

**TML RISK MANAGEMENT POOL
BOARD OF DIRECTORS
MINUTES OF MEETING
DATE OF MEETING: SEPTEMBER 26, 2018
BRENTWOOD, TENNESSEE**

The Board of Directors of the TML Risk Management Pool (“The Pool”) met via telephone conference on September 26, 2018 at 3:08 p.m. (CST). The meeting was requested by Pool Chairman Ken Wilber in the last meeting held on September 21, 2018 for the purpose of selecting a replacement name for the Tennessee Municipal League Risk Management Pool.

A meeting request to determine an available time slot was circulated to the email addresses on record for all current Pool Board members as follows: Chairman Ken Wilber, Randy Brundige, Wallace Cartwright, Curtis Hayes, John Holden, Victor Lay, Todd Smith and Sam Tharpe. Pool President Dawn Crawford, Pool Executive Vice President & CFO Charles DeMore, General Counsel Russ Farrar and Associate General Counsel Addison Russell were also emailed. All Board members and others replied and confirmed their availability to participate in the meeting at 3:00 p.m.

A list of suggested replacement names was circulated by email to all Board Members for their consideration. Board members were also invited to propose other names.

Chairman Wilber called the meeting to order and explained the meeting is a continuation of the meeting on Friday, September 21, 2018 in which the Board was not able to finish. He said the reason for the meeting is to come up with a name, and the reason for meeting electronically was because Pool Board members are in different locations so this was the most convenient way to get together. He then asked DeMore to take a roll call of Board members present on the conference call. All Board Members responded as present.

Chairman Wilber asked if anyone had a motion to present. Brundige said he wanted to move that Article I of the bylaws be amended by changing the name from Tennessee Municipal League Risk Management Pool to Public Entity Partners. He stated that is the entire amendment, and he did not want to change any other language in the bylaws. He said he would also like to say something after the motion is seconded. Motion was seconded by Lay.

Chairman Wilber called on Brundige to speak before the motion was opened to discussion. Brundige said Margaret Mahery and Charles “Bones” Seivers had met with him, Tharpe, Holden and Bob Kirk today and that Mahery stated she had no problem with the Board changing the name as long as all the other articles of the bylaws remained unchanged.

Chairman Wilber asked if there was any other discussion on that. Hayes stated that Mahery had said she was okay with a name change and asked Brundige if that was what he had said, to which Brundige replied “yes”.

Chairman Wilber asked if there was any other discussion on this subject only. Hayes said he is okay with it and wanted to “clear the air”. He said having been on boards of some other organizations, it is now his goal to question things a lot more and to get a full understanding in the interest of trying to protect Board members and the Pool. He said he still does not understand how the Board is able to vote on some things without giving proper notice but that if Farrar says it is legal, he is okay with it.

Russell asked Chairman Wilber if she could respond and said she had spoken with the Tennessee Office of Open Records Counsel this morning about the notice requirement and was told that since this meeting is a continuation of the properly-noticed meeting on September 21st and notice was given at that meeting about the meeting today, then the Board had satisfied the notice requirement. Farrar asked Russell if that conversation was held today, and she replied “yes” with Lee Pope, Open Records Counsel. She said since the September 21st meeting had had proper notice and notice of this meeting had been given at the conclusion of that meeting, we are fine.

Hayes asked whether the Board had adjourned that meeting. Chairman Wilber said the Board had adjourned but that the Board said they would continue the meeting if Board members could get together Wednesday, September 26th. He said when Board members left that meeting he thinks Board members understood that completely. Farrar said that because Russell spoke with the Open Records Counsel, he does not see a problem.

Tharpe said the motion on the floor is to change the name as presented by Brundige. Chairman Wilber confirmed that there is a motion and a second and if there is no further discussion on the issue, the Board needs to take a vote.

Cartwright asked the name proposed in the motion. Chairman Wilber replied “Public Entity Partners” which was item number three on the list that had been sent previously.

Chairman Wilber asked if anyone else had any questions directly about this motion. Since there were no other questions, Chairman Wilber asked DeMore to do a roll call vote:

1. Ken Wilber, Chairman - Yes
2. Randy Brundige - Yes
3. Wallace Cartwright - Yes
4. Curtis Hayes - No
5. John Holden - Yes
6. Victor Lay - Yes
7. Todd Smith - Yes
8. Sam Tharpe - Yes

Chairman Wilber declared the majority of votes as in favor of the name change so that this action is considered completed and done.

Tharpe addressed Chairman Wilber and said the only thing he thinks is in question is that the Board had made a motion to change the name and with that motion that no one would touch the expenses or fees given to TML or the assignment of Board members and the President sitting on the Board and that there were to be no changes to the bylaws.

Tharpe said he wants to make a motion that based on the name change, the bylaws will not be touched, and that TML will continue to assign members to the Board through the TML Board and also the President will sit on the Board and also, out of respect, the fees will remain the same. Seconded by Holden.

Chairman Wilber asked if there was any discussion and said he that it was pretty clear that all the Board is doing is making a name change and that there are no other changes whatsoever being made. He asked Tharpe if this was correct to which Tharpe said “that is correct”.

Chairman Wilber asked if anyone else wanted to speak to that. Cartwright said that was his impression.

Chairman Wilber asked DeMore to do a roll call vote on the motion made by Tharpe and seconded by Holden:

- 1. Ken Wilber, Chairman - Yes**
- 2. Randy Brundige - Yes**
- 3. Wallace Cartwright - Yes**
- 4. Curtis Hayes - Yes**
- 5. John Holden - Yes**
- 6. Victor Lay - Yes**
- 7. Todd Smith - Yes**
- 8. Sam Tharpe - Yes**

The motion passed unanimously. Chairman Wilber said he thought that was what everyone understood, but now it is official.

Crawford thanked Board members for their belief and support of the Pool and wanted them to know that she will do what is right by both the Pool and TML.

Chairman Wilber asked for a motion to adjourn. A motion was made by Tharpe and seconded by Brundige. The motion passed unanimously. Meeting adjourned at 3:22 p.m.

Ken Wilber, Chairman

Charles DeMore, Secretary