

**TML RISK MANAGEMENT POOL
BOARD OF DIRECTORS MEETING
VIA TELEPHONE CONFERENCE CALL
DATE OF MEETING: NOVEMBER 10, 2014**

The Board of Directors of the TML Risk Management Pool (“The Pool”) held an electronic meeting via telephone conference call at 9:30 a.m. (CST) on November 10, 2014.

The meeting convened at 9:45 a.m. after a slight delay as members connected to the conference call. A roll call of Board members participating in the telephone conference call was taken. Board members present on the phone were: Chairman Samuel Tharpe, Vice-Chairman Ken Wilber, Curtis Hayes, Kay Senter and Tom Rowland.

The Pool’s staff present via telephone conference call were: Dawn R. Crawford, President/CEO.

Others present via telephone conference call were: Russ Farrar, General Counsel.

1. NOMINATION OF MEMBERS OF BOARD OF DIRECTORS

Chairman Tharpe called the meeting to order and reminded members the purpose of the meeting was to fill two vacant positions on the Board of Directors created when Troy Beets and David Gordon recently lost their mayoral re-elections. He then asked Rowland to present the nominating committee’s recommendations.

Rowland reported the nominating committee was comprised of Hayes, Wilber and himself as Chairman and that the committee recommended Ann Davis, Mayor of City of Athens, TN and Tommy Green, Mayor of Town of Alamo, TN to fill the two vacant Director positions, pending Farrar’s agreement. Farrar commented that while he did not think the Pool bylaws required it, he believed the practice had been observed that someone who had previously served on the Board would stay off of the Board for a year before returning. Rowland commented that it was his understanding that there was no defined time period in the bylaws for such a person to stay off of the Board, to which Farrar agreed.

Farrar then requested Rowland to consider amending the motion to nominate these two individuals to also include that the Pool’s Board of Directors recommend to the Board of Directors of the Tennessee Municipal League (“TML”) that these two individuals be approved by the TML Board of Directors. Rowland amended his motion as Farrar suggested. Wilber seconded the motion. Chairman Tharpe called for a vote on the motion as amended. **PASSED UNANIMOUSLY.**

Chairman Tharpe stated that Ann Davis and Tommy Green will be recommended to the Tennessee Municipal League’s Board of Directors for approval as members of the Pool’s Board of Directors.

Chairman Tharpe asked for a motion to adjourn. Rowland made a motion; seconded by Senter. **PASSED UNANIMOUSLY**

MEETING ADJOURNED AT 9:50 a.m.

Samuel Tharpe, Chairman

Charles DeMore, Secretary