



**SAIF CORPORATION**

**BOARD OF DIRECTORS MEETING**

**Wednesday  
May 26, 2021  
1:00 p.m.**

**SAIF Corporation  
400 High Street SE  
Salem, Oregon**

After determining a quorum was present, the regular business meeting was called to order at 1:02 p.m.

All attendees participated virtually.

**Roll call:**

John Mohlis, Chair  
Maurice Rahming, Vice Chair  
Jenny Ulum  
Krishna Balasubramani  
Jeff Stone

**SAIF Corporation personnel:**

Kerry Barnett, President and CEO  
Ian Williams, Chief Operating Officer  
Holly O'Dell, Vice President of Legal and Strategic Services  
Kelly Carriger, Assistant to the Board

**Other attendees:**

Dennis Karras, Karras Consulting  
Marissa Karras, Karras Consulting

The meeting was webcast internally at SAIF.

**CEO recruitment**

Mr. Mohlis presented an overview of the process used by the board to select the next CEO. The board selected Karras Consulting to lead the search process. They received 53 applicants; 30 percent were ethnically or racially diverse. Karras presented a shortlist of eight candidates for review; four were selected for interview. A SAIF employee survey launched at the end of March, asking employees to choose three competencies they feel are essential in a new CEO from a list of 15. Employees were able to suggest an interview question related to each of the selected competencies. Mr. Mohlis and Ms. Ulum incorporated interview questions submitted by employees into the questions suggested by Karras to place more emphasis on driving employee engagement, external vs. internal focus, and diversity, equity, and inclusion. The board met in executive session on May 3 to discuss the four candidates interviewed. The board came to an informal consensus to move three of the candidates forward for finalist interviews. Before these interviews could occur, one candidate withdrew from the process. The board met in executive session on May 11 to interview the two finalists and, after much discussion, directed Karras Consulting to proceed with references and background checks on the preferred candidate, Chip Terhune.

Mr. Karras reported Mr. Terhune has an undergraduate degree in international studies and a graduate degree in public affairs. He has held executive leadership roles in business and government with experience in health insurance, technology, and government affairs. He is currently the Senior Vice President and General Manager of Government Programs and Accounts for Medicision. Some of Mr. Terhune's previous roles include Vice President of Business Strategy for Cambia Health Solutions and Chief of Staff for Governor Ted Kulongoski.

Ms. Ulum commented that she was impressed by the quality of candidates Karras brought forward. The board was fortunate to have such a good selection of people. She values Mr. Terhune's knowledge of Oregon and his experience in state government, not to mention his skills, qualifications, and personal attributes. Ms. Ulum is excited to find someone worthy to succeed Mr. Barnett in this role.

Mr. Stone stated that the board can set the course for the future and feels good about offering Mr. Terhune the CEO position. He expressed his thanks to Karras Consulting, the SAIF team, and employees for their input.

Mr. Balasubramani thanked Mr. Mohlis and Ms. Ulum for the time spent on the recruitment process. In Mr. Terhune's interview, it was clear that he understands how unique SAIF is and the collaborative process necessary for SAIF and the workers' compensation system to be successful. Mr. Rahming stated he looks forward to working with Mr. Terhune and moving SAIF forward.

Ms. Ulum reported that the compensation committee met before this meeting to review salary placement information. Based on their research and in conjunction with human resource's assistance, the compensation committee recommends a starting base of \$500,000, which is just under 92 percent of the benchmark. The board decides each year if a bonus is appropriate based on the prior year's performance.

Motion Ms. Ulum, second Mr. Stone, to offer the SAIF President and CEO position to Chip Terhune at a base salary of \$500,000 and a bonus to be considered as appropriate and all of the benefits commensurate with the position and past practice at SAIF. The vote was unanimous, and the motion was carried.

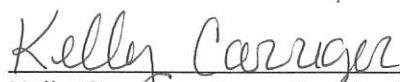
At 1:16 p.m., the board recessed to allow Chair Mohlis to contact Mr. Terhune and offer him the position of SAIF's CEO.

At 1:26 p.m., the board reconvened. Mr. Mohlis announced that Mr. Terhune had accepted the offer of employment as the next CEO of SAIF. His start date is June 24, and he expressed his thanks to the board.

Mr. Mohlis expressed his thanks to Ms. Ulum, the board, Mr. Williams, Ms. Carriger, and Karras Consulting. This was a great team effort, and he is confident SAIF will continue moving forward under Mr. Terhune's leadership.

### **Adjournment**

There being no further business, the meeting was adjourned at 1:31 p.m.

  
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Kelly Carriger, Executive Assistant to the Board