

**CORDOVA ELECTRIC COOPERATIVE
REGULAR BOARD MEETING
APRIL 28, 2023
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 April 28, 2023.

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 Manager of Finance, *Emma Merritt*, Manager of Generation, *Russ Goss*, and Executive Assistant/HR Coordinator, *Leif Stavig*.

3. MEMBERSHIP PARTICIPATION

4. APPROVAL OF AGENDA

M/*Phillips* S/*Ranney* to approve the agenda.

M/*Phillips* S/*Ranney* to amend the agenda to add item 'e' under New Business, a discussion about FBI and InfraGard program. Voice Vote: *Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes*. Motion passed.

Voice Vote on Main Motion: *Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes*. Motion passed.

5. CONSENT AGENDA

a. Minutes of March 22, 2023 Regular Meeting

b. Minutes of April 11, 2023 Special Meeting

M/*Ranney* S/*Campbell* 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

Merritt answered questions in the CEO report.

b. Financial Reports

Merritt delivered the financial reports.

8. NEW BUSINESS

a. Appoint Bylaw Committee

M/*Phillips* S/*Ranney* to appoint *Phillips, Ranney, and Botz* to the Bylaw Committee. Voice Vote: *Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Smallwood-yes, Botz-yes*. Motion passed.

Cook appointed *Phillips* as the chair of the committee.

b. Appoint Board of Adjustment

Cook appointed *Pegau*, *Smallwood*, and *Campbell* to the Board of Adjustment, with *Pegau* as chair.

c. CoBank Sharing Success

M/Ranney S/Phillips to direct staff to begin advertising the CoBank Sharing Success program with CEC's match up to \$10,000. Voice Vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes. Motion passed.

d. Metering Error

M/Ranney S/Phillips to approve an adjustment beyond the three-month Tariff limitation and credit \$6,700 overbilled and cancel \$7,700 underbilled. Voice Vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes. Motion passed.

e. Discussion About FBI and InfraGard Program

Phillips said he attended a conference and recommended CEC establish an open line of communication to the FBI and apply for the InfraGard program.

9. UNFINISHED BUSINESS

a. Board Self-Evaluation

The board reviewed and updated the self-evaluation.

10. INFORMATION ITEMS

a. Thank You from Kiley Burton

b. Letter from Governor to Clay Koplín re: Appointment to Task Force

c. Board Directors, Officers, and Committees

d. Board Attendance at Regular Meetings

11. OTHER ITEMS

a. Conflict of Interest Policy Annual Review

b. Policy Review (Policies on Sharepoint)

▪ **Policy 129 – Cooperative Issued Electronic Tablets**

▪ **Policy 201 – Organization Policy**

12. EXECUTIVE SESSION

13. PENDING AGENDA

a. Board Pending Events Calendar

14. SUMMARY OF BOARD DIRECTION TO CEO

- Fuel Efficiency Numbers
- Tariff revision per memo from legal council
- FBI communication and Infragard application
- Schedule Board Training with Andy
- Consider tablets for the board

15. BOARD COMMENTS

Ranney said he wanted staff to bring things to the board meetings.

Smallwood appreciated how easy it was to communicate with power plant employees.

Campbell said it would be great to have an idea what their outage stats are.

Cook said hopefully things were moving along on the building move.

16. ADJOURNMENT

M/**Phillips** to adjourn. Meeting adjourned at 7:08 PM.

5/24/23

Date Approved

Secretary/Treasurer



