

**CORDOVA ELECTRIC COOPERATIVE
REGULAR BOARD MEETING
APRIL 23, 2025
MINUTES**

1. CALL TO ORDER

Chair **Stephen Phillips** called the Regular Meeting of the Board of Directors of Cordova Electric Cooperative to order at 6:04 PM on April 23, 2025.

2. ROLL CALL

Present for roll call were Chair **Phillips** and Directors **Steve Ranney**, **Andrew Smallwood**, **Natasha Casciano**, and **Lynnette (Lohse) Wright**. **Joe Cook** and **Rob Campbell** were absent. A quorum was present. Also present was Chief Executive Officer, **Clay Koplin**, Manager of Finance, **Emma Merritt**, Manager of Technology, **Trever Kudrna**, and auditor, **Julie Desimone**.

3. MEMBERSHIP PARTICIPATION

4. APPROVAL OF AGENDA

M/**Ranney S/Casciano** to approve the agenda. Voice Vote: **Cook**-absent, **Ranney**-yes, **Phillips**-yes, **Campbell**-absent, **Smallwood**-yes, **Casciano**-yes, **Wright**-yes. Motion passed.

5. CONSENT AGENDA

a. Minutes of February 26, 2025 Regular Meeting

b. Minutes of March 26, 2025 Regular Meeting

M/**Ranney S/Smallwood** to approve the consent agenda. Voice Vote: **Cook**-absent, **Ranney**-yes, **Phillips**-yes, **Campbell**-absent, **Smallwood**-yes, **Casciano**-yes, **Wright**-yes. Motion passed.

6. DISCLOSURES OF CONFLICTS OF INTEREST AND EX PARTE COMMUNICATIONS

7. MANAGEMENT REPORTS

a. CEO Report

Koplin delivered the CEO Report.

b. Financial Reports

Merritt delivered the financial reports.

c. Audit Presentation by Moss Adams

Desimone delivered a presentation on the audit.

8. NEW BUSINESS

a. Accept Audit

M/**Ranney S/Smallwood** to table the audit acceptance until next month. Voice Vote: **Cook**-absent, **Ranney**-yes, **Phillips**-yes, **Campbell**-absent, **Smallwood**-yes, **Casciano**-yes, **Wright**-yes. Motion passed.

b. Appoint Bylaw Committee

M/**Ranney S/Wright** to move to appoint Joe Cook, Steve Ranney, and Natasha Casciano to the Bylaw Committee. Voice Vote: **Cook**-absent, **Ranney**-yes, **Phillips**-yes, **Campbell**-absent, **Smallwood**-yes, **Casciano**-yes, **Wright**-yes. Motion passed.

c. Appoint Board of Adjustment

Phillips appointed *Campbell*, *Wright*, and *Smallwood* to the Board of Adjustment, with *Smallwood* as Chair.

d. Revise Policy 425

M/*Ranney* S/*Casciano* to approve Policy 425 as revised. Voice Vote: *Cook*-absent, *Ranney*-yes, *Phillips*-yes, *Campbell*-absent, *Smallwood*-yes, *Casciano*-yes, *Wright*-yes. Motion passed.

e. CEO Contract

M/*Ranney* S/*Wright* to go into executive session to discuss a personnel matter involving the CEO. With no objection, the board went into executive session at 7:10 PM and exited at 7:37 PM. No action was taken in executive session.

M/*Ranney* S/*Smallwood* to direct the chair to negotiate the CEO contract. Voice Vote: *Cook*-absent, *Ranney*-yes, *Phillips*-yes, *Campbell*-absent, *Smallwood*-yes, *Casciano*-yes, *Wright*-yes. Motion passed.

f. Board Self-Evaluation – Review for 1st Quarter

The board reviewed the checklist.

g. Conflict of Interest Forms

The board completed conflict of interest forms and gave them to staff.

9. UNFINISHED BUSINESS

10. INFORMATION ITEMS

- a. Annual review of Policies 101, 103, 127**
- b. Board Directors, Officers, and Committees**
- c. Board Attendance at Regular Meetings**

11. OTHER ITEMS

- a. Policy Review**
 - **Policy 427 – Secondary Employment**
 - **Policy 425 – Drug and Alcohol Use and Testing**

12. EXECUTIVE SESSION

a. CEO Contract

Executive session was held under agenda item 8e

13. PENDING AGENDA

a. Pending Events Calendar

14. SUMMARY OF BOARD DIRECTION TO CEO

- Financial dashboard on project status.

15. BOARD COMMENTS

Wright thanked everyone for the hard work and good audit report.

Casciano said she appreciated the hard work. She thought the financials in the new format was helpful.

Ranney said clean audit was great. He congratulated **Phillips** on running a good meeting. He said he was a little uneasy with staff moving away from Humpback Creek and towards Crater Lake since it's a group decision and the board should be involved.

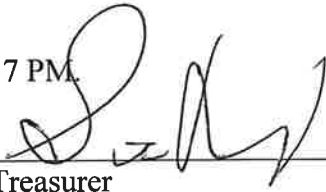
Phillips said thank you to the board and staff.

16. ADJOURNMENT

With no objection, meeting was adjourned at 8:17 PM.

5/28/25

Date Approved



Secretary/Treasurer

