



Date: April 27, 2018

To: GEM Designated Voting Representatives

From: 2018 Governance & Nominating Committee

Re: REQUEST FOR NOMINATIONS: Letters of Interest & Bios (Deadline May 11, 2018)

The 2018 GEM Annual Meeting is scheduled to be held at 8:30 a.m. on Friday, July 20, 2018 at the Westin Minneapolis, 88 South 6th Street, MN 55402.

The Governance & Nominating Committee members through the 2018 Annual Meeting are:

- Director Gregory Womack (Committee Chair), Texas Council Risk Management Fund
- Director Brett Davis, Park District Risk Management Agency
- Director Dean Boes, Wisconsin Municipal Mutual Insurance Company

Directors whose terms expire at the 2018 Annual Meeting are:

- *Brett Davis (Expiring 4th Term - Term Limited Out)*
- *Micheon Balmer (Expiring 2nd Term)*
- *Thomas Judy (Expiring 1st Term)*

GEM's bylaws provide that at least sixty (60) days prior to the annual meeting the Governance & Nominating Committee shall solicit suggestions for candidates for available offices.

The term of office for each of the Director positions that expires at the annual meeting is three years. Directors may be re-elected to not more than three successive terms. Designated Member Representatives may submit names of any Designated Representatives to the GEM Governance & Nominating Committee for consideration, including themselves.

All individuals (new candidates and incumbents) that are nominated are required to submit a letter of interest and a brief biography to the committee for consideration by the May 11, 2018 deadline.

All letters of interest and biographies must be received by email or fax no later than May 11, 2018.

E-Mail: executive.services@gemre.com

Fax: 202.318.3220

The Governance & Nominating Committee will formally announce the nominations to the GEM membership via e-mail on Friday, June 1, 2018.

Attached is the adopted schedule for the 2018 GEM Director Nominations & Election.

Reminder:

Please notify the designated member representative that you are nominating, in advance, to confirm the individual is interested in seeking a position on the Board before submitting their name for nomination.

Nomination Requirements:

New candidates and incumbents are required to submit a letter of interest and a brief biography to the Committee by the deadline.

In order to hold a seat on the Board of Directors the individual must be the designated member representative authorized by the Chief Executive Officer (CEO), Board Chair or Board Secretary of the member. Authorization is done by submission of a signed Designated Member Representative Form. The role & responsibilities of the designated member representative, as outlined in the GEM Bylaws, are detailed on the enclosed Designated Member Representative Form.

At the time of the nomination, the member must provide either a signed Designated Member Representative Form (if not already on record), or a confirmation of an approved timeline for submission of the signed form from the CEO, Board Chair, or Board Secretary of the member. The signed Designated Member Representative Form must be received before the annual meeting takes place, and with an effective date on or before the annual meeting date of July 20, 2018, in order for the individual to be eligible to be elected to a seat on the Board.

Governance & Nominating Committee Members:

Gregory Womack (Chair)
Brett Davis
Dean Boes

executive.services@gemre.com



Designated Member Representatives on Record (As Of 04/27/18):

Designated Member Representative:	Member:
Micheon Balmer	California Transit Indemnity Pool
Bob Solarz	Delaware Valley Insurance Trust
Rafaela Ortiz	Enduris
Thomas Judy	Miami Valley Risk Management Association
Bryan Anderson	Michigan Municipal Risk Management Authority
Melanie Matt	Midwest Public Risk
Alan Hulse	Montana Municipal Interlocal Authority
Michael Rebaleati	Nevada Public Agency Insurance Pool
Ty Gagne	New Hampshire Public Risk Management Exchange
Brett Davis	Park District Risk Management Agency
Gregory Womack	Texas Council Risk Management Fund
Parker Chambers	Texas Water Conservation Association Risk Mgmt Fund
David Harmer	Virginia Transit Liability Pool
Ann Bennett	Washington Cities Insurance Authority
Tracey Christianson	Washington State Transit Insurance Pool
Dean Boes	Wisconsin Municipal Mutual Insurance Company

2018 Director Nominations and Election Schedule

(Nominations Committee: Gregory Womack, Brett Davis, and Dean Boes)

Board Seats Up for Election/Re-election in 2018:

- Brett Davis (Expiring 4th Term - Term Limited Out)
- Micheon Balmer (Expiring 2nd Term)
- Thomas Judy (Expiring 1st Term)

April 26 (Thursday) - New Appointments for Governance & Nominating Committee Members

April 27 (Friday) - Request for Nominations (*Bylaws require at least 60 days prior to the Annual Meeting*) – There will be an e-mail notice sent to all Designated Representatives requesting nominations to the Board of Directors. The election schedule will also be provided. Designated Representatives can submit their name or the names of another Designated Representative to the Governance & Nominating Committee for consideration. Letters of interest are required by the deadline for nominations from each prospective candidate and from existing directors who are seeking re-election.

May 11 (Friday) - Deadline for Nominations - This is the deadline for the submission of the names of candidates to the Governance & Nominating Committee. Submissions can be by mail, fax or email.

May 14 (Monday) through May 30 (Wednesday) – Governance & Nominating Committee Meets – The Governance & Nominating Committee will review the submissions and nominate a candidate(s) for each Board seat up for election. The Committee may nominate more than one candidate for each seat. The Committee will endeavor to provide for broad, balanced and diverse representation among Members, taking into account the respective size and geographical location of the Members. The Committee will also try to determine the manner in which prospective candidates would approach their governing responsibilities and the degree of their commitment to the long term success of the Company.

June 1 (Friday) - Nominations Announced via e-mail – The Governance & Nominating Committee will formally announce the nominations to the GEM membership.

June 15 (Friday) - Deadline for Petition Candidates (*Bylaws require at least 20 days prior to the Annual Meeting*) – Any Designated Representative that is not nominated by the Governance & Nominating Committee may petition to be on the ballot. Those individuals interested in petition candidacy should contact the President and Chief Executive Officer for information. Petition candidates must secure the support of twenty (20) percent of the voting power* of the Corporation in order to appear on the ballot.

July 2 (Monday) - Ballots Distributed to Members (*Bylaws require at least 15 days prior to the annual meeting*) – Ballots and voting instructions will be provided to Designated Representatives via e-mail.

July 16 (Monday) - Ballot Return Deadline “via e-mail” – Completed ballots must be signed and returned to the GEM Secretary via e-mail at executive.services@gemre.com.

July 20 (Friday) - Ballot Return Deadline “in-person” – Ballots can be returned to the GEM Secretary at the Annual Meeting, which will be held **Friday, July 20, 2018 at 8:30 a.m. Central Time, at the Westin Minneapolis, 88 South 6th Street, MN 55402.**

July 20 (Friday) - Election Results Announced – The Secretary will reaffirm the votes and announce the election results at the Annual Meeting*.

July 20 (Friday) - Term of Office Begins – The elected Board members will take their seats at the Board meeting held immediately after the Annual Meeting.

* Each member has one vote per \$100,000 of their allocated Surplus Account balance as of 12/31/2017. Each member shall have at least one vote.

Designation of Representative to GEM

GEM bylaws require each Member to designate one individual to represent it and all matters concerning GEM. Please fax a signed copy to Executive Services @ 202-318-3220 or send via E-mail to executive.services@gemre.com. (See copy of Article IV of the bylaws below.)

Pool/Entity Name:

Designates the following individual as its representative:

Representative:	
Street Address:	
City:	
State/Zip Code:	
Telephone #:	
Email:	

*Pool Signature Authorizing the GEM Representative

Effective Date

(*Authorizing Signature must be one of the following: Chief Executive, Board Chair or Board Secretary)

GEM Bylaws:

ARTICLE IV. MEMBERS' REPRESENTATIVES

1. One Individual to be Member's Representative. Upon becoming a Member, each Member shall designate one individual (the "Representative") to represent it in all matters concerning the Corporation, including, where applicable, attendance at any and all meetings of the Members, voting in any and all matters brought before the Members, and executing any and all agreements and documents requiring execution by the Members. Immediately upon designating such individual, the Member shall send written notice of the name, mailing address, e-mail address and telephone number of the Representative to the Secretary of the Corporation, and such designation shall be effective upon the Secretary's receipt of such notice.

2. Selection of Representative. The selection of the Representative for each Member shall be within the sole discretion of the Member, and each Member may remove an existing Representative and designate a successor Representative at any time for any reason, effective upon written notice to the Secretary of the Corporation. In the event that a Member fails to designate a Representative, or in the event of the death or resignation of a Representative, the highest management official of such Member shall be deemed to be its Representative until such Member gives written notice of the designation of a successor Representative to the Secretary of the Corporation. Any action described herein to be taken by a Member shall be taken by the designated Representative of each Member, and any notice to given to a Member hereunder shall be given to the designated Representative of such Member.