

UTAH COUNTIES INDEMNITY POOL COMMITTEES OF THE BOARD POLICY

SECTION A EFFECTIVE DATE AND FREQUENCY OF REVIEW

1. The effective date of this policy is August 17, 2017.
2. This policy should be reviewed annually, but not less than every five years by the Board.
3. This policy should also be reviewed at any time that changes to laws or rules governing the appropriate use of committees are amended or recommendations are made by the UCIP CEO or CFO, which would require review and update to this policy.
4. Failure to review this policy in the frequency stated shall not nullify, void, limit or waive this policy or any action taken under this policy.
5. This policy is considered to be amended at the time any new federal or state law becomes effective, which conflicts with this policy, but only to the extent necessary to come into compliance with new law.

SECTION B PURPOSE

This policy outlines the policy of the Board related to use of committees of the Board and the duties of and scope of authority delegated to certain committees.

SECTION C AUTHORITY

1. The Board has authority to implement this policy under the UCIP Interlocal Agreement and Bylaws.

SECTION D APPLICABILITY AND SCOPE

1. This policy shall apply to all committees of the Board of UCIP.

SECTION E DEFINITIONS

1. Board: the Board of Directors of the Utah Counties Indemnity Pool.
2. Pool: the Utah Counties Indemnity Pool.
3. UCIP: the Utah Counties Indemnity Pool.
4. CEO: the Chief Executive Officer of the Utah Counties Indemnity Pool.
5. CFO: the Chief Financial Officer of the Utah Counties Indemnity Pool.

SECTION F POLICY STATEMENTS

1. The Board recognizes the benefit of utilizing committees to conduct research, provide input and assist staff in developing recommendations for Board consideration.
2. No committee of the Board shall be comprised of a quorum of Board members.
3. Committees of the Board shall consist of Standing Committees and Ad-Hoc Committees.
4. The Board has created 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.
5. 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 G PROCEDURES AND RESPONSIBILITIES

1. **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. Staff shall solicit two to three candidates from the Clerk/Auditors Association for the Board's consideration and 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 outlined in the Bylaws, 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 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 Audit Committee shall present the independent auditors report to the Board with any comment or recommendation they deem appropriate. The Audit Committee is 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 is charged with responsibilities outlined in the Internal Accounting Controls Policy. The Audit Committee will also review the Internal Accounting Controls Policy and report amendments to the Board.

2. **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. The chair of the Governance Committee shall be appointed by the UCIP Chair and members of the Governance Committee shall be appointed by majority vote of the Board upon recommendation of the Committee Chair.
3. **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. Staff shall solicit two to three candidates from the Utah Sheriffs Association for the Board's consideration and the chair of the Law Enforcement 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 Law Enforcement Committee shall be Sheriffs, Undersheriffs or Chief Deputies of the Sheriff of Member counties 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 to 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. Members of the Law Enforcement Committee shall be appointed by the UCIP Chair upon recommendation of the Committee Chair.

4. 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 or Chief Deputy County Attorney of a Member county. Staff shall recommend two to three candidates for the Board's consideration and the chair of the Litigation Management 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 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. Members of the Litigation Management Committee shall be appointed by majority vote of the Board upon recommendation of the Committee Chair.
5. 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. The Chair of the Nominating Committee shall be appointed by the UCIP Chair from among the Directors that serve at their county's appointment to avoid the conflict of the committee Chair being nominated to stand for election/re-election to the Board.
6. PERSONNEL COMMITTEE. The Board has created a Personnel Committee as a Standing Committee. Staff shall provide two to three candidates for the Board's consideration and the chair of the Personnel 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 Personnel 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 Personnel 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. Members of the Personnel Committee shall be appointed by majority vote of the Board upon the recommendation of the Committee Chair.
7. 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. 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.

8. **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. Members of the Membership Approval Committee shall be members of the Board appointed by majority vote of the Board.

SECTION H REVISION HISTORY

1. Adopted: August 17, 2017
2. Revised: February 21, 2019
3. Revised: June 18, 2021
4. Revised: February 16, 2023

SECTION I APPENDICES

1. There are no appendices to this Policy.