advisor Laura Juell, Training and Risk Coordinator Joanne Kerrigan, Member Services Manager Karey Thornton, Accounting & Payroll Specialist
Board Members Present	
Jenny George, Asotin County PTBA Jeff Lubeck, Ben Franklin Transit Ken Mehin, Grays Harbor Transit Jana Brown, Intercity Transit Staci Jordan, Island Transit Nicole Gauthier, Jefferson Transit Miranda Nash, Jefferson Transit	Justin Brockwell, Link Transit Shawn Larson, Link Transit Karen Thesing, Pierce Transit Jim Seeks, RiverCities Transit Shonda Shipman, Whatcom Transportation Authority (10:15 am) Greg Story, Yakima Transit
Guests Present	
Elizabeth "Becky" Slattery (attorney), Wolfe & Lee	

Call to Order

Vice President Deutsch called the meeting to order at 9:00 am welcoming everyone to the hybrid meeting. Verbal roll call took place. There were no guests or new Board members to be introduced. Deutsch asked if there were any changes to the agenda, hearing no changes, he asked for a motion to accept the agenda. **Rogers moved to approve the agenda. Macdonald seconded the motion and the motion passed.**

Public Comment on Consent Agenda, Discussion, Potential Action Items

				<u>Total</u>
Claims Vouchers	Numbers:	93502392	- 93502485	\$ 1,169,791.56
Administrative Vouchers	Numbers:	93002193	- 93002208	\$ 62,353.41
Electronic Payments	Dates:	06/01/2022	- 06/30/2022	\$ 140,274.33
				<u>\$ 1,372,419.30</u>

Deutsch asked if there were any items to remove from the consent agenda. There were no items removed from the consent agenda. **Liard moved to approve the minutes. Macdonald seconded the motion and the motion passed. Macdonald moved to approve the June 2022 Vouchers and Electronic Payments. Ocampo seconded the motion and the motion passed.**

Discussion / Potential Action Items

2021 Executive Committee Work Plan

Branson reported the 2022 Work Plan was updated. Quarter three work will begin and the Investment Committee will continue to work on the investment strategy throughout 2022. There were no questions regarding the Work Plan.

Governance Policies

Deutsch said the Governance Policy Committee (GPC) had reviewed several policies and had two policies on the agenda for approval, two new policies, and two which we are asking the EC to recommend adoption to the Board.

Accounting and Internal Controls

Branson explained the changes to the Accounting and Internal Controls policy included changes to the Treasurer and added Deputy Treasurer duties. ***Kinney moved to accept Accounting and Internal Controls policy as amended to include Vice President can approve Executive Director Expenses in the absence of the Treasurer. Macdonald seconded the motion and the motion passed.***

Duties, Responsibilities, and Development of Board and EC Members

Branson noted the revisions to the Duties, Responsibilities, and Development of Board and EC Members included incorporating topics previously captured in the Tribal Rules, added responsibilities that were recently brought into policy (issuance of warrants and checks policy), and the Vice President to approve Executive Director expense reports in the absence of the Treasurer. ***Liard moved to accept the Duties, Responsibilities, and Development of Board and EC Members policy as amended to include the word "Policy" after Issuance of Warrants and Checks. Rogers seconded the motion and the motion passed.***

Recognition

Branson stated this is a new policy allowing recognition of Board and staff, setting a monetary amount. Liard felt the words Significant Partner should be bolded as it is defined. There was discussion regarding policy statements two and three. ***Macdonald moved to adopt Recognition policy adding the word "an" and removing the words "after another great".*** Discussion: Liard felt policy statement #3. (It shall be the Executive Director's responsibility to determine the trigger, timing, etc. for the recognition and award of such honor.) should read ... "It shall be the Executive Director's responsibility to establish, the conditions, eligibility, and timing for such awards and recognition". Committee members discussed the proposed language. Committee members discussed the proposed policy statement #3 and agreed with the revision. ***Deutsch rescinded the motion by Macdonald. Kinney moved to adopt the Recognition Policy with policy statements amended. Liard seconded the motion and the motion passed.***

Service of Legal Process Against the Pool

Branson explained Service of Legal Process Against the Pool is a new which is necessary to replace once the Legacy Resolutions Policy is repealed. ***Rogers moved to approve the Service of Legal Process Against the Pool Policy as presented. Liard seconded the motion and the motion passed.***

Bylaws

Branson said the changes to the Bylaws include updates to nine sections which the Executive Committee

has seen multiple times and the GPC recommends the EC recommend adoption to the Board.

Macdonald moved to recommend the Bylaws be adopted to the Board as presented. Rogers seconded the motion and the motion passed.

Legacy Resolutions

Branson said one of Christianson's goals this year was to tackle this policy. He explained each of the resolutions 1a -f have been superseded by contracts or updated, and since their origination, they have essentially already been repealed by these subsequent agreements. With the EC adopting the Service of Legal Process Against the Pool policy, we can now recommend the Board repeal the Legacy Resolution policy. **Liard moved to recommend the Board repeal the Legacy Resolutions Policy. Macdonald seconded the motion and the motion passed.**

2023 WSTIP Operations Budget

Branson explained staff are beginning to work on the 2023 Operations Budget and asked if the EC had items to bring forward in addition to what was in the packet. He shared as staff prepare the budget they will be using the CPI West Urban for the General Wage Increase Cost of Living Adjustment. He reviews the position control information and noted management is reviewing the Administrative Assistant vacancy but that the position is being filled with a temporary employee during this review. Deutsch inquired if the EC had any additional items to have considered as part of the budget development. No additional items were included at this time.

Appointment of Investment Committee Chair

Branson said the Investment Committee (IC) charter states the Executive Committee (EC) will appoint the IC chair. Suzanne Coit, the Pool's previous Treasurer, was the appointed chair, and the IC is recommending Liard be appointed the chair. There was a discussion about whether to appoint an IC chair or to revise the charter to make the Treasurer the chair of the committee as Liard is the current Treasurer. The IC may bring a revised charter back to the EC at a later date. **Rogers moved to appoint Monique Liard as the Investment Committee chair. Macdonald seconded the motion and the motion passed. Liard abstained from the vote.**

Shipman and Slattery joined the meeting at 10:15 am.

Business Continuity Plan

Branson reported the Business Continuity Plan has been updated as required by policy. He reminded the Executive Committee if something were to happen, and the Pool management team were unable to perform, that the Executive Committee would have operational oversight of the Pool. This plan came in handy during the pandemic. Liard asked if in the future staff could share the results of the testing of the plan and asked if the IT vendor also had a supporting plan. Branson said the IT vendor has multiple people who can assist at any time and the phone system which could have been a point of failure is now in the cloud, and he will share examples of how we test the plan in future presentations.

Executive Session

At 10:30 am, the Executive Committee went into a 15 minute Executive Session to discuss an upcoming trial with Defense Counsel; pursuant to RCW 42.30.110 (1) (i) to discuss with legal counsel representing the agency litigation in which a member acting in an official capacity is a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency. 2.

To discuss performance of a public employee. The committee came out of Executive Session at 10:45 am. Deutsch announced the Executive Session would be extended an additional 5 minutes. The EC went back into Executive Session at 10:46 am and exited Executive Session at 10:51 am. No action was taken. The attorney left the meeting at 10:52 am.

Staff Reports

Executive Staff Report

Branson said Christianson is working with Alliant for Special Event Liability coverage, please reach out to her if you are needing this coverage. He shared the audit is nearing completion and expects no findings, he should receive property appraisals from Alliant in August, the estimated miles have been sent to Munich Re and we are waiting a quote for this excess coverage layer. Kerrigan said the Pool has received another Above and Beyond Award which will be presented in September, she expects the Technology Catalog to be finalized from CUTR soon and reminded participants of the ongoing Origami office hours with Christine on Wednesdays. Adams gave an update on open and recently closed claims, subrogation, and open litigated claims.

Sub-Committee Reports

Governance Policy Committee (GPC)

Deutsch reported the GPC had met earlier this month reviewed several policies with no revisions, policies which had revisions were presented and accepted earlier during this meeting. The GPC consists of the officers (Deutsch, Kinney and Rogers).

Board Development Committee (BDC)

Shinners reported the BDC met prior to the EC meeting and reviewed a request for a training not already on the approved list for Board Members, at this time they do not feel the APTA Annual Conference should be added. Deutsch thanked Shinners for the report.

Risks and Opportunities Committee (ROC)

No report, the next meeting for the ROC is September 8.

Coverage Review Committee (CRC)

No report, the next meeting for the ROC is August 3.

Investment Committee (IC)

Branson said the IC met with PricewaterhouseCoopers (PwC) on July 14. The IC discussed cash flow and risk tolerance, the IC meets again on August 17 and will review modeling with PwC. If you have questions please reach out to Liard or Branson.

Recap and Adjournment

Deutsch recapped the meeting, roll call, accepted the agenda, approved the consent agenda, reviewed the work plan, approved changes to two governance policies, adopted two new policies, and recommend approval of the Bylaws to the Board and that the Board repeal the Legacy Resolutions policy, discussed the 2023 WSTIP operations budget, appointed Liard as the Investment Committee chair, and reviewed the updated Business Continuity Plan, held Executive Session where no action was taken, received the Executive Staff report and reports from the sub-committees.

Macdonald moved to adjourn the meeting at 11:12 am. Kinney seconded the motion and the motion passed.

Submitted this 25th day of August 2022.

Approved:  4070BE642543479...
Danette Rogers, Acting Secretary/Past President