



Member Services Committee Standard Operating Procedures

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Introduction

In every conversation we have, every initiative we explore, and every action we take, we must hold them up against Public Risk Innovation, Solutions, and Management's (PRISM) Mission, Vision and Core Values. Together, the Mission, Vision and Core Values are our strategic framework and clarify why PRISM exists and what we aim to be. As you review this document, please keep these in mind:

Mission:

PRISM is a member-directed risk sharing pool of public agencies committed to providing risk coverage programs and risk management services, which drive member stability, efficiency, and best practices.

Vision:

PRISM will continue to be internationally recognized as a leading risk sharing pool for its member-directed operating philosophy and commitment to member fiscal sustainability. PRISM will continue to influence and shape the future of the risk management profession.

Core Values:

PRISM is dedicated to preserving a member-directed culture, defining standards for quality and performance throughout the industry, and ensuring programs and services are:

- **C**ompetitive in scope and price over the long term
- **A**daptable and customized to meet member needs, based on high-quality standards
- **R**esolute in delivering timely solutions that address present and emerging risks
- **E**quitable in allocating costs and services between various members in a fair and consistent manner
- **S**table in supporting cost-effective, fiscally prudent operations *and* long-term solvency, and in building long-term relationships with members and program/service partners.

Composition

The Committee consists of thirteen (13) members, of which eleven (11) are voting members and two (2) are alternates who are eligible to vote at any meeting where a voting member is absent. Six (6) members serve a two (2) year term, and five (5) members serve a one (1) year term. Each of the alternate members serve a one (1) year term. Individuals serving on the Member Services Committee are appointed by the Executive Committee and ideally have varied expertise, such as risk control, risk analysis/management, finance, human resources, occupational safety & health, and other skill sets.

Committee members are selected from member agencies that participate in at least one PRISM program.

Reference: [Committee Composition](#)

Roles

Committee

The Member Services Committee is responsible for providing guidance to staff on the creation and implementation of new programs and services for the membership. The Committee shall serve in an advisory capacity to the Executive Committee and Board, and recommend policies, procedures and practices to be implemented regarding various member related matters of PRISM.

The Committee is responsible for the following:

- Advise and make recommendations to staff, the Executive Committee, or the Board of Directors regarding new and/or existing programs and services
- Vet and approve service providers for programs and services
- Perform such other functions as the Board of Directors and/or Executive committee may direct.

Reference: [PRISM Bylaws, Article VI, Section 2](#)

Chair

- Call/authorize meeting to be scheduled
- Staff will contact Chair to arrange date, time, location (in-person or Web/Video Meeting)
- Once authorized, staff will notify the Committee members via e-mail
- Call the meeting to order
- Orchestrate agenda items
- Recognize members to facilitate orderly debate
- Preside over voting
- Enforce rules of the group

- Expedite the business of the group
- Declare meeting adjournment
- Attend PRISM's Annual Strategic Planning Retreat
- Conduct meetings according to Robert's Rules of Order and the Brown Act

Vice Chair

- Assume the responsibilities of the Chair in his/her absence

Staff

- Assist Chair in facilitating meeting, preparing agendas, taking minutes, and summarizing meetings for those not in attendance
- Advisory to the Committee
- Will make recommendations to assist Committee
- Execute Committee's directions

Consultants

PRISM utilizes consultants for various services, including but not limited to actuarial, legal advice, third party claims administration, and underwriting. Their role is:

- Advisory to the Committee
- May make recommendations to assist Committee

Responsibilities

- Gather insight from loss data, PRISM Program Committees, other PRISM departments, professional references/affiliations, surveys, and member requests when considering the continuation of existing services, and/or the development of new services/resources
- Review ideas and evaluate model programs presented by staff to determine whether they are viable risk mitigating and/or cost saving opportunities
- Recommend service providers and assist PRISM staff in vendor selection
- Make recommendations to other Committees regarding issues that may have an impact on PRISM members. For example, the Committee would make recommendations to:
 - The Legislative Committee regarding related legislative issues
 - The Executive Committee regarding policy changes
- Develop and direct PRISM's EAGLE (Exemplary Achievement in Government Leadership and Enrichment) Awards Program. The Committee shall review all submissions, choose yearly winners, and review processes of the awards program.
 - Committee Member entities are NOT precluded from participating in the EAGLE Award program. Voting Committee Members whose entity has submitted an application are asked to abstain from voting on EAGLE Award application items related to their entity.

- Review and approve Preferred Provider applications
- Review and approve Enterprise Risk Consultant applications

The Member Services Committee has oversight of the following contracts:

- Enterprise Risk Consultants
- Master Service Agreements (MSAs) managed under the Member Services umbrella

Reference: Policy Statement Regarding Service Provider Contract Review

Reference: 6/1/12 Board of Directors Minute Order

Reference: Joint Powers Agreement, Article 15

Reference: Governance Organizational Chart

Reference: 12/6/18 Executive Committee Minute Order

Reference: Risk Control Guidance and Resource Library

Reference: Partner Program

Reference: Non-Member Participation

Reference: Fees for Inspection Services

Meetings

Code of Conduct/Ethics Policy

The Board has adopted a Code of Conduct, which is applicable to all members, staff, committees and the Board.

Reference: Code of Conduct

Scheduling

The Member Services Committee generally meets four times annually at the PRISM office, or via Web/Video Meeting, unless the Committee chooses a different location. Additional Committee meetings may be called by the Chair. The Chair will attempt to schedule meetings with two months' notice. The general schedule of meetings is:

1st Quarter:

- The Committee reviews utilization reports from the prior year, reviews work-in-progress (projects), and discusses future needs of the membership.

2nd Quarter:

- The Committee reviews work-in-progress (projects), and offers recommendations if warranted.

3rd Quarter:

- Review of EAGLE Award applications.

4th Quarter:

- In addition to regular review of services and progress of projects, the Committee reviews the overall scope of services, considers avenues for feedback from the membership, and makes any recommendations necessary.

Quorum

Pursuant to the Bylaws, a quorum consisting of a majority of the Committee is necessary to start and conduct a meeting (at least 6 members).

Reference: PRISM Bylaws

Voting Requirements:

Pursuant to the Bylaws, the voting requirement is a majority of the Committee (at least 6 members) for all actions of the Member Services Committee.

Conflicts

Pertinent PRISM Code of Conduct Provisions:

2. We are committed to the concepts of democratic, effective and efficient governance by responsible, knowledgeable members of the Board of Directors and Committees with an understanding that official decisions made and actions taken by PRISM are always made in the best interests of PRISM's membership, as opposed to the interests of PRISM's staff, service providers, or other outside interests.

9. We are committed to the principle that conflicts of interest (defined as situations in which a person has a financial or other interest or the appearance of a conflicting interest that would call into question the person's ability to act in an impartial manner with respect to a matter affecting PRISM) should be avoided and where present shall be fully disclosed. This includes situations when a member of the Board, a committee, staff, or vendor has personal interests (including those of his/her family) that are contrary to his/her loyalty to PRISM.

Vote on behalf of PRISM or the Entity I Represent?

Attorney General Opinion No. 00-708 dated 12/8/00 concluded that a member of the governing board (in this case the Member Services Committee) of a Joint Powers Agency may cast a valid vote on a matter before the agency that is inconsistent with the position by the legislative body which appointed the member.

Reference: Attorney General Opinion No. 00-708

Voting When Conflict Arises:

According to FPPC:

- Disqualification
 - For financial interest (exception when action required)
- Abstention
 - Conflicting loyalties
 - Perception you can't be fair
 - Ethical dilemmas (exception for necessity to take action)

According to Robert's Rules of Order:

- Duty to vote if you have an opinion
- Right to abstain
- Personal interest - must abstain except
 - Vote for self in an election
 - Vote if other's interests are included in the motion

Closed Session

Closed sessions may be held in accordance with the provisions of state law and the Brown Act. Information discussed in closed session is confidential. In addition to the Member Service Committee and Legal Counsel, only individuals necessary for the discussion will be present. The Executive Committee has appointed PRISM's General Counsel, the Claims Review Committee's Legal Counsel, and the Claims Review Committee's Alternate Legal Counsel to serve as legal counsel to PRISM's Board of Directors and all PRISM Committees for purposes of obtaining legal advice during closed sessions in accordance with the Brown Act (2/2/12 Executive Committee Meeting, Item 5.B.).

Reference: 2/2/12 Executive Committee Minute Order

Glossary of Terms

Partner Program: an individual or organization that contracts with PRISM to provide specific resources and/or services to PRISM, Members and/or Participants at exclusive terms and price. Partner Program participants are vetted by staff the appropriate Committee and approved under committee action..

Enterprise Risk Consultant: a person with specific areas of expertise who has applied for and been approved by the Committee to provide risk consulting services to PRISM, Members and/or Participants on a project-by-project basis.

Master Service Agreement (MSA): a contract between PRISM and a service provider that establishes the terms and conditions which will govern all current and future activities and responsibilities. PRISM members are able to access services via an MSA,

typically at reduced cost and/or favorable terms.

Preferred Provider: an individual or organization that provides a specific resource or service but does not offer PRISM, Members or Participants exclusive terms or price.. Services and resources offered by providers in this category often appeal to a small or limited audience. Preferred Providers have been vetted by PRISM staff, must submit an application for the Committee to review/consider and be approved by the Committee. Upon approval, applicants are added to the list of providers however their resources and/or services are not advertised.

Risk Control Guidance and Resource Library: A compendium of risk control resources housed on the PRISM website.