



Enduris Board of Directors Meeting Minutes

Thursday, August 17, 2023

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

ROLL CALL:

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

VIA ZOOM: Noel Hardin, Board Member; Kelly Williquette, Board Member; Sara Young, Board Member.

ABSENT: BiJay Adams, Vice Chair

Others Present: Heather Yakely, Enduris General Counsel; Corrin Hamburg, Commissioner District No. 3 Skagit PUD; Alric Balka, Director of Operations; Kimberly Millikan, Enduris Director of Finance; Joe Davis, Enduris Director of Risk Management and Member Relations; Holly Nelson, Enduris Director of Claims, Ryan Wilson, Technology/Business Systems Coordinator; 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

CARTER/WATTS moved to adopt the agenda as presented. 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

- May 2023
- June 2023
- July 2023

**CARTER/WATTS 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.

Pooling and Membership Updates

Ms. Brandt advised the Board that the PY2024 Member Renewal is complete, and all invoices have been sent out; Enduris' new PY2024 started September 1, 2023. Renewing five hundred-plus members at the same time is a lot of work; however, due to the efficient work from the team and the streamlined processes that were in place, the renewal went exceptionally well. Ms. Brandt praised the staff for all their hard work.

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

Ms. Brandt, Mr. Balka, and Ms. Nelson attended the in-person GEM Summit, Board, and Annual meeting held July 26-27, 2023. Ms. Brandt noted that this year focused on **"Generative Collaboration Member Engagement."** The main speaker's presentation was on the 'Covenant Member Experience' exceeding members' expectations, the hundreds of small touches that impact member engagement, and member value needs. There were discussions on current trends, tracking member engagements, members' latest accomplishments, and challenges. Mr. Balka mentioned the Roundtable he attended; the subject was 'Property Reinsurance,' so many discussions on coverages, which Mr. Balka and Ms. Brandt brought back various takeaways.

Ms. Brandt noted the importance of GEM in being a good partner of Enduris. Mr. Halsall talked about creative solutions. GEM is healthy and is doing very well financially. Mr. Halsall is very selective and careful when adding new members; they want to ensure they have good management, governance, claims history, and a good partner overall. It was GEM's 20th anniversary in operation, and Enduris is one of the founding members.

Mr. Halsall will be at the November Meeting and will present to the board.

AGRiP CEO Institute 2023 Update

Ms. Brandt attended the AGRiP CEO Institute at Chesapeake Bay, MD, on August 6-9, 2023. This is where CEOs of Risk Pools across the nation get together. Ms. Brandt noted this is one of her favorite events of the year as it is a group of her peers across the country. AGRIP does an excellent job putting together educational elements that are second to none and unique to Risk Pooling. The Focus this year was **"Measures that Matter Residency and Resources."** In Pooling, it is essential to talk about the work we are doing in a way that is meaningful to our members and defines what sets us apart. **Measures That Matters** is designed to help pools measure and articulate the value of pooling. The importance of understanding, measuring, and sharing your collection value.

Office Restoration Update

Ms. Brandt updated the board on the office restoration work and indicated the office repairs are completed, and the office is fully operational. Meridian Construction was the company that did the office restoration work. Meridian was the company that initially built the building, so they were familiar with the project plans and did a fantastic job. Ms. Brandt noted that we purchased some new office furniture since the old furniture was over 20 years old. The staff has transitioned back to the hybrid model.

Strategic Plan Dashboard Update

Ms. Brandt reported the progress timing of the Strategic Plan Dashboard and provided a high-level overview of the leading Strategic Objectives/Action Items/Timelines/Status and Reporting Dates. The board noted that the new Dashboard format is working great, and the board is pleased with the

work. Ms. Brandt pointed out that most of the Capital Adequacy Study work has been completed. We are on track to move towards the targets this year. Ms. Brandt directed the board to review the dashboard, and if they have any questions, please do not hesitate to reach out.

Quarterly Summary

Ms. Brandt presented the quarterly summary and reviewed critical highlights that we will be focused on or have been completed, which included:

- Strategic Plan; Member Renewal /Reinsurance Renewals; Claims Audit
- PY2024 Member Renewal Member Contributions billed by July 31st; exposures up; Reinsurance renewals were challenging and slightly above budget; Property SIR increased to \$500k.
- Strong Financial Results - Net Position up by \$3.7M to \$31.4M; Cash and Investments of \$47.4M; Unpaid Claims Reserves of \$18.7M
- Risk Management - In-person visits, member training/conferences; Focus on property valuation; Cyber.
- Claims - New claims reported in line with historical averages; Large PY21/PY22/PY23 open liability & property claims; Impact on reinsurance renewals for PY24 was unprecedented.
- Upcoming Activities - Fiscal year-end August 31, 2023; Actuarial updates for claim reserves; Underwriting/evaluating new member inquiries.

Ms. Brandt opened it up to questions. The board was appreciative of the presentation.

*Mr. Schanz entered the break at **9:31 a.m.** Mr. Schanz reconvened the meeting at **9:42 a.m.***

EXECUTIVE SESSION

*The Board entered an Executive Session at **9:44 a.m.** for **49** minutes to review the status of open claims. The meeting reconvened in Open Session at **10:33 a.m.** The board required more discussion in the executive session, so we continued for another 10 minutes. The Board entered back into Executive Session at **10:34 a.m.** The meeting reconvened in Open Session at **10:46 a.m.***

DISCUSSION/ACTION ITEMS

Claim Payment Approval #1

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.

The claimant has alleged that chemical overspray made the hemp crop unusable on July 1, 2019. A reinsurance payment has been issued in the amount of \$600,000.

CARTER/WATTS moved to ratify the indemnity payment of up to \$600,000 for Claim 121-009. Motion carried.

Claim Payment Approval #2

An intersection collision resulted in a fatality on August 16, 2021. The claim was settled, and an indemnity payment was made in the amount of \$3,000,000.

CARTER/WATTS moved to ratify the indemnity payment of up to \$3,000,000 for Claim No. 121-301-2. Motion carried.

Property and Liability 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.

Mr. Mark Nestor (**ICRMS**) Independent Consulting & Risk Management Services, LLC., conducted an annual independent claims audit for the Pool from June 28th to July 21st, 2023. The claims audit was conducted both in-person and virtually.

Ms. Brandt and Ms. Nelson reported that the overall results of the audit were excellent. The report includes “findings,” meaning what the auditors found in their discussions with adjusters and their review of claim files. Some “Recommendations and Considerations” indicate activities the claims department may want to consider changing or improving. There were no significant or concerning Recommendations or Considerations, but helpful ideas to enhance claim handling.

The Audit Summary States: *A “client service philosophy” is evident and seen during operations of the claims department. The Enduris management and claim staff have helped to instill a good unit culture, which appears to result in a favorable member relations focus within the department.*

It was noted that the report is included as Evidence of Compliance for **Board Policy OE-8.3;** however, for the record (in the minutes in the form of a motion), each year, the Board formally recognizes they have received this report.

CARTER/WATTS moved to formally recognize the receipt of the 2023 Claims Audit conducted from June 28th – July 21st, 2023, by (ICRMS) Independent Consulting & Risk Management Services, LLC. 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 permit any fiscal situation 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, 2023, May 31, 2023, and June 30, 2023. Also provided was the performance investment report as of June 30, 2023, from the Spokane County Investment Pool. Ms. Brandt and Ms. Millikan presented the July 31, 2023, financial report.

WATTS/CARTER moved to approve the April 30, 2023, May 31, 2023, June 30, 2023, and July 31, 2023 financial reports as presented. Motion carried.

CARTER/WATTS moved to accept the activity report from the June 30, 2023 (SCIP) Spokane County Investment Pool fund as presented. Motion carried.

State Audit Reports

GC-3.6 states that the Board will review and accept the annual report of the State Auditor and any reviews conducted by the Washington Office of Risk Management Government Self-Insurance Program.

Ms. Brandt informed the board that the Washington State Auditor’s Office conducted the Enduris audit in January 2023. The exit interview for the audit occurred on May 15, 2023. Staff and Board Chair Matt Schanz attended the exit interview. The Office of the Washington State Auditor (SAO) worked to have draft reports for both the financial (FNCL) and accountability (GENL) audits available by the May 16, 2023, Board meeting. However, since that did not give the Board sufficient time to review, all reports were emailed to the board of directors on May 23, 2023. As stated, the words are now through final review and will be formally presented for approval.

The auditors have not brought any issues that would result in any changes to our attention. The audit results are very favorable for Enduris.

Enclosures for the approval:

- Enduris Representation Letter GAAP
- Summary of the Financial Statements Audit Report for audit period 09/01/21 through 08/31/2022
- Summary of the Accountability Audit Report for audit period 09/01/21 through 08/31/22

CARTER/WATTS moved to accept the Financial Statements Audit Report (FNCL) and Accountability Audit Report (GENL) as recommended by the Executive Director. Motion carried.

Property Coverage Renewal for PY 2024

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

Ms. Brandt communicated that at the May Board meeting, the Board authorized her to renew the property coverage with APIP effective July 1, 2023, and report if renewal proposals were outside expectations before binding. There were no outside expectations, and coverage was bound.

Ms. Brandt reported that Alliant Insurance Services had provided property coverage to Enduris since 2000. For PY 2024, the Alliant Property Insurance Program (APIP) offered renewal for \$10,214,284, an approximately 39.75% premium increase from the previous year's premium of \$7,309,063. The Pool property limit is \$1,000,000,000 (\$1B) and includes pollution and cyber coverage renewals. This premium increase is due to a 6.6% increase in Total Insured Value (TIV), a 31% rate increase, and a 7.4% decrease for the rise in the Pool's SIR from \$250,000 to \$500,000. The 39.75% increase is calculated by multiplying the TIV increase by the net rate increase. The Self-Insured Retention has increased to \$500,000.

The Administration recommends the Board approve the property coverage renewal with APIP using the Self-Insured Retention of \$500,000 per occurrence.

CARTER/WATTS moved to approve the property coverage renewal for Policy Year 2024 with APIP using the existing \$500,000 Self-Insured Retention for both HPR and Non-HPR property classifications. Motion carried.

Liability Coverage Renewal for PY 2024

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.

Ms. Brandt stated at the May Board meeting that the Board authorized Ms. Brandt to renew liability coverage effective September 1, 2023, 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 more than the 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 2024 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 pending quotes and proposed as follows (per expiring coverage):

- First Dollar to \$1,000,000: Enduris Self-insured Retention
- \$1,000,000 to \$10,000,000: GEM
- \$5,000,000 excess of \$10,000,000: Great American
- \$5,000,000 excess of \$15,000,000: Everest Re., *pending quote

Ms. Brandt informed the board that GEM had provided a quote for \$9M x of the Enduris \$1 M SIR for \$1,039,586. This is a 24.49% rate increase from last year. Great American quoted \$5M x \$10M for \$236,312, a 9% rate increase from last year. Ms. Brandt told the board that we are waiting for two proposals of \$5M x \$15M to reach our \$20M limit. Enduris has not received a final reinsurance proposal to date.

In addition, Liability renewal continues to be challenging due to the hardening of the insurance marketplace, economic conditions, and rising litigation costs, including social inflation. We settled an auto liability claim for \$3M, which did have an impact on GEM's layer.

CARTER/WATTS moved to approve the Executive Director renewing the liability coverage for Policy Year 2024. Motion Carried.

Approval of Enduris Memorandum of Coverage for Policy Year 2024

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

Mr. Brandt reported no substantive changes to the MOC for Policy Year 2024.

CARTER/WATTS moved to approve the Policy Year 2024 Memorandum of Coverage as presented by the Executive Director. Motion carried.

Approval of Enduris Rating and Underwriting Policy for Policy Year 2024

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 2024. The Board of Directors aims to calculate rates based on consideration of actuarially determined rates and individual member adjustments based on revenue needed to meet the **Goal**, loss control, and contribution to the building of adequate reserves (OE-6.5.c).

For PY 2024, Ms. Brandt proposes the following Enduris base rate increases by coverage in alignment with the PY 2024 Budget proposal approved by the Board on May 16, 2023:

- Property (including minimum accounts): 5-10% increase.
- Liability (including minimum accounts): 2-5% increase.
- Auto Physical Damage: 5-10% increase.
- Crime (blanket bond): 2-5% increase.
- Named Position: 2-5% 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 in that study and Aon's subsequent detailed analysis are utilized in developing 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 to ensure 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.' The rate collar sets a

maximum percentage of the risk-adjusted rate that can increase or decrease in any one policy year. The rate collar is typically 5-10% above the base rate increase outlined above. While the collar limits the yearly impact of rate changes, it does not limit the impact of changes in member's exposure (L&H hours, emergency runs, Total Insured Value). 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 increases of 7.5% for all property and replacement cost vehicles on Member asset schedules for the policy year 2024.

WATTS/CARTER moved to approve the Enduris Rating and Underwriting Policy for PY 2024 as presented. Motion carried.

Approval of Legal Counsel Contract for Policy Year 2024

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 that the Enduris Board contracts annually with legal counsel. Mr. Matt Schanz, Board Chair, discussed the contract renewal with the Board of Directors and decided the legal counsel contract for PY 2024 would be formally approved, and the contract would run from September 1, 2023, to August 31, 2024. No changes are recommended other than the executed contract dates.

CARTER/WATTS moved to approve the Legal Counsel Contract for PY 2024, September 1, 2023, to August 31, 2024, with Heather Yakely, Law Firm of Evans Craven & Lackie P.S.

Approval of Board Governing Policies for PY 2024

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

Mr. Balka provided a detailed outline of the revisions of the Board Governing Policies for Policy Year 2024. These changes were driven by the results of the Capital Adequacy Assessment by the actuary and the Capital Target Range defined by the board. Mr. Balka also noted that the Board first reviewed these changes at the May 16, 2023, meeting.

In addition to the revisions, Mr. Balka provided a summary and a side-by-side comparison of the policy language changes, which was included for reference. Mr. Balka reviewed the Board Policies for PY 2024 and recommended the board's approval of the revisions.

WATTS/CARTER S moved to approve the proposed changes to the Board Governing Policies for PY 2024 as recommended by the Executive Director. Motion carried.

Approval of Work Plan for Policy Year 2024

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 a summary of the PY2024 Work Plan for the Board's approval.

CARTER/WATTS moved to approve the Annual Board Work Plan for Policy Year 2024 with the amendment holding space to add a workshop the day before the February Board Meeting. 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.

Ms. Brandt noted that August is the month to set Board Meeting dates for the next policy year, 2024. The board discussed meeting dates; the PY2024 board meeting dates were chosen. All meetings for 2024 will be held at the Enduris office in Spokane. Mr. Schanz recited the dates for the record.

CARTER/WATTS moved to approve meeting dates for PY2024 – Thursday, February 15, for a workshop, Friday, February 16, 2024, for the board meeting; and the remaining dates were approved as follows: Wednesday, May 8, 2024; Thursday, August 15, 2024; and Thursday, November 21 for 2024. Motion carried.

Election of Directors for Policy Year 2024

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

On behalf of the Board Development Committee, Ms. Watts was given the tallied online ballot results. Ms. Watts read the results of the PY 2024 Board of Directors elections and asked the entire board to ratify the results.

Results:

- **Position #6 – Kelly Williquette: 42votes**
- **Position #7 – Matt Schanz: 42votes**

WATTS/CARTER moved to ratify the Enduris Election of Directors results for Policy Year 2024 for 42 votes for Kelly Williquette (Position #6) and 42 for Matt Schanz (Position #7). Motion carried.

Election of Board Officers for Policy Years 2024

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.

By 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, which would be PY2024 and 2025.

Current officers are:

- Chair ~ Matt Schanz
- Vice Chair ~ BiJay Adams
- Secretary/Treasurer ~ Vicki Carter

Mr. Schanz recited the new Board Officers that were selected for the record:

Let the record show that Enduris board officers for Policy Year 2024 and 2025 are Matt Schanz, Chair; BiJay Adams, Vice Chair; and Donna Watts, as Secretary/Treasurer.

CATER/WAILLIQUETTE will approve the slate of board officers consisting of Matt Schanz for Chair, BiJay Adams, Vice-Chair, and Donna Watts for Secretary/Treasurer for a two-year term for Policy Years 2024 and 2025. Motion carried.

Board Development Committee Appointments for Policy Year 2024

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

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

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.

Mr. Schanz recommended appointments for the Board Development Committee for PY 2024.

Mr. Schanz recited the new Board Development Committee Members that were selected for the record:

Let the record show that Enduris Board Development Committee Members for Policy Year 2024 are Sara Young, Chair; Kelly Williquette, Vice Chair; and Donna Watts.

CARTER/HARDIN moved to ratify the appointments of Sara Young as Chair, Kelly Williquette as Vice Chair, and Donna Watts as the Board Development Committee for Policy Year 2024 as recommended by the Board Chair. Motion carried.

Mr. Schanz entered lunch at 11:59p.m. Mr. Schanz reconvened the meeting at 12:24 p.m.

BOARD SELF-ASSESSMENT

Board Policy GC-2.3 states that the Board will conduct a summative self-assessment with complete, honest, and timely participation by all directors. The assessment will include an 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. Balka outlined in the Annual Work Plan the Board Self-Assessment was scheduled for August; Mr. Balka noted that a survey was sent to Board members (via Survey Monkey) before the Board meeting. The results of the survey were reviewed and evaluated.

Mr. Schanz opened the Self-Assessment survey results for discussion with the board and staff. The Directors had a conversation, reviewed, and evaluated the results in detail, indicating the results were positive. Mr. Schanz stated that the survey results he reviewed and assessed 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. Ms. Carter started off by saying things continue to improve in terms of the presentations, the interactions between board and staff, the comfort level in the conversations seem to be more open, candid, and honest, and she appreciates everyone. Ms. Watts agreed with Ms. Carter and stated this was a substantial meeting with many materials; the Enduris staff does a remarkable job presenting to the board. Ms. Watts observed that when the board requests an action item, it is always delivered on time and concisely; rates have increased. However, Ms. Watts appreciates the staff budgets for the rates, and it says a lot about the team at Enduris, and we are moving in a great direction. Mr. Hardin echoed his fellow board members: Enduris is heading in the right direction; he stated that Ms. Brandt and her staff do an impeccable job. Mr. Hardin thanked the Enduris staff for accommodating his attendance remotely. Ms. Young is so impressed with every one of the meetings she has been to, how incredibly well prepared the staff is, and how operational efficiencies are so well done. Ms. Young thanked Ms. Watts for stepping into the Secretary/Treasurer Role. Mr. Williquette echoed his fellow board members. The amount of preparation for these meetings and the quality of work the Enduris staff, prepares and presents is incredible. Mr. Schanz also echoed his fellow board members regarding

the work that goes into the board packets, the functionality, and the logistical coordination that goes along with it; he is incredibly impressed with the staff that puts all this together. Mr. Schanz said he genuinely enjoys being the board chair and looks forward to another two successful years. Ms. Brandt thanked the board for their kindness and for being such a supportive board. Ms. Brandt noted that her entire staff is a talented team, and she could not do it without such a committed team.

ADJOURNMENT

Mr. Schanz adjourned the Board meeting at **12:52 p.m.**

CARTER/WATTS 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 actions. The minutes are not a verbatim record of everything said at the meeting. The minutes include all actions taken by the Board.