



**BOARD OF TRUSTEES MEETING
OF
THURSDAY, JULY 26, 2012**

MINUTES

The Board of Trustees of the Rhode Island Interlocal Risk Management Trust, Inc. (The Trust) convened a meeting on Thursday, July 26, 2012 at The Trust Offices, 501 Wampanoag Trail, Suite 301, East Providence, Rhode Island.

Chairman Alfred called the meeting to order at approximately 9:08 A.M.

1. ROLL CALL

Trustees Present

Stephen Alfred, Town of South Kingstown
John Ambrogi, Newport Public Schools
Scott Avedisian, City of Warwick
Daniel Beardsley (*ex officio*), Rhode Island League of Cities and Towns
Jeffrey Ceasrine, Town of Narragansett
Peter DeAngelis, Town of Barrington
David Faucher, Town of Portsmouth
Robert Hicks, New Shoreham School Department
Bruce Keiser, Town of Jamestown
John Mainville, Town of Burrillville
Diane Mederos, Town of Bristol
Lori Miller, Lincoln Public Schools
Michael Petrarca, West Warwick Public Schools

Trustees Absent

Melinda Thies

Others Present

Thomas Dwyer, Trust President and Executive Director
Ian Ridlon, Trust General Counsel and Director of Legal Services

2. Approval of Minutes of the Board Meeting of July 10, 2012

On a motion made by Trustee Petrarca, seconded by Trustee Avedisian, the Board voted to approve the Minutes of the Board meeting of July 10, 2012.

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye
Jeffrey Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

Chairman Alfred noted for the record that Mr. Dwyer had been provided notice, pursuant to R.I. Gen. Laws §42-46-5(a)(1), that he had the right to require that discussion of his employment status be held in open session as opposed to closed session. He then proceeded to summarize the events that had necessitated this meeting. In doing so, he noted that Mr. Dwyer had provided the Board and the Management Committee with a memorandum dated June 11, 2012, outlining a proposed reorganization. He also noted that the Management Committee had requested alternatives to the original proposal which alternatives were provided by Mr. Dwyer in a memorandum dated June 24, 2012.

Chairman Alfred next noted that the Management Committee met on July 10, 2012, prior to the meeting of the full Board of Trustees to consider Mr. Dwyer's June 11, 2012 Proposal and the alternatives presented subsequently. He advised the Trustees that the Management Committee, by a three to two vote, chose not to recommend the June 11, 2012 Proposal to the Board for approval, but would recommend a variation of that proposal.

He then indicated that, at the meeting of the full Board that followed the Management Committee meeting, Mr. Dwyer was asked whether he was willing to provide a long-term commitment to The Trust in the event that the reorganization was not approved as he had proposed, and he indicated that he may not be so willing. In light of the fact that Mr. Dwyer's continued employment by The Trust was becoming a topic of discussion that had not been noted in the Agenda, the meeting was concluded and a new meeting was noticed.

Chairman Alfred concluded his comments by noting that reference in the Agenda to a review of the job performance of the Executive Director was not what was originally contemplated for this meeting. Rather, what was intended was to provide Mr. Dwyer the opportunity to explain his comments from the prior meeting, and to engage in a discussion with the Board about his intention to remain in his position as Executive Director. The Chairman indicated, though, that he believed the Agenda, as submitted, provided the Board with the necessary latitude to engage in a broad based discussion.

Prior to the discussion of the Old Business, Chairman Alfred suggested that the order of the items set forth in the agenda for discussion be changed in order to facilitate the discussion of the Old Business item.

Upon Motion made by Trustee Ceasrine, seconded by Trustee Mederos, the Board voted unanimously to revise the order of the Agenda by considering the New Business before the Old Business.

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye

Jeffry Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

4. New Business – Action Items (taken out of order)

4.a. Employee Performance Review: Executive Director

Notice of Intent to Seek to Convene into Executive Session

On a motion made by Trustee Mederos, seconded by Trustee Avedisian, the Board, after a unanimous roll call vote, convened into Executive Session pursuant to the Rhode Island Open Meetings Act, Rhode Island General Laws 42-46-5(a)(1), in order to discuss the job performance, character, or physical or mental health of an employee.

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye
Jeffry Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

Motion to Return to Open Session

On a motion by Trustee Avedisian, seconded by Trustee Ceasrine, the Board voted as follows to conclude the Executive Session and resume the public meeting:

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye
Jeffry Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

Motion to Seal Minutes of the Executive Session

On a motion by Trustee Avedisian, seconded by Trustee Mederos, the Board voted as follows to seal the Minutes of the Executive Session until such time as the matters taken up had been resolved:

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye

Jeffry Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

3. Old Business – Action Items

3.a. Reorganization of Internal Operations

Chairman Alfred began the discussion by indicating that the question before the Board was simply whether it was willing to accept Mr. Dwyer’s reorganization proposal as set forth in the memorandum dated June 11, 2012. The Trustees then engaged in a brief discussion regarding the propriety of sending the question back to the Management Committee for reconsideration. The members of the Management Committee all indicated that it was unlikely that doing so would provide a different result than had occurred previously, and would only serve to delay the proceedings. Accordingly, the Trustees concurred that it was appropriate to vote on the question that was before the Board. There was no further discussion.

Upon Motion by Trustee Faucher, seconded by Trustee Mederos, the Board voted as follows to accept the Reorganization of Internal Operations as proposed by Mr. Dwyer in his Memorandum dated June 11, 2012, with the modification of changing the title of Chief Operating Officer to Chief Underwriting Officer:

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	nay	Bruce Keiser	nay
Jack Ambrogi	nay	John Mainville	nay
Scott Avedisian	nay	Diane Mederos	aye
Jeffry Ceasrine	nay	Lori Miller	nay
Peter DeAngelis	nay	Michael Petrarca	nay
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

The Motion thus failed with three (3) in favor, and nine (9) opposed.

Next, Chairman Alfred outlined for the Board the proposal regarding reorganization that the Management Committee had found acceptable, which was a slightly modified version of Mr. Dwyer’s June 11, 2012, proposal.

Upon Motion by Trustee Mainville, seconded by Trustee Petrarca, the Board voted as follows to accept the Reorganization of Internal Operations as proposed by Mr. Dwyer in his Memorandum dated June 11, 2012, with the modifications to the plan as detailed in the Minutes of the Management Committee meeting of July 10, 2012:

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	nay	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye
Jeffry Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	nay	Melinda Thies	absent
Robert Hicks	aye		

The Motion thus passed with ten (10) in favor, and two (2) opposed.

3.a.i. Staff Compensation Related Items for Fiscal Year 2012-2013

Chairman Alfred next asked that the Board consider the issues of Trust Staff Compensation as had been outlined by Mr. Dwyer for the Fiscal Year 2012-2013. Because the model was originally prepared to be consistent with Mr. Dwyer's reorganization proposal as set forth in the memorandum dated June 11, 2012, Chairman Alfred asked for a motion to approve the portion of the model that was consistent with the reorganization plan that had been approved.

There followed a brief discussion after Mr. Dwyer sought further guidance on what he was being asked to do, and that was guidance was provided. Mr. Dwyer then indicated that he could undertake the necessary recalculations to keep the model consistent with the approved reorganization plan.

On a motion made by Trustee Petrarca, seconded by Trustee Mederos, the Board voted unanimously to accept the proposed Staff Compensation Model for Fiscal Year 2012-2013 with respect to the issues of overall compensation levels and the modifications to the co-pay provisions relating to the employee health insurance coverage which will become effective September 1, 2012.

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye
Jeffrey Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

5. Adjournment

Prior to adjournment, Chairman Alfred expressed to Mr. Dwyer that he believed that the Board generally, and the Management Committee specifically, could continue to work with him in a productive and collegial manner, and further indicated that he hoped Mr. Dwyer would reconsider any decision he may have made to leave his position as Executive Director. Other Trustees concurred.

On a motion made by Trustee Petrarca, seconded by Trustee Mederos, the Board voted unanimously to adjourn the meeting.

<u>Trustee</u>	<u>Vote</u>	<u>Trustee</u>	<u>Vote</u>
Stephen Alfred	aye	Bruce Keiser	aye
Jack Ambrogi	aye	John Mainville	aye
Scott Avedisian	aye	Diane Mederos	aye
Jeffrey Ceasrine	aye	Lori Miller	aye
Peter DeAngelis	aye	Michael Petrarca	aye
David Faucher	aye	Melinda Thies	absent
Robert Hicks	aye		

The meeting then stood adjourned at approximately 11:15 A.M.

Respectfully Submitted,

A handwritten signature in black ink, appearing to be "Ian C. Ridlon", written in a cursive style.

Ian C. Ridlon
Corporate Secretary