

**BOARD OF DIRECTORS
Meeting Minutes**

*Wednesday, March 21, 2018
Westbrook Corporate Center Conference Room
9:30 a.m.*

I. CALL TO ORDER

Chair Frances called the meeting to order at 9:30 a.m. Ely called the roll and a quorum was declared.

II. CONSENT AGENDA

A motion was made by Gargano and seconded by Helm to approve the consent agenda items. The motion carried.

III. EXECUTIVE DIRECTOR/STAFF REPORT

Ely introduced Cecilia Sierra the newest claims adjuster to the Board.

Presentation of IRMA's New Video Streaming

Swahlstedt gave a presentation to the board on IRMA's New Video Streaming and how to utilize this from the IRMA website.

Presentation of IMAP Awards

LeTourneau presented plaques to recognize those members who achieved IRMA Level II Accreditation, IMAP Accreditation and IMAP Re-Accreditation during 2017.

IV. CHAIR'S REPORT**A. Changes in IRMA Delegates/Alternates**

Frances welcomed the following new Delegates/Alternates:

Robert Hoff, Delegate – Carol Stream FPD
Peter Nickell, Delegate – Clarendon Hills
Sharon Peterson, Delegate – Countryside
Gail Paul, Alternate – Countryside
Patrice Sutton, Delegate – Libertyville
Kelly Amidei, Alternate – Libertyville
Jack Knight, Delegate – Lisle
Eric Ertmoed, Alternate – Lisle
David Erb, Delegate – Mount Prospect
Michael Cassady, Alternate – Mount Prospect

B. NOMINATION OF CHAIR-ELECT – MIKE BRAIMAN, WILMETTE

Frances commented that Dave Clark is no longer with the Village of Glencoe and since he was slated as Chair for 2018-2019, the bylaws require that the Chair-Elect, immediately becomes the Chair and so there is a vacancy for Chair-Elect. Frances thanked Gargano for hosting a nominating committee meeting and proposed Mike Braiman to be the new Chair-Elect. Braiman has served both large and small members. Frances asked for a motion to approve Braiman as the new Chair-Elect. A motion was made by Wachtel and seconded by Wajda to approve the nomination of Chair-Elect. The motion carried.

V. ACTION ITEMS

A. Approval of Board of Directors Meeting Minutes of December 13, 2017

A motion was made by Robbins and seconded by Halik to approve the Board of Directors meeting minutes of December 13, 2017. The motion carried.

B. Statement of Responsibility for Coverage, Claims & Litigation Committee-Modification

Cedillo commented the modifications to the Statement of Responsibility for the committee is found on page 65 of your packet. The committee approved these changes of Item 1 and 9 that are on page 66 of your packet. A motion was made by Wachtel and seconded by Gargano to approve the proposed changes to the Committee's Statement of Responsibility. The motion carried.

C. 2017 Member Participation Report

Wachtel reported on page 67 is the annual member participation report for 2017. Based on the 2017 membership participation, percentages grew from 67.1% in 2016 to 69.8% in 2017. Category 1 participation increased from 27 members to 31; Category 2 was reduced from 34 members to 31 and Category 3 members stayed the same at 8. Wachtel noted that unlike a traditional insurance company, IRMA is unique and that every member has a voice in this organization and member participation is valued and encouraged. A motion was made by Wachtel and seconded by Halik to accept the report. The motion carried.

D. Statement of Responsibility for Membership Relations Committee-Modification

Wachtel reported that the Membership Relations Committee Statement of Responsibility had some housekeeping revisions which are found on page 72 of the packet and are outlined in Items 6-8. A motion was made by Wachtel and seconded by Gargano to accept the changes to the Statement of Responsibility. The motion carried.

E. Grant Program Guidelines

Wachtel reported that the Grant Program Guidelines were considered by the TEC, MRC and AFC Committees. The discussion on this evolved from a review of the annual participation report. Wachtel indicated that we have discussed the

correlation to member participation and performance and while statistically there is not a direct correlation, there was some discussion amongst the committees and eventually by the Executive Board to provide recognition for participation in the organization. The Executive Board decided that participation in IRMA should be required in order to be eligible for IRMA grants. The revisions to the grant guidelines provide for this new requirement and also allow any member that has been denied a grant based on participation will have the ability to appeal that decision to the Training & Education Committee. The grant guidelines also provide that any member that has provided IRMA with notice of withdrawal is not eligible for any grants. After much discussion regarding participation and how an entity can become active on a committee, a motion was made by Helm and seconded by Gargano to approve the Grant Program Guidelines. The motion carried.

F. Proposed Grant Revisions

Robbins reported that currently there are 3 grant programs that have no financial maximums. We are proposing a financial maximum on each with the Accreditation/Re-Accreditation Program at \$3,500; the Injury Prevention Program at \$1,700; and the Leixpol Policy Manual Development Program at \$4,000. These maximums would be evaluated every 2 years. A motion was made by Robbins and seconded by Wachtel to approve the proposed grant revisions. The motion carried.

G. Budget Policy-Modification

Helm reported that this is a change to the budget policy due to Arlington Heights joining mid-year, which increased the Contribution Revenue and the Loss Fund budget. A motion was made by Helm and seconded by Krumstok to change the budget policy. The motion carried.

H. Budget Amendment

Helm reported this would be the required budget amendment with Arlington Heights joining IRMA mid-year. A motion was made by Helm and seconded by Krumstok to amend the budget as stated. The motion carried.

I. Establish a Capitalization Policy

Helm reported this policy establishes the threshold of a capitalized asset at \$5,000 per staff recommendation, and to apply this policy to assets acquired in 2017. A motion was made by Helm and seconded by Gargano to approve the capitalization policy. The motion carried.

J. Amendment to the IRMA Flex 125 Plan

Helm reported this amendment links the IRMA Flex 125 Plan to IRS regulations on an annual basis without having to pass future amendments. A motion was made by Helm and seconded by Wajda to amend the IRMA Flex 125 Plan. The motion carried.

K. Request from Tinley Park

Ely reported that Tinley Park has notified IRMA that it is going to explore insurance options other than IRMA. Under the Bylaws, in order to protect their reserve, they need to give us 9 months advance notice of their intention to withdraw. Tinley Park has asked permission to rescind their notice until August 31st. Ely indicated that it is difficult to do this kind of analysis prior to March 31st in any given year. This agenda item allows them until August 31st to rescind their notice of withdrawal, which would go to the October BOD meeting for ratification. A motion was made by Gargano and seconded by Robbins to accept Tinley Park's request. The motion carried.

L. Recommendation from the Ad Hoc Committee: Exposure Base

Ely reported to the board on the discussions at the 2 Ad Hoc Committee: Exposure Base meetings. A motion was made by Braiman and seconded by Wachtel to concur with the Ad Hoc committee's recommendation to maintain the status quo. The motion carried.

VI. EXECUTIVE SESSION

A motion was made by Wachtel and seconded by Gargano to move into Executive Session to discuss matters of: pending litigation and personnel pursuant to 5 ILCS 120/2(c), (11) and (1) respectively. Roll was called and the motion carried.

VII. ADDITIONS TO AGENDA

VIII. CONFIRMATION OF NEXT MEETING

Tuesday, June 12, 2018 @ 9:30 a.m.
Westbrook Corporate Conference Center

IX. ADJOURNMENT

A motion was made by Weber and seconded by Wajda to adjourn the meeting. A voice vote was called and the motion carried.

Submitted by:

Approved by:

Margo Ely
Executive Director

Jessica Frances
IRMA Chair