



**CRSA BOARD OF DIRECTORS
FRIDAY, DECEMBER 17, 2021 TELECONFERENCE MEETING
Meeting Minutes
Approved at the January 21, 2022 Meeting**

Board Members in Attendance: Cesar Garcia, Christine Shaw, Tom Sennett, Rick Iovanne, Doug McIntosh, Patrick Flaherty, Keisha Palmer, Joe Fazzino, Alex Knopp, Edward Zelinsky, Toni Boucher

Others in Attendance: Jessica Muirhead, Douglas Magnolia, Matthew Golden, Brian Williams, Andrea Feirstein, Sean Thomas, 507.202.5707, Yam Menon, Mark Chapleau, Matthew Forester, 203.858.9950, Michael Terdeman, Caitlin Ramirez, Karen Jeffers, Courtney Eccles, 617.454.6371, Angela Antonelli, 339.236.0684

1. CALL TO ORDER
 - a. A quorum was declared and the meeting called to order at 10:04 AM.
2. PUBLIC COMMENT
 - a. Vice Chair Tom Sennett opened the floor to public comment. There was no public comment.
3. MEETING MINUTES
 - a. Alex Knopp made a motion to approve the minutes of October 22, 2021, seconded by Joe Fazzino. There was no further discussion. The motion passed unanimously by voice vote.
4. CHAIRMAN'S REPORT
 - a. Mr. Sennett thanked Comptroller Kevin Lembo for his service to the Board as the Chairman and an advocate for the program since its inception. Mr. Sennett commended the Comptroller for his leadership as Chairman of the Board and asked the Board to continue carrying forward the work for the program.
5. PROGRAM DATA ACCESS –
 - a. Mr. Sennett asked Jessica Muirhead to give an update on program data. Ms. Muirhead reported that a final agreement acceptable to the Office of the State Comptroller and the Department of Labor as been drafted and sent to BNY Mellon for review, adding that once the contract is executed, the data access necessary for the program's full launch will be in place. Patrick Flaherty thanked Ms. Muirhead and Yam Menon for their work and persistence on this issue. Mr. Sennett thanked Mr. Flaherty for his work as well.
6. LINE OF CREDIT
 - a. Mr. Sennett acknowledged that Board's work and frugality, noting that the initial allocation of funds from the line of credit were stretched long beyond what it was initially expected to last. He notified the Board that the funds are now exhausted and asked Ms. Muirhead to provide more information.

- b. Ms. Muirhead reported that the original allocation of \$250,000 was meant to cover expenses for the calendar year of 2020 and has been used to pay the expenses of the authority for ten months longer, up through October 2021. She recommended that the Board now request the second advance on the line of credit for \$205,000 per the Board's budget passed in September, noting that this amount will be for the fiscal year 2022, covering July 1st, 2021 to June 30th, 2022.
- c. Mr. Sennett made a motion to authorize the Chairman to make a written request to the Secretary of OPM for an advance to pay the expenses of the Authority, pursuant to C.G.S. Sec. 31-418a, in the amount of \$205,000, and further to negotiate and execute a term sheet for the advance with the Office of the State Treasurer. The motion was seconded by Richard Iovanne. Ms. Shaw asked Ms. Muirhead to share the terms that were negotiated for the first draw on the line of credit subsequent to the meeting. Ms. Boucher asked if these were the funds used for the administration of the program and about the oversight and audit of the funds. Ms. Muirhead replied that the program is required to make reports to the State's auditors and other offices, and that the Board has a committee for finance and budget as well. Ms. Muirhead added that the invoices are paid through the systems at the Office of the State Comptroller, where copies of the invoices, payments, and receipts are kept. Ms. Boucher asked if Ms. Muirhead felt that the allotment is enough for the program's needs to continue. Ms. Muirhead replied that she did think the funding was sufficient at this time. Ms. Shaw added that the purpose of breaking up the allocations from the line of credit was so that the Board could review projections of the budget more frequently as the program grows. Mr. Sennett called the motion to a vote. The motion passed by unanimous voice vote.

7. INSURANCE

- a. Mr. Sennett asked Jessica Muirhead to update the Board on insurance. Ms. Muirhead said they had explored the possibility of Board insurance through a broker, but the minimum fees required were too high for the Board's purposes. She recommended that the Authority move forward with obtaining insurance through the State's insurance board, which will require individual applications from each Board member.

8. BNY MELLON GENERAL UPDATES

- a. Mr. Sennett asked Matt Golden of BNY Mellon to give an update to the Board. Mr. Golden reported that the program has made great progress, including the first payroll contributions that were scheduled to be uploaded later that afternoon. Mr. Golden added that there were four (4) pilot employers who have gone through the enrollment process, with thirty (30) total employees so far. Only two (2) employees have opted out, and an additional five (5) or six (6) employers had expressed interest in joining the pilot. More pilot employers would go through the onboarding process in January after the holidays.
- b. Mr. Knopp asked if there was a process for collecting information from employees who elect to opt out to better understand the reason that action is taken. Mr. Golden replied that Pew Trusts had conducted a survey of employees in the Illinois Secure Choice programs previously, and the primary reason given for opting out is not being able to afford to save. Mr. Golden added that they will take the opportunity to ask that question of the pilot employers for feedback as well. Ms. Boucher thanked Mr. Golden for being sensitive to the needs of small employers.

9. ANNUAL REPORT

- a. Mr. Sennett asked Ms. Muirhead to present the annual report. Ms. Muirhead presented the annual report to the Board and thanked them for the significant amount of effort over the past year, noting that the program is now on the cusp of launch in 2022. Mr. Sennett asked if the report needed to be submitted by the end of the year; Ms. Muirhead replied that it does.

- b. Mr. Sennett made a motion to add the following addition to the report: *“The CRSA also wishes to acknowledge the indispensable contributions of Comptroller Kevin Lembo and thank him for his service to the Board, where he has served as Chairman since March of 2020. Comptroller Lembo was an early and vocal supporter of the Program from its inception and has been essential in ushering it to this final juncture.”* Joe Fazzino seconded the motion. The motion passed unanimously by voice vote.
- c. Mr. Sennett made a motion to approve the annual report as amended. Mr. Iovanne seconded the motion. Ms. Shaw asked to add that the program’s administration is housed within the Office of the State Comptroller, to add page numbers, and to clarify the time period covered by the report. Ms. Muirhead said she would include these and clarify the time period with Attorney Karen Jeffers.
- d. Mr. Sennett made a motion to approve the annual report as amended with the addition of the recognition of the Comptroller’s office, the numbering of pages and the clarification for time frame. Doug McIntosh seconded the motion. The motion passed by unanimous voice vote.

10. 2022 BOARD MEETING DATES

- a. Mr. Sennett brought the Board’s meeting dates as suggested in a previous email by Jessica Muirhead up for discussion and expressed support for continuing to hold monthly meetings. Mr. Sennett asked Ms. Muirhead to explain the proposed schedule options. Ms. Muirhead explained that the Board could elect to meet less frequently in the second half of the year, either bimonthly or quarterly, after the program launches to be respectful of the Board’s time, but that it may be easier to have monthly meetings scheduled which can then be canceled as needed. Ms. Shaw commented that there was previously some discussion of a smaller committee that could meet more frequently than the full Board for oversight.
- b. Mr. Sennett made a motion to schedule monthly Board meeting dates for the calendar year 2022, seconded by Patrick Flaherty. The motion was discussed and passed unanimously by voice vote.

11. EXECUTIVE SESSION

- a. Mr. Sennett acknowledged that there will be a change in the business structure of the firm acting as record keeper for the program in the sale of Sumday from BNY Mellon to Vestwell. Mr. Sennett made a motion to enter executive session for the discussion of proposed contract amendment for Record Keeper pursuant to 1-200(6)€ and 1-210(b)(24), inviting Jessica Muirhead, Yam Menon, and the team members of AKF Consulting and Pullman & Comley. Alex Knopp seconded the motion. The motion passed by unanimous voice vote and the Board entered executive session at 10:49 AM.
- b. Mr. McIntosh recused himself from the executive session discussion and left the meeting at 10:50 AM.
- c. The Board returned from executive session at 11:42 AM.
- d. Mr. Sennett made a motion to authorize the Chairman, AKF, and Pullman and Comley to work with the Bank of New York Mellon, Sumday, and Vestwell on necessary amendments to reflect the change in ownership of Sumday, with the expectation that there will be no material change in the CRSA’s rights or the vendor’s responsibilities in terms of what has been previously agreed to, and will bring the final amendment back to the Board for approval. The motion was seconded by Joe Fazzino. There was no further discussion and the motion passed unanimously by voice vote.

12. FIDUCIARY TRAINING

- a. Mr. Sennett made a motion to defer the fiduciary training in the interest of giving the training the time needed to complete it. Toni Boucher seconded the motion.

13. ADJOURNMENT

- a. Ms. Shaw thanked Kevin Lembo for his contributions to the Board and announced that she would be stepping down as the Treasurer's designee, with a new designee onboarded in January. She thanked the Board for the opportunity to serve and offered to be a part of future discussions regarding ESG.
- b. Mr. Sennett thanked Ms. Shaw for her service and move to adjourn. Ms. Shaw seconded it. There was no further discussion and the motion passed by unanimous voice vote. The meeting adjourned at 11:46AM.