

## **ASSOCIATION OF WASHINGTON CITIES**

### **RMSA Board of Directors Meeting Minutes Thursday, December 8, 2022 Cedarbrook Lodge and Online Meeting with Phone Access 10:00 am**

#### **Present:**

President & Position 7 - Julie Struck, Mayor, South Bend  
Vice President & Position 4 – Jose Trevino, Mayor, Granger  
Position 1 - Dee Roberts, Mayor, Raymond  
Position 2 - Matthew Schuh, Councilmember, Bridgeport  
Position 3 – Leanne Guier, Mayor, Pacific  
Position 5 - Stefany Smith, Mayor, Springdale  
Position 6 – Micki Harnois, Councilmember, Rockford  
Operating Committee Chair - Dawn Masko, Finance Director, Pacific

#### **Staff Present:**

Deanna Dawson, CEO  
Alicia Seegers Martinelli, Deputy CEO/COO  
Gene Emmans, CFO  
Carol Wilmes, Director, Member Pooling Programs  
Carol Rehnberg, Program Director  
Ashley Jones, Claims and Pre-Litigation Manager  
Andrea Luper, Membership Supervisor  
Kim Dennis, Risk Management Coordinator  
Anthony Vasquez, Claims Coordinator  
Betsy Hildreth, Executive Assistant/Recording Secretary  
Meg Gooding, Membership Specialist

#### **Others:**

Charles H. "Skip" Houser III, RMSA General Counsel  
Mike Day, Aon

#### **1. *Call to Order, Welcome, and Introductions***

Ms. Rehnberg reviewed the meeting protocols, in compliance with the Open Public Meeting Act (OPMA) under RCW 42.30; she explained to attendees how to use the Zoom technology to actively participate in the meeting, explained the remote governance procedures, and confirmed that all motions and seconds would be made by name. A roll call vote would be taken only if it were not clear how many “nays” were voiced.

Ms. Rehnberg then asked for verbal confirmation from the Board members that they can hear and be heard and that they have all received the agenda. Upon confirmation, the meeting was turned over to President Julie Struck to call the meeting to order.

#### **1.1 Welcome, introductions, opening remarks**

President Julie Struck called the meeting to order at 10:00 am. A quorum was established. Introductions followed.

President Struck directed staff to begin tallying the membership votes for agenda item 4.2.

**1.2 Call for Public Comment**

Pursuant to the Open Public Meetings Act RCW 42.30.240, the AWC RMSA Board of Directors invited public comment on the agenda items presented.

There was no public comment.

**2. *CEO Report***

**2.1 CEO Meeting Overview**

Ms. Dawson provided an overview of the meeting.

**3. *Approval of Minutes***

**3.1 September 28, 2022 Board of Director Meeting Minutes**

The Board reviewed the minutes of the September 28, 2022 AWC RMSA meeting.

**Motion:**

Motion by Leanne Guier to approve the minutes of the September 28, 2022 AWC RMSA Board meeting, second by Dee Roberts; motion carried.

**3.2 October 11, 2022 Annual Meeting Minutes**

The Board reviewed the minutes of the October 11, 2022 AWC RMSA Annual Meeting.

**Motion:**

Motion by Leanne Guier to approve the minutes of the October 11, 2022 AWC RMSA Annual Meeting, second by Micki Harnois; motion carried.

**4. *Governance***

**4.1 Board Vacancy Appointment**

In accordance with the RMSA Bylaws, Article 2-Board of Directors, Section 5-Vacancies, the remaining members of the Board have the authority to fill vacancies from qualified candidates.

As of August 2022, there was one vacancy on the Board due to Councilmember Bruce Albert's resignation. Staff notified RMSA membership of the vacancy with the nomination and application deadline of November 28, 2022. One candidate submitted their application for the open position: Councilmember Matthew Schuh, City of Bridgeport.

**Motion:**

Motion by Dee Roberts to appoint Councilmember Matthew Schuh to Position 2 on the RSMA Board of Directors effective immediately, second by Micki Harnois; motion carried.

Councilmember Schuh took his place with the RSMA Board of Directors.

**4.2 Board Elections**

The AWC RMSA Board of Directors are elected by a majority of the voting members. Currently, the odd-numbered seats are up for election.

The following candidates were nominated and placed on the ballot for the open positions:

Position 1 – Dee Roberts, Mayor, Raymond  
Position 3 – Leanne Guier, Mayor, Pacific  
Position 5 – Stefany Smith, Mayor, Springdale  
Position 7 – Julie Struck, Mayor, South Bend

AWC RMSA staff tallied the 37 ballots received from the membership.

The following votes were received for the following positions:

Position 1 – Dee Roberts, Mayor, Raymond, received 37 votes.  
Position 3 – Leanne Guier, Mayor, Pacific, received 35 votes.  
Position 5 – Stefany Smith, Mayor, Springdale, received 35 votes.  
Position 7 – Julie Struck, Mayor, South Bend, received 35 votes.

**Motion:**

Motion by Jose Trevino to accept the AWC RMSA Board election ballot results, as submitted by the membership and tabulated by staff, second by Matthew Schuh; motion carried.

**4.3 Operating Committee Update**

Ms. Rehnberg provided an update on recent Operating Committee elections.

**4.4 Open Public Meetings Policy Resolution**

Ms. Rehnberg presented Resolution 2022-02 Establishing Board Meeting Procedures for consideration and adoption.

**Motion:**

Motion by Leanne Guier to adopt Resolution 2022-02 Establishing Board Meeting Procedures for Open Public Meetings effective January 1, 2023, second by Matthew Schuh; motion carried.

**4.5 Appointment of NLC Mutual Board Representative**

In accordance with AWC RMSA Resolution 2016-03, the current AWC RMSA designee to the NLC Mutual Insurance (NLC MIC) Board is the AWC Chief Executive Officer.

The Board was asked to consider and approve Resolution 2022-03 appointing the director of member pooling programs, Carol Wilmes, to the NLC MIC Board effective January 1, 2023.

**Motion:**

Motion by Matthew Schuh to adopt Resolution 2022-03 appointing the AWC Director of Member Pooling Programs as the Board's designated representative to the NLC MIC Board of Directors effective January 1, 2023, second by Jose Trevino; motion carried.

**5.1 Staff Report: Q3 Financial Report**

Mr. Emmans provided the third quarter financial report for the period ending September 30, 2022.

**5.2 Staff Report: 2023 Proposed RMSA Budget**

Ms. Rehnberg reviewed the proposed 2023 AWC RMSA budget with the Board.

**Motion:**

Motion by Dee Roberts to adopt the 2023 AWC RMSA Budget, as presented by staff, second by Jose Trevino; motion carried.

**6. *Administration***

**6.1 Annual Review of 2018-2021 Strategic Plan**

Ms. Rehnberg reviewed the 2018-2021 Strategic Plan and updated the Board on what has been accomplished in 2022. Staff noted the next AWC RMSA planning retreat is scheduled for July 2023 with a goal of revisiting the RMSA mission, vision, core values and goals; an outcome of the strategic planning retreat will be a newly proposed and Board-adopted multi-year work plan which will guide the work of the governance groups, staff and consultants.

**6.2 Coverage Agreement Updates**

Ms. Rehnberg presented additional revisions to the 2023 Coverage Agreements for the Board's consideration and approval. The changes were reviewed and recommended by RMSA's Coverage Counsel, Terri Sutton, and have been reviewed and approved by the Operating Committee.

**Motion:**

Motion by Matthew Schuh to approve the proposed changes to the 2023 Coverage Agreements, as presented, second by Leanne Guier; motion carried.

**6.3 Member Standards Update**

Staff presented the final draft Member Standards for Board consideration and adoption. The Operating Committee had provided feedback to staff in its prior 2022 meetings and recommended Board adoption.

Board members recommended staff provide a printed copy of the Member Standards to members, with new standards highlighted to bring attention to any recent updates.

**Motion:**

Motion by Leanne Guier to adopt the final draft Member Standards to be effective January 1, 2023, second by Micki Harnois; motion carried.

**6.4 2023 Renewal Update**

All lines of coverage AWC RMSA Program purchases will expire on December 31, 2022 and renew on January 1, 2023. RMSA's broker, Mike Day of Aon, presented all available final premium and coverage options to the Board for approval.

**Motion:**

Motion by Dee Roberts to approve the reinsurance/excess insurance coverage renewal offerings for 2023, as recommended by the Operating Committee and presented by staff and consultant, with exception of property excess layers of AIG and Bermuda, second by Micki Harnois; motion carried.

Motion by Dee Roberts to give tacit approval to Mike Day of Aon in negotiating the 2023 property excess coverages with the existing carrier, or seeking out a more favorable alternative with another carrier(s), second by Leanne Guier; motion carried.

**6.5 GPA Contract Renewal**

Mr. Emmans updated the Board on the renewal of the investment management contract with Government Portfolio Advisors effective January 1, 2023 for a two-year duration until December 31, 2024.

**7. *Membership***

**7.1 Risk Control Report**

Ms. Dennis gave the risk control report.

**7.2 Membership Report**

Ms. Luper gave an update on the AWC RMSA membership services.

**7.3 Amicus Brief Report**

Ms. Rehnberg reviewed the request to participate in an Amicus Curiae brief with other Washington Risk Pools in the case of *Suarez v. State*.

**Motion:**

Motion by Matthew Schuh to approve participation in a joint amicus brief as recommended by RSMA staff, second by Micki Harnois; motion carried.

**7.4 Claims Report**

Ms. Jones gave the claims report.

**8. *Executive Session***

**8.1 Executive Session**

Before entering Executive Session President Struck asked that any of the individuals identified as participating in this Executive Session ensure that no other individuals were in their offices or on the line and if so, those individuals must now exit and leave the room/area. Anyone needing additional time for others present to leave, were asked to speak up and advise further. Confirming only invited participants were on the call or in the room, President Struck moved to Executive Session.

President Struck adjourned to Executive Session to discuss current and potential litigation, per RCW 42.30.110(i), for a period of 15 minutes at 11:51 am. President Struck announced the names of individuals remaining in executive session in addition to Board members: Skip Houser, AWC RMSA general counsel; Dawn Masko, Operating Committee Chair; Deanna Dawson, AWC CEO; Alicia Seegers Martinelli, AWC Deputy CEO/COO; Gene Emmans, AWC CFO; Carol Wilmes, Director of Member Pooling Programs; Ashley Jones, Claims and Pre-Litigation Manager; and Betsy Hildreth, Recording Secretary; were included in the Executive Session.

President Struck adjourned executive session at 12:06 pm and returned to open session. No members of the public were in the virtual or physical waiting room to rejoin the regular session.

9. *Other Business*

**9.1 Re-Cap of 2022 RMSA Annual Meeting and AWC Member Expo**

Ms. Rehnberg provided a recap of the Annual Meeting, Operating Committee elections and AWC Member Expo that occurred in October.

**9.2 2023 Board and Operating Board Fiduciary Training Opportunities**

The 2023 Board and Operating Committee fiduciary training opportunities were provided in the agenda packet.

**9.3 2023 Governance Meetings Schedule**

The 2023 Board, Committee, and Annual Meeting schedule was provided in the agenda packet.

10. *Adjournment*

**10.1 Adjourn**

President Struck adjourned the meeting at 12:10 pm.

The foregoing minutes were approved by the RMSA Board of Directors on 4/13/2023.  
Date

DocuSigned by:

*Julie Struck*

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President

ATTEST:

DocuSigned by:

*Betsy Hildreth*

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Recording Secretary