

December 13, 2024
Executive Committee Meeting Minutes

AGENDA

December 13, 2024 Executive Committee Meeting Agenda		
Item 1.	Call to order; Establishment of Quorum	Garrett Sprowls, Executive Committee Chair
Item 2.	Discussion and approval of previous meeting minutes - December 13, 2023 Meeting Minutes	Garrett Sprowls Executive Committee Chair
Item 3.	Executive Session - Discussion and deliberation of the performance, compensation, and benefits of the Executive Director of the Surplus Lines Stamping Office of Texas (Personnel Matters - Texas Govt. Code §551.074).	Garrett Sprowls, Executive Committee Chair
Item 4.	Open Session - Discussion and appropriate action regarding the performance, compensation, and benefits of the Executive Director of the Surplus Lines Stamping Office of Texas.	Garrett Sprowls, Executive Committee Chair
Item 5.	Review and Appropriate Action: - Committee Charter	Garrett Sprowls, Executive Committee Chair
Item 6.	Adjournment	Garrett Sprowls, Executive Committee Chair

Item 1. Call to Order

Garrett Sprowls, Chair of the Executive Committee, called meeting to order on December 13th, 2024, at 9:00 A.M.

Meeting was held in-person and a conference call-in number was provided in the Public Meeting Notice. Written notice of this meeting agenda, and all related meeting material were provided to the Texas Department of Insurance Deputy Commissioner of the Financial Regulation Division and designees on December 3rd, 2024, in accordance with the Plan of Operation, Section 2(c)(2).

Written notice of this meeting and related agenda was provided to the committee members on December 3rd, 2024, and submitted to the Secretary of State on December 6th, 2024, in accordance with the Plan of Operation, Section 2(c)(2) for publication in the Texas Register in accordance with the Texas Open Meetings Act. Sprowls called roll to determine participating members pursuant to the Plan of Operation Section 2(c)(6):

COMMITTEE MEMBERS PRESENT

Garrett Sprowls, Committee Chair

Jeff Klein

Lezlee Liljenberg, via videoconference

ALSO PRESENT

Greg Brandon, Executive Director, SLTX

Denisse Amezcua, Director of Human Resources, SLTX

Donna Aug, Director of Finance, SLTX

Marissa G., Administrative Assistant, SLTX

Stan Strickland, General Counsel, Mitchell Williams, Selig, Gates & Woodyard, PLLC

Andrew Guerrero, Company Licensing and Registration Office, Texas Department of Insurance

Minutes taken by SLTX Staff.

Administrative housekeeping announcements:

1. Antitrust activity or discussion are prohibited at all Stamping Office functions. This prohibition includes exchange of information concerning individual company rates, coverages, market practices, claims settlement practices, expenses, or any other competitive aspect of an individual company's operation.
2. No public comments. Public and media attendees should mute lines.
3. Representatives of state agencies and members of the public are welcome to observe or record but refrain from asking questions or interjecting comments.
4. State personnel present may be asked questions related to an agenda item.
5. Members, counsel, and staff participating by phone should identify themselves and mute lines.

Item 2. Discussion and Approval of December 13, 2023, Meeting Minutes

Committee members were provided with a copy of the December 13th meeting minutes. Sprowls asked for any corrections or comments. Having none, Sprowls requested a motion for approval.

Motion: Klein | Second: Liljenberg | Approved Unanimously

Item 3. Executive Session

Sprowls announces the adjournment of Open Session to convene a closed Executive Session pursuant to the Texas Open Meeting Act Government Code Section 551.074 to deliberate the performance, compensation, and benefits of the Executive Director of the Surplus Lines Stamping Office of Texas and discussion and review of general counsel contract. Only Executive Committee members, legal counsel, TDI representatives, and necessary executive staff will be participating during this Executive Session. Meeting to reconvene in Open Session after the Executive Session to vote on Executive Session agenda items as appropriate. The Open Session is adjourned at 9:07 A.M.

Item 4. Open Session

Open Session reconvened at 9:58 A.M. Sprowls called roll to determine participation and establish a quorum. Sprowls asked if there were any comments or questions by the committee members concerning closed agenda item regarding performance, compensation, and benefits of the executive director of the Surplus Lines Stamping Office of Texas.

Conclusion: Sprowls asked for a motion from the committee to recommend the Board approve compensation and benefits for the Executive Director of the Surplus Lines Stamping Office of Texas, Greg Brandon, as follows:

- Payment of an annual bonus of 25% of the 2024 salary to be processed no later than December 31, 2024,
- Merit increase of 4% of annual salary effective January 1, 2025,
- Payment of deferred compensation in the amount of \$23,500 plus \$7,500 catch-up to be processed no later than January 31, 2025.

Motion: Klein | Second: Liljenberg | Approved Unanimously

Sprowls asks if committee members had any comments or questions to present in public session concerning closed agenda item regarding general counsel contract. Klein expressed a desire for continuity and excellent representation, moving forward.

Conclusion: Sprowls asks for a motion for the committee to recommend the Board to approve renewal of general counsel contract as discussed.

Motion: Liljenberg | Second: Klein | Approved Unanimously

Sprowls comments on the need to consider a new chair for the upcoming year, emphasizing the importance of the chair being based in Texas for in-person meetings.

Item 5. Review and Appropriate Action: Committee Charter

Sprowls begins by going over the requirement of the Plan of Operation Section 2(C)(11) which states: each board committee must have a charter and review the charter at least annually. All members were provided with a copy of the current Executive Committee's charter.

Current charter was reviewed, and committee members were given opportunity to suggest revisions or discuss items related to the charter. Sprowls asked if there was any further discussion. General counsel, Stan Strickland, suggested revisiting charter to propose revisions, pending amendments to the Plan of Operation which are to be drafted by TDI in mid-January or when presented to SLTX.

Conclusion: Sprowls asks for a motion for Executive Committee to recommend to the Board that no revisions be made to the Executive Committee charter.

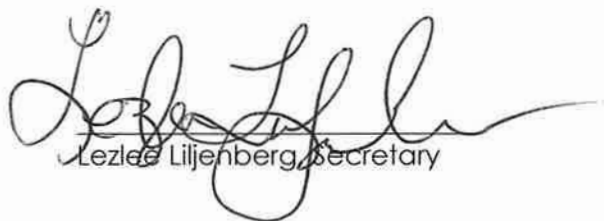
Motion: Klein | Second: Liljenberg | Approved Unanimously

Item 10. Adjournment

There being no other business, Mr. Sprowls made a motion to adjourn.

The meeting adjourned at 10:06 A.M.

Motion: Sprowls | Second: Klein | Approved Unanimously



Lezlee Liljenberg, Secretary