

**RATIFIED**

**Michigan Township Participating Plan
Special Board of Directors Special Meeting
February 10, 2021 – 2:00 p.m.
Virtual via TEAMS**

1. **Call to Order: Chairman Lile called the meeting to order at 02:03 p.m.**
2. **Roll Call: Secretary Randall took roll call.**

Paul Lehto, Zone 1 – present
Glen Lile, Zone 3 – present
Diane Randall, Zone 4 – present
Judy Maike, Zone 5 – present

Gary Brandt, Zone 6 – present
Linda Preston, Zone 8 – present
William Bamber, Zone 9 – present

Zones 2 & 7 are vacant

Others Present: Thomas Harmeyer, TMHCC
Jennifer Venema, TMHCC Public Risk Group
Catarina DeSchutter, TMHCC Public Risk Group
Ashley Higginson, Miller Canfield
Jennifer Grieco, Altior Law
Marc McGill, Township Manager, representing Tittabawassee Township

3. **Review of Bylaw Amendments and letter from Legal Counsel** **Glen Lile, Chairman**

Chairman Lile noted that the bylaws were included in the packet for the meeting.

Motion Stated: Chairman Lile made a motion to enter closed session with the board members and legal counsel to review the current and proposed bylaws for the Michigan Township Participating Plan.

Motion Supported: Secretary Randall supported the motion.

- Director Bamber asked why the board members needed to go into closed session and wondered what they were trying to hide.
- Director Lehto asked what problem that the Bylaws Committee is working to correct with these proposed changes.
 - Chairman Lile clarified that the problem, in his opinion, is that the bylaws were written when G.B. Kenrick was in charge of the Par Plan and that the Program Administrator is now in charge of everything.

Roll Call: Secretary Randall took roll call:

Paul Lehto – Nay	Glen Lile – Aye
Diane Randall – Nay	Judy Maike – Nay
Gary Brandt – Nay	William Bamber – Nay
Linda Preston – Aye, but only to discuss the letter sent to the board from Miller Canfield	

Motion Status: The motion was not passed, with five Nays to two Ayes.

- Secretary Randall asked for clarification on whether there is any pending litigation or ever was any litigation against the Board of Directors from the Program Administrator. Jennifer Grieco, Altior Law, stated that there is no current pending litigation nor has there ever been any litigation threatened against the Board. She noted that the letter sent to the Board of Directors in October was designed to avoid litigation. She stated that the Bylaws changes proposed at the meeting had not been reviewed by an attorney and the Program Administrator paid for an attorney's services out of their own pocket in order to make sure the Board received professional legal advice on the proposed changes.
- Chairman Lile opened the conversation to the board as to what they would like to do with the Bylaws changes. He requested communication from the Board regarding what they would like to see changed.

Motion Stated: Director Lehto made a motion requesting a meeting of the Bylaws Committee and an attorney representative from each of the MTPP and TMHCC.

Motion Supported: Director Bamber supported.

- Director Bamber stated that as a committee member, he understood that the Bylaws changes were supposed to be reviewed by the attorney before going to the Board. He requested that the MTPP Attorney and the Program Administrators attorney join the committee in reviewing the Bylaws. Director Bamber asked if there is anyone that is willing to sit with both attorneys to draft acceptable Bylaws changes.

Motion Withdrawn: Director Lehto withdrew his motion.

Motion Stated: Director Lehto motioned for the entire board to review the Bylaws and to have a Special Board of Directors meeting in person with an attorney from each of the MTPP and TMHCC present.

Motion Supported: Director Bamber supported.

Roll Call: Secretary Randall took roll call:

Paul Lehto – Aye	Glen Lile – Aye
Diane Randall – Aye	Judy Maike – Aye
Gary Brandt – Aye	Linda Preston – Aye
William Bamber – Aye	

Motion Status: The motion carried unanimously.

- Director Bamber clarified that this will not necessarily be in conjunction with the April board meeting.

4. General Discussion / Public Comment

- Mr. Harmeyer clarified that the Program Administrator has always been the company, G.B. Kenrick (dba TMHCC) and not an individual, that Chairman Lile is referring to.
- Secretary Randall asked for clarity on Public Act 138 and the historical development of the Par Plan.
 - Mr. Harmeyer provided background as to the development of the Par Plan, emphasizing G. B. Kenrick's founding vision to provide affordable and comprehensive protection to Michigan townships. Stemming from this, there have been 35 years of successful collaboration contributing to the benefit of the members; especially since the introduction of the Grant and Dividend Programs in 2011. Mr. Harmeyer proposed a "Board Day" to walk newer Directors through the articles of incorporation and go over the history of the Par Plan to help provide context and clarity around the formation of the Par Plan, its structure, and its operation.
 - Directors Randall, Maike and Preston expressed interest in attending.
- Public comment included concerns as to the direction the Board is taking with the proposed changes to the bylaws

5. Adjournment

Motion Stated: Director Maike made a motion to adjourn the meeting.

Motion Supported: Director Bamber supported.

Roll Call: Secretary Randall took roll call:

Paul Lehto – Aye
Diane Randall – Aye
Gary Brandt – Aye
William Bamber – Aye

Glen Lile – Aye
Judy Maike – Aye
Linda Preston – Aye

Motion Status: The motion carried unanimously.

Meeting adjourned at 2:54p.m.

Date Ratified:

April 23, 2021

By: Diane F. Randall
Diane Randall, MTPP Secretary