

**CORDOVA ELECTRIC COOPERATIVE  
REGULAR BOARD MEETING  
NOVEMBER 14, 2022  
MINUTES**

**1. CALL TO ORDER**

Chair **Joe Cook** called the Regular Meeting of the Board of Directors of Cordova Electric Cooperative to order at 6:00 PM on November 14, 2022.

**2. ROLL CALL**

Present for roll call were Chair **Cook** and Directors **Scott Pegau, Steve Ranney, Stephen Phillips, Rob Campbell, Andrew Smallwood, and Jeremy Botz**. A quorum was present. Also present was CEO, **Clay Koplín**, Manager of Generation, **Russ Goss**, Technology Manager, **Trever Kudrna**, and Executive Assistant/HR Coordinator, **Leif Stavig**.

**3. MEMBERSHIP PARTICIPATION**

**4. APPROVAL OF AGENDA**

M/**Ranney S/Smallwood** to approve the agenda. Voice vote: **Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes**. Motion passed.

**5. CONSENT AGENDA**

**a. Minutes of October 26, 2022 Regular Meeting**

**b. Minutes of November 5, 2022 Special Meeting**

M/**Phillips S/Ranney** to approve the consent agenda. Voice vote: **Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes**. Motion passed.

**6. DISCLOSURES OF CONFLICTS OF INTEREST AND EX PARTE COMMUNICATIONS**

**7. MANAGEMENT REPORTS**

**a. CEO Report**

**b. Financial Reports**

**Koplín** delivered reports and answered questions.

**8. NEW BUSINESS**

**a. Bylaw Committee Proposed Amendments**

M/**Ranney S/Phillips** to forward the Bylaw Committee's bylaw amendments for the membership to vote on at the 2023 Annual Meeting. Voice vote: **Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes**. Motion passed.

**b. Nominating Committee Appointment**

M/**Botz S/Ranney** to appoint Mimi Briggs, Theresa Carte, John Whissel, and Sarah Phillips to the Nominating Committee, with Mimi Briggs to serve as chair of the committee. Voice vote: **Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes**. Motion passed.

**c. Board Attendance at APA Legislative Conference in Juneau**

M/**Pegau S/Ranney** to authorize CEC Board Directors Joe Cook and Jeremy Botz to attend the 2023 Alaska Power Association Legislative Conference in Juneau, Alaska. Voice vote: **Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes**. Motion passed.

**9. UNFINISHED BUSINESS**

M/*Pegau* S/*Phillips* to allow the board members who are interested to attend a joint meeting with the CTC board to examine the potential headquarters building. Voice vote: *Pegau*-yes, *Cook*-no, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes. Motion passed.

**10. INFORMATION ITEMS**

- a. Board Directors, Officers, and Committees
- b. Board Attendance at Regular Meetings
- c. Correspondence from Cordova School District
- d. Correspondence from CoBank CEO

**11. OTHER ITEMS**

- a. Christmas Decorating Contest
- b. Policy Review (Policies on OneDrive)
  - Policy 109 – Services of Consultants
  - Policy 111 – Operational Policy

**12. EXECUTIVE SESSION**

- a. HQ Planning – Reason #1 Financial

M/*Phillips* S/*Ranney* to go into executive session to discuss HQ planning, the immediate knowledge of which would clearly have an adverse effect on the cooperative. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes. Motion passed. The board went into executive session at 6:42 PM and exited at 7:28 PM. No action was taken in executive session.

**13. PENDING AGENDA**

- a. Board Pending Events Calendar
- b. Christmas Party – Saturday, December 3rd – Powder House
- c. December Meeting – Staff will poll board for December availability

**14. SUMMARY OF BOARD DIRECTION TO CEO**

- Schedule Special Meeting for budget
- Letter to CTC

**15. BOARD COMMENTS**

*Smallwood* said he spent several hours with CEC staff and was impressed.

*Ranney* said they made some big changes to the PO structure, and that was his window into what CEC was doing. He feels like he is missing some of that.

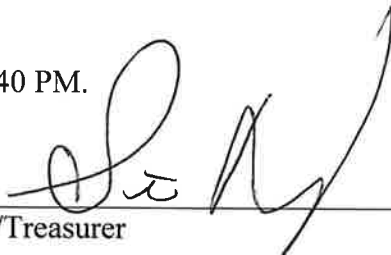
*Campbell* said he agreed with *Ranney*.

*Cook* said he felt like they had made some progress at the meeting.

**16. ADJOURNMENT**

M/*Ranney* to adjourn. Meeting adjourned at 7:40 PM.

- 1/25/23  
\_\_\_\_\_  
Date Approved

  
\_\_\_\_\_  
Secretary/Treasurer