

**UTAH COUNTIES INDEMNITY POOL
COMMITTEES OF THE BOARD POLICY**

SECTION I. Effective Date and Frequency of Review.

- A. The UCIP Board of Directors originally adopted the Committees of the Board Policy on August 17, 2017 governing the use of committees for the UCIP Board.
- B. This policy should be reviewed annually, but not less than every three years by the Board of Directors. This policy will also be reviewed any time that changes to laws governing committees of political subdivisions are amended in a manner which would require review and update to this policy

SECTION II. Purpose.

- A. This Committees of the Board Policy outlines the policy of the Board of Directors related to use of committees of the Board and the duties of and scope of authority delegated to certain committees.

SECTION III. Authority.

- A. The UCIP Interlocal Agreement and Bylaws allow the Board to utilize committees in the administration of the Pool.

SECTION IV. Applicability and Scope.

- A. This policy shall apply to all committees of the Board of Directors of UCIP.

SECTION V. Definitions.

- A. “Board” means the Board of Directors of the Utah Counties Indemnity Pool.
- B. “Pool” means the Utah Counties Indemnity Pool.
- C. “UCIP” means the Utah Counties Indemnity Pool.

SECTION VI. Policy Statements.

- A. The Board recognizes the benefit of utilizing committees to conduct research, provide input and assist staff in developing recommendations for Board consideration.
- B. No committee of the Board shall be comprised of a quorum of Board members.
- C. Committees of the Board shall consist of Standing Committees and Ad-Hoc Committees.

- D. The Board has created four Standing Committees of the Board to assist in ongoing responsibilities of the Board, the duties and authority of which are enumerated herein. Members of Standings Committees shall be recommended by the Committee Chair and appointed by the Board Chair. The Standing Committees of the Board are considered permanent committees of the Board and continue to exercise the authority provided to carry out its assigned duties herein until such time as the Board rescinds that authority by majority vote. An action taken by Board to rescind the duties and authority of a Standing Committee must include an action to make appropriate amendment of the Bylaws related to such Standing Committee. A Standing Committee may not expand its scope of duties or authority. The Board may expand or limit the duties of or authority delegated a Standing Committee at any time by majority vote of the Board.
- E. The Board may also create, assign duties and delegate authority to ad-hoc committees of the Board to assist the Board on temporary responsibilities or responsibilities of limited scope. The Board shall create ad-hoc committees by assigning specific duties and delegating specific authority by majority vote of the Board. Members of an Ad-hoc Committee shall be appointed by the Board Chair. An Ad-hoc Committee may not expand its scope of duties or authority. The Board may expand or limit the duties of, or authority delegated an Ad-hoc Committee at any time by majority vote of the Board. The Board may set out the term of the committee at the time of creation or may terminate the committee at any time by majority vote of the Board. Ad-hoc committees shall self-terminate, relinquishing all delegated authority at the time the Board Chair or chair of the ad-hoc committee determines the duties assigned the committee have been completed, or that the committee is unable or ineffective in carrying out the duties assigned to it by the Board.

SECTION VII. Procedures and Responsibilities.

- A. **AUDIT COMMITTEE.** The Board has created an Audit Committee as a Standing Committee. The UCIP Bylaws Article 5.1(g) requires the Board to appoint an Audit Committee to review financial statements, actuarial analysis, make reports to the Board on the financial affairs of the Pool, and make an annual report to the members regarding the financial affairs of the Pool. The chair of the Audit Committee shall be appointed by a majority vote of the Board, and such chair shall serve as a member of the Board in compliance with the Bylaws. Members of the Audit Committee shall be members of the Board, recommended by the Audit Committee Chair and appointed by the Board by majority vote. In addition to those duties the Board has assigned the Audit Committee with the duties of overseeing the engagement of a firm to conduct an annual independent audit of the Pool in compliance with all applicable state and federal laws. The Audit Committee shall also meet with the independent audit team prior to or during the audit process to assure the scope of audit is sufficient based on the current circumstances of the Pool, and after the audit is complete to review and respond to the auditors Letter to the Audit Committee, the auditor's Management Letter and any other correspondence or report provided by the auditor in conjunction with the audit performed. The Audit Committee shall present the independent auditors report to the Board with any comment or recommendation they deem appropriate. The Audit Committee is further charged with

the oversight of investments made by the Pool, including review and reports to the Board of amendments to the Investment Policy. The Audit Committee may direct UCIP management and staff to respond and provide any information, documentation or explanation requested by the independent auditors to properly perform their audit of the financial statements of the Pool. The authority of the Audit Committee does not extend to directing management or staff to make specific investments.

- B. **GOVERNANCE COMMITTEE.** The Board has created a Governance Committee as a Standing Committee. The Governance Committee is charged with reviewing, researching and providing input to assist staff with development of recommended amendments to the governance documents of the Pool including, but not limited to the Interlocal Agreement, Bylaws, Bylaws Coverage Addendum and Policies of the Board.
- C. **LAW ENFORCEMENT COMMITTEE.** The Board has created a Law Enforcement Committee as a Standing Committee. The chair of the Law Enforcement Committee shall be a Sheriff of a Member county, shall be appointed by a majority vote of the Board, and such chair shall serve as a member of the Board in compliance with the Bylaws. Members of the Law Enforcement Committee shall be Sheriffs, Undersheriffs or Chief Deputies of the Sheriff of a Members county recommended by the Chair of the Law Enforcement Committee and appointed by the Board by majority vote. The Law Enforcement Committee is charged with acting as liaison to the Utah Sheriff's Association and its membership and to make reports the Board on requested coverage or service items specific to the Law Enforcement exposures of the Pool. The Law Enforcement Committee is delegated authority necessary to carry out its assigned duties.
- D. **LITIGATION MANAGEMENT COMMITTEE.** The Board has created a Litigation Management Committee as a Standing Committee. The chair of the Litigation Management Committee shall be a County Attorney of a Member county, shall be appointed by a majority vote of the Board, and such chair shall serve as a member of the Board in compliance with the Bylaws. Members of the Litigation Management Committee shall be County Attorneys or Deputy County Attorneys of Member counties recommended by the Chair of the Litigation Management Committee and appointed by the Board by majority vote. The Litigation Management Committee is charged with review of claims, responding to requests from staff and defense counsel in defense strategy, reviewing requests for settlement including hearing member input on settlement of claims, maintain the approved defense panel by interviewing applicants to the panel and making recommendation to the Board for changes to the defense panel. The Litigation Management Committee is authorized to assist staff in development and review of sample legal documents for use as best practices documents for use by the Members.
- E. **NOMINATING COMMITTEE.** The Board has created a Nominating Committee as a Standing Committee. The Bylaws Article 5.1(h) requires the Board to appoint a Nominating Committee to solicit nominations for available elected Board positions, to review all nominations and select by majority vote not more than three names to be placed on the ballot for each available elected Board position. The Nominating Committee is also charged with overseeing the voting process for Board positions and to identify, solicit and recommend eligible candidates to

the Board to fill open positions on the Board including for the chairs of the Audit, Law Enforcement, Litigation Management and Human Resources Committees of the Board.

- F. HUMAN RESOURCES COMMITTEE. The Board has created a Human Resources Committee as a Standing Committee. The chair of the Human Resources Committee shall be appointed by a majority vote of the Board, shall serve in the Personnel or Human Resource function of a Member county and such chair shall serve as a member of the Board in compliance with the Bylaws. The Human Resources Committee is charged with reviewing the Personnel Policy, including the benefits provided to UCIP staff and making reports to the Board regarding any amendments thereto. The Human Resources Committee is further charged with assuring the Board receives adequate training and counsel in regard to their responsibilities as a governmental employer, and in assisting staff with development of employment best practices for Pool Members.

- G. EDUCATION COMMITTEE. The Board has created the Education Committee as an Ad-Hoc Committee. The Education Committee is charged with providing assistance to staff in education of members of the benefits of membership in the Pool based on increased need for such education due to increased competition. The Members of the Education Committee shall be members of the Board and shall be appointed by the Board by majority vote. The Education Committee is charged with assisting staff in developing an education plan related to the benefits of membership, providing staff with input on specific Members or areas of coverage or service which require additional education, and assist staff by directly assisting staff in Member and prospective member education. Members of the Education Committee shall be members of the Board appointed by majority vote of the Board.

- H. MEMBERSHIP APPROVAL COMMITTEE. The Board has created a Membership Approval Committee as an ad-hoc committee to screen applicants for Pool membership and provide recommendation to the Board on acceptance or rejection of membership requests based on an expected increase in membership applications resulting from the expansion of eligible members to county related entities such as special service districts and interlocal entities. Members of the Membership Approval Committee shall be members of the Board appointed by majority vote of the Board.

SECTION VIII. Revision History.

- A. Adopted: August 17, 2017
- B. Revised: February 21, 2019

SECTION IX. Appendices.

- A. There are no appendices to this Policy