



**Enduris
Board of Directors
Meeting Minutes**

August 18, 2022

*To meet both the Open Public Meetings Act and COVID-19 requirements announced by Governor Inslee in **Proclamation No. 20-05**, the Board meeting was changed to a hybrid of in person and virtual video/telephone conference meeting. A link and access code were provided to those requesting to join the meeting.*

*Call to Order: Chair Matt Schanz called the meeting to order at **8:30 a.m.***

ROLL CALL

Board Members Present: Matt Schanz, Chair; BiJay Adams, Vice-Chair; Vicki Carter Secretary/Treasurer; Noel Hardin, Board Member, Donna Watts, Board Member; Sara Young Board Member; and Sheryl Brandt, Executive Director.

Others Present: Heather Yakely, Enduris General Counsel; Kelly Williquette, General Manager of Spokane County Water District #3; Greg Englin, Executive Director Port of Kingston; Alric Balka, Director of Operations; Kimberly Millikan, Enduris Director of Finance; Joe Davis, Director of Risk Management and Member Relations; Mitch Eaden, Risk Manager and Shawna Masterton, Executive Assistant.

Mr. Schanz started the meeting with a roll call.

Public Comments – RCW 42.30.340

- *No public was present – no comments were made*

ADOPT AGENDA

ADAMS/WATTS moved to adopt the agenda as presented. Motion carried.

Board Development Committee Appointment

Board Policy GC-5.5-a.i, a.i, states that the **Purpose/Charge** of Board Development Committee (BDC) is to Recruit and nominate the slate of candidates for Board elections, whether for election or appointment, based upon their eligibility as a director. Directors may either be an employee,

volunteer, or a member of the governing body of a member entity and may be elected or may be write-in candidates; *and to* fill a vacancy as soon as possible.

Mr. Adams, the Board Development Committee Chair (BDC) provided an update on the vacant position (**position #6**) on the Enduris Board. The Board Development Committee received an application from Mr. Kelly Williquette, General Manager of Spokane County Water District #3. The Committee interviewed Mr. Williquette and all members of the BDC agreed to move forward. Subsequently, the Board Development Committee reviewed Mr. Williquette Board Application which was made available to the full board. There was a brief discussion by the directors and all comments were favorable, it was put forth by the BDC Chair, Mr. Adams that Mr. Williquette should be appointed to the board effective immediately.

ADAMS/HARDIN moved to appoint Mr. Kelly Williquette from Spokane County Water District #3 to Board Position #6 effective today (08/18/2022) as recommended by the Board Development Committee. Motion carried.

BOARD CONSENT AGENDA

Board Policy GC-2.6 states that the Board will use a Consent Agenda as a means to expedite the disposition of routine matters and to dispose of other items of business it chooses not to discuss. All administrative matters delegated to the Executive Director that are required to be approved by the Board will be acted upon by the Board via the Consent Agenda. An item may be removed from the Consent Agenda upon approval by a majority of the Board.

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CARTER/WATTS moved to approve all items on the Board Consent Agenda. Motion carried.

EXECUTIVE DIRECTOR CONSENT AGENDA

Expenses

- April 2022
- May 2022
- June 2022

CARTER/YOUNG moved to approve all items on the Executive Director Consent Agenda. Motion carried.

EXECUTIVE DIRECTOR REPORT

Board Policy OE-8 states that the Executive Director shall assure that the Board is fully and adequately informed about matters relating to Board work and significant organizational concern.

Website Project Update

Ms. Brandt turned over the discussion to Mr. Balka who gave an update on the new website design and showed a mockup of the layout and different screenshots of the web page designs. Mr. Wilson informed the board that we are using Enleaf which is a local company out of Spokane Valley, Washington. Mr. Balka briefly talked about the membership portal as one of the new features, it will also allow the members to log into Origami which will be very beneficial in addition to all the webpage resources. Mr. Schanz asked about a "Board Member Portal" Mr. Balka informed the board that will be part of the website project. The board was pleased to hear the feature will be included to access confidential information that pertains to the board of directors such as, past board packets, past approved minutes, strategic plan, workplan, board orientation, WAC's, bylaws, board governing policies etc.

Actuary Audit

Ms. Brandt indicated that we will be reaching out to Ms. Shannon Stuber's office as we were notified that they will be doing an Actuary Audit for the State. Ms. Stuber is the Program Administrator, Local Government Self-Insurance Program at State of Washington and oversees all the Pools in Washington. We are in the beginning stages of the audit work. They are using Pinnacle Actuarial – please note this is a formality that is usually done once every 3-years, and one their focuses is on making sure our rates are fair and equitable. The audit should be completed by the end of October; results will hopefully be provided to the board at the November meeting.

Capital Adequacy Assessment Study (PwC)

Ms. Brandt informed the board that the Actuarial Kickoff work with PwC on Capital Adequacy Assessment Study is in process. Kevin Wick will be at the November meeting to present the study findings. The administration is very excited to see the study results and where we are at in terms of net asset funding. PwC will provide iterations of a 1-10, 1-15, 1-20, year models so that we are able to quantify our risk around their models. This will be very valuable to Enduris.

Pooling and Membership Updates

Ms. Brandt advised the Board that the PY2023 Member Renewal is complete, all invoices have been sent out and the new PY2023 started September 1, 2022. Renewing the membership all at the same time is a lot of work, and the streamlined processes in place went very well. Ms. Brandt highly praised the staff with all the great teamwork. Ms. Carter asked about financial payment plans for the membership. Ms. Millikan explained Enduris' payment plan process to the board and how it works. Ms. Millikan noted there is a 2.5% interest fee.

Staffing Update

Ms. Brandt reported we have added a new position in the Member Relations Department, Mitch Eaden, Risk Manager. We are happy to have Mr. Eaden as a part of the team here at Enduris and get him engaged in working with the membership on Risk Management.

Government Entities Mutual (GEM) Summit, Board and Annual Meeting Update

Ms. Brandt attended the in-person GEM Summit, Board and Annual meeting held on July 28-29, 2022. Ms. Brandt noted to this year's focus was on **"The Great Resignation"** Developing processes for employees, engagement and retaining great employees

Ms. Brandt made note that GEM is a very good partner of Enduris and acknowledged that she is impressed with Mr. Andrew Halsall, the President and CEO. GEM is healthy and is doing very well financially. Mr. Halsall is very selective and careful when adding new members, they want to make sure they have good management, good governance, good claims history, and an overall good partner.

Ms. Brandt announced that she was elected to the GEM Board of Directors. Mr. Halsall will be at the November Meeting and will present to the board.

AGRiP CEO Institute 2022 Update

Ms. Brandt attended the AGRiP CEO Institute August 7-10, 2022, in Anchorage, Alaska. This is where the CEOs of Risk Pools across the nation get together. This year's focus was on Digital Stagey, Road mapping, IT Specialization but more importantly how to strategically integrate that into your organization and move it to the next level while involving your members and board.

The AGRIP Governance Conference is coming up in March 5-8, 2023, in Orlando FL. Ms. Brandt highly recommends board attendance. Please place the date on your calendars and reach out to Ms. Masterton for registration information and any travel logistics.

AGRIP has ramped up their Pooling Academy Training which is online learning sessions; Ms. Brandt stated that some of the Enduris staff members are currently taking the classes now in addition to new staff members that will be taking the class. There are eleven different sections which is an online learning center uniquely built for the public entity pooling community, with content that is specifically on-point for pool operations and governance. Perfect for people new to public entity pooling, participants will understand the role of a public entity risk pool, how different pools operate, and some keyways risk pools vary. AGRIP did an amazing job covering all aspects of pooling industry.

If any board member would like to sign-up for the Pooling Academy Training, please reach out to Ms. Masterton and she will help get you signed up.

Quarterly Summary

Ms. Brandt presented the quarterly summary and reviewed key topics that we will be focused on which included:

- PwC Capital Adequacy Assessment /Provide Data to New Actuary
- PY2023 Member Renewal Rate Development
- Reinsurance Renewals Property up on average 15% - Liability up 8%
- Risk Management Strategies - appraisals and mini training webinars
- Training new staff and new board members
- Generative Thinking; Strategic work with the Board
- Website Redesign
- Year End for PY 2022

Ms. Brandt provided a snapshot of what the administration will be working on in PY 2023 Considerations and Challenges.

- FY2023 Budgets reflects an overall contribution increases of 10% compared to FY2022 contributions collected.
- FY2023 Budget stated goal is to “minimize Members rate increases.
- Target Base Rates Increases: 5-10% for GL, APD, Crime, NP 10%-15% Property; TIV is also impacted by the 5-7% M&S inflation factor.
- Some members have larger increases as we continue to implement the recommendations from the FY2018 actuarial rate study and in relation to their specific claims experience and risk factors.
- Hard reinsurance/excess Market continues; Actuarial estimate of future claim costs continues to increase significantly; We didn’t pass along all these increases in PY2022 or PY2023
- Focus on underwriting and risk management are critical factors in the Pool’s success/stability; Historical focus was on growth and marketing; What is the impact on the membership.
- Rates must be fair and equitable across member types and individual members

- Member rates that are “outside” the rating matrix are being “titrated” over a number of years to create contribution stability. We limit this to an additional 5-10% per year. We may need to speed up this titration for some members.

Ms. Brandt opened it up for questions; due to timing the board members discussed scheduling a Board Workshop to discuss the significant topics and the overall strategic plan.

Mr. Schanz entered break at 10:40 a.m. Mr. Schanz reconvened the meeting at 10:50 a.m.

EXECUTIVE SESSION

The Board entered Executive Session at 10:53 for 35 minutes to review the status of open claims. The meeting reconvened in Open Session at 11:28am.

DISCUSSION/ACTION ITEMS

Claim Payment Approval

Board Policy OE-6.10 states that the Executive Director will settle any claim of \$300,000 or less in indemnity per claimant without authorization by the Board. Claims over \$300,000 are brought to the Board for ratification.

Water loss to a vacant building. The Member reports that the fire suppression system froze and caused a pipe to burst on December 30, 2021. A reinsurance payment has been issued in the amount of \$907,593.39.

CARTER/WATTS moved to ratify the indemnity payment of up to \$907,593.39 for Claim C10101. Motion carried.

Financial Report and Financial Statements/SCIP Report

Board Policy OE-5, OE-6 states that the Executive Director shall not cause or allow any financial activity or condition that materially deviates from the budget adopted by the Board; cause or allow any fiscal condition that is inconsistent with achieving the Board’s **Goal** or meeting any **Operational Expectations** goals; or place the long-term financial health of the Pool in jeopardy.

The Board was provided with the financial reports for April 30, 2022, May 31, 2022, and June 30, 2022. Also provided was the performance investment report as of June 30, 2022, from the Spokane County Investment Pool. Ms. Brandt and Ms. Millikan presented the July 31, 2022, financial report.

CARTER/ADAMS moved to approve the April 30, 2022, May 31, 2022, June 30, 2022, and July 31, 2022; financial reports as presented. Motion carried unanimously.

WATTS/YOUNG moved to accept the activity report from the June 30, 2022, (SCIP) Spokane County Investment Pool fund as presented. Motion carried unanimously.

Claims Audit Report

Board Policy GC-3.7 states that the Board will review and accept the annual audit report of the independent claims auditor.

The Board was provided with the 2022 Claims Audit report that was conducted by Craig Bowlus of Aon Risk Insurance Services in San Francisco, which was conducted as an annual independent

claims audit for the Pool on July 15-30, 2022. The claims audit was conducted virtually and successfully as all claims are electronic via Origami.

The overall result of the audit; "Enduris is meeting best practices for public sector claims and litigation management. There are only two new recommendations for Enduris this year, and it is aligned more with underwriting than claims handling which will be implemented

The audit Summary states:

"The files audited were almost all very well handled, well documented, and generated the proper financial result."

Ms. Brandt made note that Mr. Craig Bowlus is retiring. Enduris will be going out to (RFP) request for proposal for a new claim's auditor.

WATTS/CARTER moved to formally recognize the receipt of the 2022 Claims Audit conducted from July 15-30, 2022, by AON Risk Insurance Services. Motion carried.

Property Coverage Renewal for PY 2023

Board Policy GC-3.8 states that the Board will approve levels of self-insured retention and the level and providers of re-insurance and blanket coverage.

At the May Board meeting, the Board authorized the Executive Director, Ms. Brandt to renew property coverage with APIP effective July 1, 2022, using the existing Self-Insured Retention of \$250,000 or up to \$500,000 and report back to the Board with the results.

Ms. Brandt reported that Alliant Insurance Services has provided property coverage to Enduris since 2000. For PY 2023, Alliant Property Insurance Program (APIP) offered renewal for approximately 25.03% premium increase from the previous year. The Pool property limit is \$1,000,000,000 (\$1B) and includes renewals of pollution and cyber coverage. The Self-Insured Retention will continue to be \$250,000. This increase in premium is due to an 8.6% increase in Total Insured Value (TIV) and a 15% rate increase.

The Administration recommends the Board approve the property coverage renewal with APIP using the existing Self-Insured Retention of \$250,000 per occurrence.

WATTS/ADAMS moved to approve the property coverage renewal for Policy Year 2023 with APIP using the existing \$250,000 Self-Insured Retention for both HPR and Non-HPR property classifications. Motion carried unanimously.

Liability Coverage Renewal for PY 2023

Board Policy GC-3.8 states that the Board will approve levels of self-insured retention (SIR) and the level and providers of reinsurance and blanket coverage.

In the May Board meeting, the Board authorized the Executive Director, Ms. Brandt to renew liability coverage effective September 1, 2022, using the existing Self-Insured Retention (SIR) of \$1 million, with GEM providing limits of \$9 million over our \$1 million SIR. In addition, procure \$10 million in excess of primary \$10 million coverage for a total of \$20 million in liability coverage.

The Administration recommended that the Board approve the liability coverage as stated above

Enduris liability reinsurance structure is unchanged for PY 2023 as follows:

- \$20,000,000 Comprehensive General Liability, each occurrence.
- \$20,000,000 Public Officials Errors and Omissions, aggregate per member.
- \$20,000,000 Employment Practices Liability, aggregate per member.

The layering structure of Enduris is as follows:

- First Dollar to \$1,000,000: Enduris Self-insured Retention
- \$1,000,000 to \$10,000,000: GEM
- \$10,000,000 to \$20,000,000: Great American and Everest Re, quota share.

Ms. Brandt reported the first layer of reinsurance renewed with Government Entity Mutual (GEM) with a rate increase of 5.95%. The next layer \$10M x \$10M is quota-shared by Great American and Everest Re. This layer renewed at a rate increase of 19.39% and 6.92% respectively.

Ms. Brandt stated Property and Liability renewal continues to be challenging due to hardening of the insurance marketplace, economic conditions, and the rising costs of litigation including social inflation. Insurance markets do not react positively to unknown or negative outlooks. Rates, coverage, and capacity are all at risk under these market conditions.

CARTER/WATTS moved to approve the Executive Director renewing the liability coverage for Policy Year 2023 with GEM and Great American/Everest Re using the existing \$1,000,000 Self-Insured Retention. Motion Carried.

Approval of Enduris Memorandum of Coverage for Policy Year 2023

Board Policy GC-3.11 states that the Board will evaluate and approve coverages, including any changes to the Memorandum of Coverage (MOC).

Mr. Davis provided the Board with recommended material changes to the PY2023 MOC. The document was thoroughly reviewed by staff during the past year. The Administration is recommending adding the following addendums to the PY 2023 MOC. This is clarification of Enduris' intent on coverage. The exclusions are standard exclusions of auto comp/collision that have been previously silent under the Auto Exhibit 4 coverage.

Mr. Davis walked the board through a brief explanation of the proposed changes to each addendum:

Addendum R – Deductibles and Co-Pay Waivers. Recommending Board approval for the modification of Addendum R with the addition of language pertaining to Miscellaneous Unnamed Locations to include: the Enduris self-insured retention as outlined in the Alliant Property Insurance Program identifying deductibles applies to the member with this provision. Miscellaneous Unnamed Locations means property that has not been included in the member's Schedule of Values.

Addendum X (new addendum) – Fiber Optic Cable. Recommending Board approval of addition of property reinsurance coverage (APIP) with respect to Fiber Optic Cable, Transmission and Distribution lines. APIP agreed to reinsure Fiber Optic Cable, Transmission and Distribution lines up to \$500,000 each occurrence with a \$2,000,000 pool aggregate

Addendum Y (new addendum) – Unscheduled and Detached Outdoor Property and Structures. Recommending Board approval for this extension of coverage up to \$10,000. Enduris extends the coverage provided at a scheduled property location (building and contents) to apply

to unscheduled and detached outdoor property and structures at the same property location. Unscheduled outdoor property and structures on premises include detached outdoor fences, radio and television antennas (including satellite dishes), signs (other than signs attached to buildings), light posts, statuary, outdoor furnishings, and detached outbuildings and their contents.

Addendum Z (new addendum) – Temporary Rented Equipment. Recommending Board approval for \$50,000 blanket coverage limit for a member’s temporary rented equipment.

Addendum AA (new addendum) – Exclusion of Pollutants - PFAS. Recommending Board approval for Exclusion of Pollutants - PFAS in liability document to coincide with the proposed GEM pollutant exclusion.

Mr. Adams voiced some concerns about addendum AA – Exclusion of Pollutants - PFAS. There were some discussions between the Directors. Mr. Adams stated there are a lot of unknowns and his district could possibly be subject to fines if there are in violation of some standards that are set.

Addendum BB – Replacement Cost Coverage Ms. Brandt briefly discussed the replacement cost coverage language which is a clarifying addendum in terms of the way replacement cost is managed. The goal is to firm up the language on the exclusion regarding what Enduris would be responsible for and encourage the members to get repairs done sooner than later within 180 days.

CARTERE/WATTS moved to approve the Policy Year 2023 Memorandum of Coverage as presented by the Executive Director, to include all the addendum enclosures, and Addendum BB with the authorization of further refinement of the statements noted. Motion carried.

Please let the record show that Mr. Adams accepted PY2023 Memorandum of Coverage to include all the addendum enclosures except for Addendum AA - Exclusion of Pollutants - PFAS.

Mr. Schanz entered lunch at 12:36 p.m. Mr. Schanz reconvened the meeting at 1:04 p.m.

Approval of Enduris Rating and Underwriting Policy for Policy Year 2023

Board Policy GC-3.10 states that the Board will evaluate and approve member rates annually based on claims history, actuarial reports, and staff recommendations.

Ms. Brandt provided the Board with a draft of the Rating and Underwriting Policy for PY 2023. The base rates are actuarially determined, and individual member adjustments based on member loss experience and contribution needed to meet the **Goal**. (OE-6.5.c).

For PY 2023, the Administration proposes the following Enduris base rate increases by coverage in alignment with the PY 2023 Budget proposal approved by the Board on May 5, 2022:

- Property (including minimum accounts): 10-15% increase
- Liability (including minimum accounts): 5-10% increase
- Auto Physical Damage: 5-10% increase
- Crime (blanket bond): 5-10% increase
- Named Position: 5-10% increase

Ms. Brandt briefed the board that Enduris utilized the services of an actuary to conduct a Rating and Experience Modification Evaluation of the Pool’s Property and Liability Programs in 2019. The

recommendations contained in that study as well as Aon's subsequent detail analysis are utilized in the development of the Pool's base rates for PY 2023. Members may receive adjustments to their base rate depending on their loss experience or other risk factors in an effort to assure that rates are equitable and reflect the specific risks associated with individual members. Because applying the actuarial recommended base rates and loss/risk adjustments in a single policy year could create significant changes in a member's contribution, Enduris limits the yearly impact by applying a 'rate collar'. This allows for rate stabilization while actuary recommendations, experience factors and risk adjustments are applied systematically.

In addition to rate changes the Pool is required by our property reinsurer to apply Marshall-Swift inflationary increase of 7.5% for structures and 5.0% for contents, mobile equipment, and replacement cost vehicles on Member assets for the policy year.

YOUNG/ADAMS moved to approve the Enduris Rating and Underwriting Policy for Policy Year 2023 as presented. Motion carried.

Approval of Legal Counsel Contract for Policy Year 2023

Board Policy GC-3.13 states that the Board will contract independently with legal counsel to support the Board in its work.

Ms. Brandt reported Enduris Board contracts annually with legal counsel. Last year after a significant selection process, the Board signed a contract with Heather Yakely, Law Firm of Kutak Rock, PLLC for legal counsel services. Mr. Schanz discussed the renewal of the contract with the Board of Directors and decided the legal counsel contract will remain in effect for PY 2023 (September 1, 2022, to August 31, 2023).

CARTER/YOUNG moved to approve the Legal Counsel Contract with Heather Yakely, Law Firm of Kutak Rock, PLLC for PY 2023

Strategic Plan Update

Board Policy GC-2.2 states that the Board is responsible for its own performance and commits itself to continuous improvement. The Board will assure that its directors are provided with training and professional support necessary to govern effectively, including ethics training.

Mr. Balka explained that on 5/5/2022, Ms. Brandt presented to the Board a draft of five Goals produced with input from the Board's Generative Thinking Workshop facilitated by Sedgwick. The Board authorized Ms. Brandt, to continue working with Sedgwick to further develop the Goals into a Strategic Plan.

The Administration presented the draft Strategic Plan for Board approval. The Strategic Plan includes the Goals, Critical Success Factors, and Barriers informed by the results of the Generative Thinking Workshop. Mr. Balka and the Administration has developed Strategies to meet these Goals with specific deliverables and timelines over the next three to five years.

There was discussion around each of the 5 goals, their critical success factors, and their barriers. The Administration recommends that the Strategic Plan be incorporated as an indicator to the Board Policy G1 and progress towards the Strategic Plan reviewed annually as part of the G1 Monitoring Report. It was noted that the term 'goal' used in the strategic plan could cause confusion with the 'Goal' in board policies. It was recommended that the term be changed to something not already used elsewhere to keep the concepts separate.

Mr. Balka presented the Enduris Strategic Plan Dashboard to help the administration track the progress of the overall strategic plan and the goals. It was discussed how often do we want to see the tracking of the Strategic Plan Dashboard to keep the board updated. Mr. Schanz recommended that we tie to each board meeting and give a quick status update.

WATTS/YOUNG moved to approve the Enduris Strategic Plan with slight refinements as presented. Motion carried.

Approval of Board Governing Policies for PY 2023

Board Policy GC 2.8 states that the Board, by majority vote, may revise or amend its policies at any time.

Mr. Balka stated that the development of the Strategic Plan provides a new tool for the Board to assess the organizational performance of the Pool. The Administration recommends adding the Strategic Plan as part of the Goal 1 Indicators to be annually reviewed as part of the G1 Monitoring Report. Mr. Balka explained because the Strategic Plan will be a component of the Goal, policies which refer to the Goal or progress made towards the Goal are intended to reference the Strategic Plan by association.

In responding to feedback from the Board that the evaluation process of the Executive Director was cumbersome, changes have been recommended to associated policies as well as the Executive Director Evaluation form in appendix C. References to Executive Director's Individual Goals have been removed with the intent that Board use the Strategic Plan to set direction for the organization and assess its performance.

Current policies direct the Operational Expectations Monitoring Report to include support documentation for all OEs and their sub parts for the board's review. Members of the board have expressed the amount of documentation to review is arduous or redundant to information already presented during the policy year. The Administration recommends changes to the policy allowing for a Summary Report, attesting to compliance with the OEs and providing documentation when out of compliance. The change is intended to facilitate efficient review of OE compliance. The Board is not obligated to use the Summary Report and may request additional documentation or reporting at any time.

The Administration reviewed the Board Policies for PY 2023 and recommends the board approval on the revisions.

CARTER/WATTS moved to approve the proposed changes to the Board Governing Policies for PY 2023 as recommended by the Executive Director. Motion carried.

Approval of PY 2023 Meeting Calendar

Board Policy GC-6 states that the Board will follow an annual work plan that includes continued monitoring and review of all policies and activities to improve Board performance.

August is the month to set Board meeting dates for the next year. All meetings for 2023 will be held at the Enduris office in Spokane.

CARTER/YOUNG moved to approve meeting dates for Thursday, February 16, 2023; Tuesday, May 16, 2023; Thursday, August 17, 2023; and Thursday, November 16 for 2023. Motion carried.

Approval of Work Plan for Policy Year 2023

Board Policy GC-6 states that the Board will follow an annual work plan that includes continued monitoring and review of all policies and activities to improve Board performance.

Ms. Brandt provided the PY 2023 Work Plan for the Board's approval.

Ms. Carter recommend a Special Meeting that will be held as an execution session for the Executive Director Evaluation. All board members were unanimously in agreement.

CARTER/WILLIQUETTE moved to approve the Annual Board Work Plan for Policy Year 2023 with the amendment to remove the Executive Director Evaluation for a special meeting that is TBD. Motion carried.

Election of Directors for Policy Year 2023

Board Policy GC-3.15 states that the Board will ratify the annual Board election results.

On behalf of the Board Development Committee, Mr. Adams was given the online ballot results which were tallied. Mr. Adams read the results for the PY 2023 Board of Directors' elections and asked the full for to ratify the results.

Results:

- **Position #1 – Noel Hardin: 66 votes**
- **Position #3 – Sara Young: 68 votes**
- **Position #4 – Donna Watts 69 votes**

CARTER/ADAMS moved to ratify the results of the Enduris election of directors for Policy Year 2023 for 66 votes Noel Hardin (Position #1): 68 votes for Sara Young, (Position #3): and 69 votes for Donna Watts, (Position #4): Motion carried.

Election of Board Officers for Policy Years 2023

Board Policy GC-4 states that the officers of the Board are those listed in the Board Governing Policies. Their duties are those assigned by this policy, and others required by law.

In accordance with Article IV, Section 1 of the Enduris By-Laws, the Board of Directors shall select from among themselves a Chair, Vice-Chair, Secretary/Treasurer to serve for a term of two years beginning the next fiscal year.

Officers were last elected in August 2021 for PY 2022 and PY 2023. Current officers are Matt Schanz, Chair; BiJay Adams, Vice Chair; and Vicki Carter, as Secretary/Treasurer. Their term expires August 31, 2023.

Mr. Schanz to recite for the record:

Let the record show that Enduris board officers for Policy Year 2023 are Matt Schanz, Chair; BiJay Adams, Vice Chair; and Vicki Carter, as Secretary/Treasurer.

Board Development Committee Appointments for Policy Year 2023

Board Policy GC-4.6 states that the Chair will appoint members of all Board committees with the ratification of the full Board. **Board Policy GC-5.5** states that three members of the Board

Development Committee are appointed by the Chair, none of whom are up for election the next policy year.

Mr. Schanz recommended and appointments for the Board Development Committee for PY 2023. Current members of the Board Development Committee (BDC) are BiJay Adams, BDC Chair, Vicki Carter, BDC Vice Chair, and Board Chair, Matt Schanz to fill in as Chair when a conflict exists.

Eligible Directors for PY 2023 are BiJay Adams, Vicki Carter, Donna Watts, Noel Hardin, and Sara Young. Matt Schanz and Position #6 are not eligible because they are up for election in PY 2023.

CARTER/ WILLIQUETTE moved to ratify the appointments of BiJay Adams as Chair, Donna Watts, as Vice Chair and Sara Young to the Board Development Committee for Policy Year 2023 as recommended by the Board Chair. Motion carried unanimously.

BOARD SELF-ASSESSMENT

Board Policy GC-2.3 states that the Board will carry out a summative self-assessment with full, honest and timely participation by all directors. The assessment will include evaluation of the Board as a whole, based on Governance Culture (GC) and Board-Executive Director Relations (B/EDR) policies. Board assessment of progress on Results and the Executive Director's summative evaluation will drive targets for the following year.

Mr. Schanz opened it for discussion to the Directors to talk about the Board's Self-Assessment survey that was sent to Board members via Survey Monkey prior to the meeting. Mr. Schanz stated that survey results were reviewed, evaluated and most results were favorable.

DEBRIEF BY BOARD

Board Policy GC-2.4 states that as a means to assure continuous improvement, the Board regularly and systematically will monitor all policies, and will assess the quality of each meeting by debriefing the meeting following its conclusion.

The Board provided comments and an assessment of the meeting. Mr. Schanz appreciated to be back in person; he is looking forward to the Capital Adequacy Funding Study and is very pleased that the Enduris team has put in the work to get that done. Mr. Adams also commended the staff on the good work; Ms. Young stated this is her first full board meeting she has attended in person and stated that she is blown away with the staff and how much they prepare the board prior to engage; and she was impressed by how much risk management there is. Mr. Williquette acknowledged the Enduris team along with an impeccable job in preparation for the board; he also stated it's going to be a steep hill to climb in learning, but he is looking forward to getting some trainings in and attending the upcoming AGRiP Governance Conference; he also was happy to meet everyone in person. Ms. Watts reflected it was a jammed packed meeting; As always, the Enduris staff has done a great job in getting the board prepared for the meeting; she is also excited for the strategic plan, and how the Capital Adequacy Funding Study can tie into the overall goals; Ms. Watts reiterated that the Enduris team has done some amazing work this last quarter. Ms. Carter echoed all the comments and appreciated the candid conversations that are happening now, the meetings are going longer because there are good discussions due to everyone feeling comfortable in doing so and it is largely due to the Enduris staff; the value they place to keep the board informed with such professionalism is impeccable. Ms. Carter stated that over the years she's been on the board, this is one of the best meetings and thanked the staff and fellow board members; she is extremely proud to serve with such a great group of professionals.

ADJOURNMENT

Mr. Schanz adjourned the Board meeting at **2:49**.

CARTER/ADAMS moved to adjourn the meeting. Motion carried.

A handwritten signature in cursive script that reads "Matt Schanz". The signature is written in black ink and is positioned above a horizontal line.

Matt Schanz, Chair

The Enduris Board meeting minutes are intended to be a reasonable summary of the Board's deliberations and action. The minutes are not a verbatim record of everything said at the meeting. The minutes include all actions taken by the Board.