

**Minutes - APPROVED**  
**Nominations and Engagement Committee**  
**March 29, 2021 – 3:30 p.m.**  
**Remote Meeting by Zoom**

Present: Ed Fairbrother, Gary Mutchler, Terrance Baxter  
Absent: Nancy Webster, Laura Shawley  
Staff/Guests: Elin Dowd, Executive Director; Don Barber, Consultant; Michelle Cocco, Clerk of the Board; Judy Drake, Chair of the Board

**Call to Order**

Mr. Fairbrother, Chair, called the 3:34 p.m.

**Approval of Minutes of November 16, 2020**

It was MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously adopted by voice vote by members present, to approve the minutes of November 16, 2021 as submitted. MINUTES APPROVED.

**Changes to the Agenda**

Ms. Dowd added additional items under her report.

**Executive Director Report**

**Engagement Strategies to Keep Directors Engaged and Informed**

Ms. Dowd said this is the first time the Committee will meet and not have to work on a slate of candidates for an upcoming Board of Directors meeting; therefore, work will focus on the Committee's engagement efforts. One goal of this Committee is to come up with strategies for how Directors can be engaged and informed throughout the year so that they can participate. Secondly, there should be a discussion of Directors taking on more leadership roles and succession planning going forward. Ms. Dowd spoke of the August Board meeting and a suggestion that was made to include information typically presented at the educational retreat on the agenda for that meeting.

Ms. Dowd asked for feedback on how the Consortium has been communicating with Directors up to this point and for ideas on ways to keep Directors engaged. Mr. Baxter said he receives communications from the Consortium and is made aware of upcoming meetings.

Mr. Mutchler said one area he would like to know if there has been any progress on matters that Don Barber has been communicating with State representatives on. Ms. Dowd said a lot of research is being done to look at the Health Care Reform Act (HCRA) and taxes the Consortium is required to pay and whether an exemption can be granted for this and other areas where the Consortium is being double-taxed.

Mr. Barber said currently the State is garnishing parts of County sales tax money that goes to the State and intends to give those funds to hospitals that are financially stressed. This appears to have the same purpose as the HCRA Tax but only municipalities are paying this tax twice; the private sector only pays the HCRA Tax and not a second tax. He said they are currently working with NYSAC (New York State Association of Counties) and NYCOM (New York Conference of Mayors) to understand what is happening with that Legislation. Mr. Fairbrother commented that the 20% is being pulled from the internet sales tax. Once he

receives information from Mr. Barber, Mr. Fairbrother will reach out to the Association of Towns about this.

Ms. Dowd asked for input from the Committee on ways to best provide information and get Directors involved, noting the importance of keeping them informed while managing the volume of communications that are distributed. Mr. Fairbrother suggested sending an e-mail to Directors with a brief outline of information and request that they respond with a request for additional details.

Mr. Mutchler suggested notifying Directors who are in nearby counties about meetings in the area and to allow them to help with planning. Ms. Dowd noted the Department of Financial Services has not yet issued a new Certificate of Authority which would allow the Consortium to operate in the expanded geographic region outlined in the Municipal Cooperative Agreement. Potential new member presentations have been scheduled; until there is further direction from the State on open meetings they are being planned to be held via Zoom. Mr. Fairbrother suggested doing a combination of in-person and Zoom meetings when possible.

#### Garnering Board Representatives Interested in Leadership Roles

Mr. Barber spoke of his experience and said having in-person contact or speaking with someone on the telephone is a better way to engage people. He suggested identifying people to speak to with regard to assuming leadership roles and having conversations and assessing their interest. Additionally, he said although staff could do this outreach, he recommended engaging the Executive Committee and having municipal officials reach out to other Directors. He also suggested speaking with committee chairs to find out what other needs they have or voices they wish to have on their committee.

Mr. Fairbrother referenced information distributed prior to the meeting by Mr. Barber and said it will be vital to pull in people who will be active. When conversations are taking place it will be important to point out people who are active in their community and making sure we get people in who will help and who will also be diversified.

Ms. Dowd said there are two different kinds of Directors; some who are an elected official and some who are staff of municipality; this comes with various levels of understanding of their role that goes along with membership. There are also two different types of calls, one is to explain their role in ownership and the second is to identify those who are involved in their community and get them engaged and participating.

Ms. Drake noted a representative from a municipality doesn't always have to be a town supervisor or mayor; it can be another municipal official or a staff person. She noted the Board of Directors has alternate positions and opportunities on some committees for those individuals to serve.

#### Executive Committee and Officer Succession Planning

Mr. Barber shared a succession model that is used by NYMIR (New York Municipal Insurance Reciprocal) that relies on staff to do the day-to-day work and officers doing more strategic planning and visionary work. He said this alleviates the need to have as much continuity in leadership positions and suggested considering term limits for officer positions with a rotation plan in place for succession. Those who stepped down from leadership positions were able to stay on and continued to have voting rights

Mr. Fairbrother said the Town of Big Flats has instituted term limits of three terms (12 years) for its committees and will be starting to implement this with other boards. Ms. Drake noted the Consortium has established terms for committee membership but does not have term limits. Mr. Baxter said if the Consortium were to install term limits it should be confident that there are individuals who are willing to step up and fill those positions. Mr. Barber responded that part of this Committee's work is to think of strategies to engage more Directors and to build a list of Directors who are prepared to fill leadership positions.

Ms. Drake suggested surveying Directors and asking what committee they or anyone from the municipality is interested in serving on. Mr. Mutchler thinks it would be important to include information on how often each committee meets. Ms. Dowd said prior to the August Board meeting she would like to issue a brief survey of Directors that would ask what committees they are interested in serving on and what type of information they would like to receive from the Consortium. She asked if members felt the August meeting when preliminary budget information will be presented, would be a good time to include information on topics that in the past were presented at the annual educational retreat or whether consideration should be given to holding other meetings.

Mr. Fairbrother agreed with Mr. Barber's earlier comments about the value of face-to-face meetings but also supports holding short informational meetings throughout the year by Zoom which he noted will be critical as the Consortium grows. Topics suggested included a Medicare Advantage or benefits-related topics such as Cobra, a review of plans, and a brief review of the Consortium's new governance structure that includes decisions the Board is required to make under Article 47.

Ms. Dowd summarized the suggestions offered. In preparation of the next meeting staff will work on putting information together to look at term limits, topics for information on meeting topics and ways to keep information flowing, and ideas to reach out to Directors.

Mr. Baxter said when new municipalities are recruited, they need to be advised on how their participation will be required. Ms. Dowd said one of the things that Mr. Barber put into place and she continues to update is the new member presentation that speaks to the role of a municipality as the owner. There is also a new member orientation program that others who have different roles are being extended an invitation to attend.

Ms. Drake commented that Village elections will be occurring soon and the Consortium should confirm whether any changes will impact the Consortium.

### **Next Meeting**

The next meeting will be May 17<sup>th</sup> at 3:30 p.m.

### **Adjournment**

The meeting adjourned at 4:36 p.m.