

MASSACHUSETTS  
REINSURANCE PLAN

OPERATIONS COMMITTEE MEETING

Minutes of a Meeting  
Thursday May 5, 2022

An Operations & Audit Committee meeting of the Massachusetts Reinsurance Plan ("MRP") was held on Thursday May 5, 2022 @ 8:30AM at MIT Endicott House, 80 Haven Street, Dedham, MA 02026

The following committee members participated remotely:

Peter T. Robertson, Esq., Chairperson (*zoom*)  
James R. Bacon, Secretary (*zoom*)  
Joe Zorola, Vice Chairperson (*zoom*)  
Richard W. Brewer, Member (*in person*)

The following MRP staff/consultants were present:

William T. McGrail, Chairman MRP (*in person*)  
Robin M. Ward, Director of Administration (*in person*)  
Matt Mancini, DOI (*zoom*)

1. Call Meeting to Order

Mr. Robertson called the meeting to order @ 8:30AM. Ms. Ward kept a record of the meeting.

2. Quorum and Notice

Mr. Robertson stated that three Committee members were participating remotely, and one in person and a quorum was met. Mr. Robertson reported that the required notices for the meeting had been sent to the Secretary of State, Executive Office of



the Administration and Finance, and the Division of Insurance and placed on the Plan's website.

3. Approval of Minutes from March 25, 2022 meeting

The prior minutes had been distributed to all. A ***motion*** was made by Mr. Brewer and seconded by Mr. Zorola to accept the minutes as presented. The motion passed unanimously.

***Roll call vote:***

***Mr. Bacon – yes***

***Mr. Zorola – yes***

***Mr. Robertson – yes***

***Mr. Brewer- yes***

3. Review of CEO performance & compensation

Mr. Robertson began by stating that all Committee members had received a copy of the annual state of the Plan prepared by Mr. McGrail; a copy of which is included within these minutes. Mr. Robertson also distributed a handout titled "CEO Compensation Review (April 2022) and a memorandum dated April 4, 2022; copies of which are included within these minutes. Mr. Robertson began by stating that Mr. McGrail and employees have done a wonderful job by keeping the Plan on track and running smooth. He reviewed the data that he sent to all committee members stating that Mr. McGrail is well below the salary compensation of other Insurance industry COO's & CEO's. A discussion began as to an increase in Mr. McGrail's salary in addition to a



merit increase. Mr. Bacon stated that the raises in past years have been conservative and compounded to the COO roll limited to merit, however for executive compensation, especially in Boston, has outpaced what we have been paying him. The discussion continued. Mr. Robertson stated that in the marketplace in Massachusetts for 2022 there running at 3.25% to 5% merit increase.

Mr. Zorola made a *motion* to have the merit increase be 5% for Mr. McGrail and Ms. Ward retroactive to January 1, 2022, it was seconded by Mr. Brewer. It passed unanimously.

***Roll Call Vote:***

***Mr. Zorola – yes***

***Mr. Brewer-yes***

***Mr. Bacon – yes***

***Mr. Robertson- yes***

Mr. Robertson continued with discussing the market adjustment for Mr.

McGrail, Mr. Brewer stated that he should be in the 40<sup>th</sup> percentile of other CEO's in the same industry.

Mr. Bacon made a *motion* to make a step change in compensation to be more relative to the marketplace of \$315,000K for Mr. McGrail's salary retroactive to January 1, 2022, Mr. Brewer seconded the motion; it passed unanimously.

***Roll Call Vote:***

***Mr. Bacon- yes***

***Mr. Robertson – yes***

***Mr. Brewer – yes***

***Mr. Zorola - yes***



A discussion ensued on merit increase percentage. Mr. Brewer stated that Mr. McGrail's compensation is modest compared to CEO and COO data and would recommend a higher percentage increase, Mr. Robertson agreed. Mr. Zorola thanked Mr. Brewer for his input and agreed with the higher percentage recommended. Mr. Bacon stated he agreed. Mr. Robertson stated that Mr. McGrail does an excellent job and stated that we should entertain a bonus for this year.

5. Other Business

Mr. McGrail stated that he would like to thank the committee he is both humbled and grateful and appreciative of Ms. Ward and Mr. Piurkowski work in achieving the mission of the Plan. Mr. Robertson thanked Mr. McGrail and Ms. Ward and Mr. Piurkowski.

6. Adjournment

A *motion* was made by Mr. Brewer and seconded by Mr. Zorola to adjourn the meeting @ 8:58 AM. The motion passed unanimously.

*Roll call vote:*

*Mr. Robertson – yes*

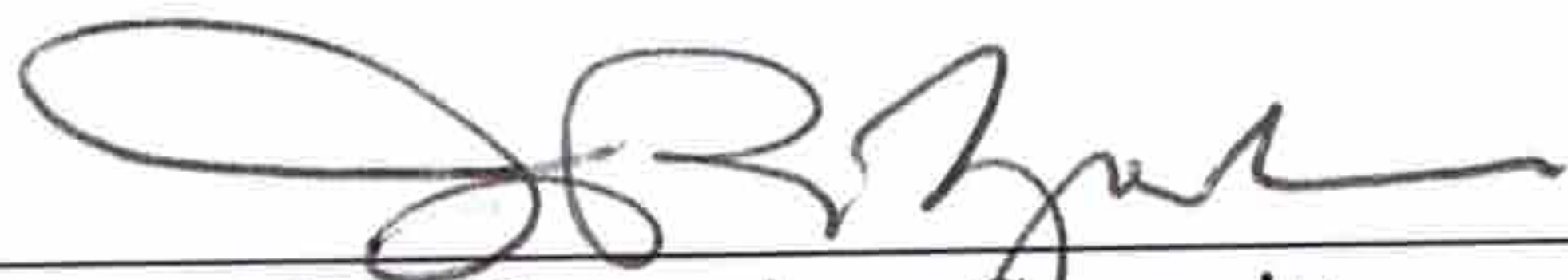
*Mr. Zorola – yes*

*Mr. Bacon - yes*

*Mr. Brewer- yes*



A true record transcribed on June 21, 2022, by Robin M. Ward.

A handwritten signature in black ink, appearing to be "J. R. Ryan", written over a horizontal line.

MRP Operations Committee