

**NORTH BAY SCHOOLS INSURANCE AUTHORITY
BOARD OF DIRECTORS MEETING
September 24, 2025**

MINUTES

- Call to Order** The meeting was called to order at 12:00 p.m. by Vice President Henson.
- Attendance** Board Members in attendance:
Dan Scudero, Dixon USD
Laneia Grindle, Fairfield-Suisun USD
Kelly Bucy, NCOE
Dana Page, Napa Valley USD
Michelle Henson, SCOE
Russ Barrington, Winters JUSD
Via videoconference/Zoom:
Pat Jennings, Benicia USD (left at 1:03 p.m.)
Nicole Strauch, BSSP
Maureen Hester, Calistoga JUSD
Matt Best, Davis JUSD (joined at 12:04 p.m.; left at 1:03 p.m.)
Tim Rahill, Davis JUSD (left at 1:03 p.m.)
Kay Vang, St. Helena USD (joined at 12:07 p.m.)
Gabe Moulaison, Travis USD
Absent:
Sal Abbate, Solano Community College
David Robertson, Vacaville USD
Ruben Fernandez, Vallejo City USD
Staff and Guests in attendance
Noel Waldvogel, NBSIA
Kami Liñan, NBSIA
Karen Shelar, NBSIA
Denise Schreiner, NBSIA
Karen Antunes, NBSIA
Andrew Obando, NBSIA
Chris Lundahl, NBSIA
Maria Cantera, NBSIA
Carrie Green, NBSIA (by Zoom)
Doug Alliston, General Counsel
Terry Tao, Tao & Rossini
Jenna Burrows, Napa Valley USD (left at 12:35 p.m.)
- Approval of Agenda** Motion made by Grindle, seconded by Page, and carried unanimously by roll-call vote to approve the agenda as presented. (*Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Jennings, Moulaison, Page, Rahill, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Fernandez, Robertson; Abstain: none*)
- Public Comments** No public present.
- Member Reports and Collaboration**
None at this time.

PRESENTATIONS/REPORTS TO THE BOARD OF DIRECTORS

Board and Retiree Recognition

Executive Director, Waldvogel, recognized and thanked past President Dana Page and Board Member Josh Schultz for their leadership and service, and welcomed new Board Members Kelly Bucy (NCOE) and Russ Barrington (Winters JUSD). The Board also acknowledged the retirement of General Counsel Rob Cutbirth and expressed appreciation for his many years of service to NBSIA.

Executive Director Report

Waldvogel provided an update on the ongoing internal assessment of the Property & Liability Department. Under the leadership of Karen Shelar, progress continues on complex claims and member relationships. Staffing updates included the addition of Senior Examiner Chris Lundahl and Claims Assistant Tayler Quiett, both of whom are contributing to claims management and departmental efficiencies. The summer internship program concluded, with interns providing valuable support on claims data cleanup and hosting a successful mock trial event. The Board was informed that contracts have been entered with Marsh Consulting for a comprehensive claims audit and with Latitude Subrogation for a three-year review of potential missed subrogation opportunities. Latitude will also provide ongoing monthly referrals on a contingency fee basis. Waldvogel also provided an update to the Board on the acquisition of an AI consultant who will be working with staff on a needs assessment and a potential AI policy. A Staff Appreciation event was held, as well as a Leadership Team Retreat to strength NBSIA's mission and commitment. Additional updates and list of meetings attended were also provided.

KYND Report and Update

Presentation by Maria Cantera, NBSIA

Staff announced the relaunch of NBSIA's partnership with KYND, providing property and liability members with complimentary access to the KYND ON platform. The program is designed to support members in proactively managing cyber risks through continuous monitoring, actionable intelligence, and expert support.

Key benefits of the KYND ON platform include real-time visibility into members' external cyber posture, monthly Signals Reports with recommended actions, and step-by-step remediation guidance. Updated Signals Reports have been distributed to members, and staff encouraged members to log in regularly to ensure accuracy of data.

Support is available through a dedicated help email and one-on-one sessions with KYND experts. A re-introduction webinar is scheduled for early October, followed by topic-focused webinars beginning later in the month, with future sessions planned quarterly based on member needs and feedback.

Property Claims and Pitfalls
Presentation by Terry Tao, Attorney

Attorney Terry Tao delivered a presentation to the Board highlighting key property and liability considerations. He addressed issues to be mindful of, including builders' risk, copper theft, MOC language and safeguards, lease responsibilities, code compliance and upgrades, and facility hardship. In addition, Mr. Tao provided a comprehensive guidelines document to support the claims process, which included a checklist and supplemental resources.

CLOSED SESSION

The Board of Directors entered into Closed Session at 12:35 p.m. for discussion regarding those permitted by Government Code Sections 54956.8, 54956.9, 54956.9(d)(1) and (2), 54956.95, 54957, and 54957.6 – personnel, litigation, and/or real property

- A. *Jane Doe v. North Bay Schools Insurance Authority (pursuant to Government Code Section 54956.9)*
- B. *Trudelle v. Napa Valley USD (pursuant to Government Code Section 54956.95)*
- C. *DUSD Property Claim (pursuant to Government Code Section 54956.95)*

REPORT FROM CLOSED SESSION

The Board of Directors returned from Closed Session at 1:04 p.m. and reported the following:

- A. *The Board provided staff with settlement direction and authority*
- B. *No report out*
- C. *The Board provided direction to staff*

ACTION ITEMS

Consent Calendar

Motion was made by Hester, seconded by Grindle, and carried unanimously to approve all items listed on the Consent Calendar (*Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none*)

- i. Minutes, Regular Meeting, June 11, 2025
- ii. Financial Reports at June 30, 2025 (unaudited)
- iii. Expense Report at June 30, 2025
- iv. Investment Report at June 30, 2025
- v. Personnel Actions (May 1-September 15)
- vi. Renewal of Delegation of Authority for Investments
- vii. 125 Flexible Benefit Plans (501 and 502)
- viii. AB 2561 Report
- ix. Contract for services
 - a. Andaz Napa, Strategic Planning 2026
 - b. ATI Maintenance Agreement, maintenance services
 - c. Demler Armstrong, legal services
 - d. TK Elevator, elevator service

Property/Liability

Approval of Amendments to
BASIC's Governing Documents

Waldvogel reported that BASIC's legal counsel, Domenic Spinelli, recently completed a review of its governing documents, including the JPA Agreement and the proposed 2025 Program Addendum. Updates were made to incorporate new protocols, such as the process for appointing a third Board member should BASIC have fewer than three members, and the procedures to be followed if a member elects to withdraw from BASIC.

The Board reviewed the revised governing documents, which included the Investment Policy, and discussed the recommended updates.

A Motion was made by Page, seconded by Grindle, and carried unanimously to approve BASIC's amended governing documents as presented. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Approval of Amended Memorandum of
Liability Coverage (MOLC) for FY2025-26

The Board reviewed staff's recommendation regarding Endorsement #3 (COVID-19 coverage) to the MOLC. Staff advised that, given the low volume of COVID-related claims and the risks associated with communicable disease coverage absent excess protection, Endorsement #3 should be removed and the MOLC returned to its original form.

A Motion was made by Hester, seconded by Page, and carried unanimously to approve the amended MOLC as presented. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Property & Liability Premium Calculations

Waldvogel provided an overview of the property program rating methodology and recent appraisal history. Property rates are determined by Total Insured Value (TIV) from property appraisals. NBSIA previously relied on the Kroll database with 2013 values when allocating costs; however, updated appraisals were conducted in 2022 under the Schools Program Alliance (SPA), with values now maintained by Alliant.

An internal review of property program invoicing revealed that an incorrect TIV was used for FY2024/25, which caused some members to be overcharged and others undercharged. In addition, for FY2025/26, invoiced amounts exceeded actual expenses due to late SPA negotiations and BASIC equity adjustments, resulting in a \$746,367 overpayment by members.

Staff presented two options for Board consideration to reconcile over- and underpayments across FY2024/25 and FY2025/26. Following discussion, the Board of Directors approved Option 1 which provides for:

- FY2024/25 – Correct over- and underpayments of the affected members by removing excess payments made to program equity and applying them to member accounts. Apply over- and underpayments from FY2024/25 to FY2025/26 member contributions.
- FY2025/26 – Keep invoiced amounts unchanged and apply combined FY2024/25 and FY2025/26 over- and underpayments to FY2026/27 contributions.
- St. Helena USD – Allow the option to spread repayment across FY2026–27 and FY2027–28 for its underpaid amount, with no interest charged on the outstanding balance.

A Motion was made by Page, seconded by Grindle, and carried unanimously to approve Option 1 to fix the miscalculation as presented. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Approval of Final Property & Liability Rates and Coverage Structure for FY2025-26

The Board reviewed final Property & Liability Program contribution rates for FY2025–26. Staff noted that, following the approval of preliminary rates in June, subsequent actions by SPA and BASIC reduced the actual cost of coverage, resulting in member contribution invoices exceeding actual costs by approximately \$745,000.

Following discussion, the Board of Directors approved the final FY2025–26 rates as presented, with the decision to keep the invoiced amounts unchanged and apply any overpayments to FY2026–27 contributions.

A Motion was made by Grindle seconded by Page, and carried unanimously to approve the Final Property & Liability Rates and Coverage Structure for FY25-26 as presented. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Finance/Operations

Approval of General Counsel Contract

Waldvogel reminded the Board that Attorney Rob Cutbirth has served as NBSIA's General Counsel for 14 years and announced his retirement late last year. In preparation for the leadership transition and to ensure continuity of governance, contractual oversight, and claims management, NBSIA initiated a recruitment process to secure new general counsel services.

The Leadership Team interviewed four highly qualified law firms with extensive experience in public agency representation, education law, and risk management. The pool was narrowed to two finalists, both of whom demonstrated exceptional qualifications.

At its recent meeting, the Executive Committee discussed next steps and expressed support for the Leadership Team to make the final selection. Based on that guidance, staff selected Doug Alliston to serve as NBSIA's General Counsel.

A Motion was then made by Page seconded by Hester, and carried unanimously to approve the Legal Services Agreement as presented. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Approval of Board Procedures Manual, Section 1.1 Amendments

Section 1.1 of NBSIA's Board Procedures Manual was originally approved in August 1990 to document procedures for travel expense claims and reimbursements. The last revision was completed in September 2019.

Staff reviewed Section 1.1 and proposed updates to align the guidelines with current practices and terminology. A redline version was included with the staff report for Board review. It is anticipated that the Procedures Manual will be reviewed and updated every two years going forward.

A Motion was made by Page seconded by Hester, and carried unanimously to approve the amendments to Board Procedures Manual, Section 1.1, as presented. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Approval of Updated Investment Policy and Procedure

Finance Manager, Andrew Obando, reminded the Board that Article VIII of the Bylaws authorizes the Executive Committee, acting as the Investment Committee, to manage the NBSIA investment portfolio in accordance with the Board Investment Policy and Procedures. The Executive Director reviews the policy annually, incorporating any legislative or regulatory changes, and brings recommended updates forward for Board approval.

As part of the 2025 review, staff noted statutory changes to Government Code Section 53601, including the extension of Section 53601.8 to January 1, 2031 and an increase to 50 percent of surplus funds that may be invested at specified financial institutions. These changes do not materially impact NBSIA's Policy, which remains in compliance with California statutes. Updates were also made to reflect recent changes in staffing, banking relationships, and online service access.

A Motion was made by Grindle seconded by Page, and carried unanimously to approve the amendments to the Investment Policy as presented and recommended by the Investment Committee. *(Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none)*

Final Annual Budget FY2025-26

Finance Manager, Andrew Obando, reminded the Board that the budget encompasses all coverages, programs, services, and operational and administrative expenses, supported by line-item detail, a summary

worksheet, and a narrative report describing assumptions, changes, and capital projects.

Revisions to the final FY2025/26 budget were required following the discovery of a miscalculation in property and liability rates in FY2024/25, as well as overestimation of member contributions for FY2025/26. To address this, two budget options were prepared.

Following discussion, and consistent with the decision regarding the final property and liability rates, the Board of Directors approved the FY2025/26 Budget under Option 1. This option corrects the FY2024/25 miscalculation by applying the over/under to FY2025/26 contributions, and incorporates adjustments reflecting final SPA property and BASIC liability program rates.

A Motion was made by Hester, seconded by Grindle, and carried unanimously to approve the Final FY2025-26 budget, Option 1, as presented. (*Ayes: R. Barrington, Bucy, Grindle, Henson, Hester, Moulaison, Page, Scudero, Strauch, Vang; Noes: none; Absent: Abbate, Best, Fernandez, Jennings, Robertson; Abstain: none*)

DISCUSSION/NON-ACTION ITEMS

Property Claims Best Practices

The Board reviewed staff's recommendation to revise NBSIA's role in the property claims response process. Under the new approach, NBSIA will vet and provide a list of qualified vendors and offer guidance to members, while members will remain responsible for directly contracting with vendors and ensuring compliance with public works laws.

Safety Credit Update for FY2025-26

Staff presented updates to the Safety Credit Program, which provides members with funds to support risk management, loss prevention, and safety initiatives. Revisions were made to clarify eligibility, streamline the reimbursement process, and reduce administrative delays.

Key updates included clearer fund and carryover parameters, simplified eligibility and exclusions, expanded pre-approval guidance, and step-by-step submission and reimbursement instructions.

The Board reviewed the proposed updates and provided feedback, including making the form a fillable pdf accessible on NBSIA's website.

Strategic Planning Session 2026

The Committee received an update on planning for the January 2026 Strategic Planning Session. Staff shared initial ideas for session structure, content, and the potential use of a professional facilitator to guide discussions.

Committee feedback included support for Napa as the preferred location and a recommendation that staff reach out to Rebecca Ryan as a possible facilitator for this year's session. Staff will continue refining the agenda and options and will return with a proposed schedule and budget.

ADJOURNMENT

There being no further business, the meeting was adjourned at 1:49 p.m.

Respectfully submitted by: 
Noel Waldvogel, Executive Director

9/24/2025
Date

Approved by Board: 1/30/2025
Date