



**Enduris
Special Board of Directors
Meeting Minutes**

June 28, 2024

This meeting is being held VIA Zoom – all meeting participants will be on via Zoom.

Call to Order: Mr. Matt Schanz called the meeting to order at 1:02 p.m.

ROLL CALL

Board Members Present: Matt Schanz, Chair; Donna Watts, Secretary/Treasurer; Noel Hardin, Board Member; Kelly Williquette, Board Member; Vicki Carter, Board Member; General Counsel Heather Yakely; and Sheryl Brandt, Executive Director.

Others Present: Alric Balka, Director of Operations; Holly Nelson, Enduris Director of Claims; Kimberly Millikan, Enduris Director of Finance; Joe Davis, Enduris Director of Risk Management and Member Relations; Shawna Masterton, Executive Assistant; and Ryan Wilson, Technology/Business Systems Coordinator

Membership Guests: Terri Rodgers, Director of Orcas Island Park and Recreation District, and Ingrid Mattson, Director of Orcas Island Library

Board Members Not Present: BiJay Adams, Vice-Chair; and Sara Young, Board Member.

Mr. Schanz started the meeting with introductions.

ADOPT AGENDA

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

EXECUTIVE SESSION

Mr. Schanz stated the board will now enter into Executive Session at 1:07 p.m. for 22 minutes to review the potential legal risks of proposed actions. Mr. Schanz, Board Chair called the regular/special meeting back to order in open Session at 1:29 p.m.

DISCUSSION/ACTION ITEMS

Termination of San Juan Library District

Board Policy OE 3 The Executive Director shall maintain an organizational culture that treats members, who are the owners and customers of the Pool, with high professional standards and respect, dignity, and courtesy.

Board Policy OE 3.3 (Executive Director Interpretation) The Executive Director will inform the Board when a member's risk exposure becomes a matter of concern for the Pool. The protocol for recommended termination from the Pool by the Administration will address, at a minimum, one of the five criteria identified by **Board Policy OE 3.3**

Board Policy OE 3.3 (The Executive Director may not:) Terminate a member except for non-payment. Recommendation to the Board for termination will be based on any one or more of the following:

- a) Undue exposure to the Pool.
- b) A loss history disproportionate to the member's contribution.
- c) Failure to comply or cooperate with risk management requests.
- d) Decision-making that is contrary to good government and/or professional behavior.
- e) Failure to conform to Enduris' underwriting guidelines.

Ms. Brandt, Executive Director, provided a summary of the policy interpretations under **Board Policy OE3.3** and gave examples of how San Juan Library District has met 5 out of 5 criteria for termination of membership. Ms. Brandt recommends terminating their membership with Enduris effective 8/31/24 at the end of the Policy Year.

Mr. Schanz, the Board Chair, asked the board members if there were any further discussions. The board agreed with the assessment of San Juan Island Library District met the required criteria for termination.

HARDIN/CARTER moved to terminate San Juan Library District membership with Enduris effective 8/31/24. **Motion carries.**

ADJOURNMENT

Mr. Schanz adjourned the Board meeting at 1:40 p.m.

HARDIN/WATTS moved to adjourn the meeting. Motion carried.


Matt Schanz, Chair

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