Regular Meeting Minutes
Salem Electric Board of Directors

18 December 2019 6:00 p.m.

1. CALL TO ORDER: The Salem Electric Board of Directors meeting was called to order by President Jeff Anderson. Directors present: Jeff Anderson, Dave Bauer, Joe Van Meter, Alicia Bonesteele*, Cindy Condon, and Jan Bargen. Staff members present: Tony Schacher, General Manager; JB Phillips, Engineering and Operations Manager; Chris Krieck, Administrative Services Manager; Britni Davidson, Member Services Manager; Michael Richman, IT Manager; and Cindy Lenker, Executive Assistant. (A list of the members, employees, and guests in attendance are in the Supplemental Minutes Book.)

*Bonesteele attended via conference call.

2. **EXECUTIVE SESSION**: The meeting convened at 5:55 p.m. and the board immediately went into Executive Session in Meeting Room D with Aldrich auditors Scott Daniels and Lindsey Godfrey. The regular meeting reconvened at 7:05 p.m. in the Board Room.

3. APPEARANCE OF INTERESTED MEMBERS

4. MEETING AGENDA: **MOTION** made by Van Meter, seconded by Bauer and **carried unanimously** to approve the Meeting Agenda as presented.

5. CONSENT CALENDAR: **MOTION** made by Bauer, seconded by Van Meter and **carried unanimously** to approve the Consent Calendar with the removal of Item 4D – Financial Report. A question was asked and answered regarding the impact of the rate increase on operating revenue.

6. CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT CALENDAR: **MOTION** made by Condon, seconded by Bauer and **carried unanimously** to approve Item 4D – Financial Report.

7. INFORMATION/ACTION ITEMS:

   2020 Agenda Items List - Information: Schacher reviewed the 2020 Annual Agenda Items list. Bargen asked what the procedure is to have new or additional topics considered for the board meeting agendas. Anderson said either through new business or by contacting a member of the Executive Committee.

   Board Engagement Meeting Agenda - Information: Once the votes for potential discussion topics are tallied Schacher will meet with Russell Green to finalize the agenda.

   Support NRECA RC3 Program - Action: **MOTION** made by Van Meter, seconded by Bauer and **carried unanimously** approving the staff recommendation to approve staff involvement in the NRECA RC3 Online Cybersecurity Self-Assessment License Program and the signing of the support letter required by NRECA.

   Appoint NRECA Voting Delegate – Action: President Anderson appointed Van Meter as this year's NRECA voting delegate with Bauer as alternate.

   Forfeiture of Unclaimed Capital Credits: **MOTION** made by Van Meter, seconded by Bargen and **carried unanimously** to approve Resolution 12-18-19 as presented.

   Board Authority – Action: **MOTION** was made by Bauer, seconded by Condon and **failed with three in favor and three opposed** to approve the revised and reformatted Board Authority Policy as presented. President Anderson referred the policy back to the Board Policy Committee for a second look.

Board Donations – Action: **MOTION** made by Bauer, seconded by Bonesteele and **carried unanimously** to approve the revised and reformatted Board Donations Policy as presented.

Directors – Electronic Equipment for Directors – Action: **MOTION** was made by Bauer, seconded by Condon and **carried with five in favor and one abstained** to approve the revised and reformatted Directors – Electronic Equipment for Directors as amended, changing "chooses to purchase" to "keeps", and changing any reference to "Apple iPad" or "iPad" to "device."

Leadership Youth - Action: **MOTION** made by Bauer, seconded by Bargen and **carried with five in favor and one opposed** to approve the revised and reformatted Leadership Youth Policy as presented.

Department Updates: Krieck reviewed a change in accounting standards with regard to accounting of retiree health care costs. Phillips reported that November 2019 was the 27th No Outage month in the co-op's history and gave an update on current line personnel availability trends. Davidson presented the criteria used when considering the feasibility of adopting energy efficiency programs and reported on the potential savings associated with battery-powered lawn equipment. She also reported that Salem Electric's float received the Best Use of Lights at the Keizer Holiday Lights Parade.

Manager's Report: Schacher reported that the RURAL Act passed the House and would be considered by the Senate later in the week; the NWPPA Resolutions process is underway and that staff would forward information as it becomes available; and that the Guatemala electrification project continues moving forward.

Strategic Planning Document Update: Schacher reviewed updates to the Strategic Planning Document.

Outside Meeting Reports: None.

8. APPEARANCE OF INTERESTED MEMBERS

9. NEW BUSINESS/GOOD OF THE ORDER: Bargen invited directors to provide input to the Board Policy Committee members with regard to the Board Remunerations and Fees Policy and the Board Authority Policy prior to the committee's meeting in January.

10. EXECUTIVE SESSION: None.

11. ADJOURN: Meeting adjourned at 8:52 p.m.

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Joe Van Meter, Secretary/Treasurer

Approved Pursuant to Board Action on

January 28, 2020

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Jeff Anderson, President

SALEM ELECTRIC BOARD MEETING AGENDA
6:00 p.m. Wednesday December 18, 2019

1. CALL TO ORDER

2. EXECUTIVE SESSION – DIRECTORS MEET WITH AUDITORS

3. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)

3. MEETING AGENDA (Approve)

4. CONSENT CALENDAR (Approve)

A. Minutes of Prior Meetings 1-3
November 26, 2019
B. Acceptance of new members (174)
C. Release of members no longer taking service (134)
D. Financial Report 4-13
E. Engineering & Operations Report.....14-20
F. Member Services Report 21-22
G. Director Remuneration Forms.....23-39

5. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)

6. INFORMATION/ACTION ITEMS

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- Leadership Youth – Action (Bauer) 51-52

7. MONTHLY REPORTS

Department Updates (Department Managers)
Manager's Report (Schacher)
Strategic Planning Document Update (Schacher)
Outside Meetings Reports (Directors)

8. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)

9. NEW BUSINESS/GOOD OF THE ORDER

10. **EXECUTIVE SESSION**

11. ADJOURN (Next Meeting: January 28, 2020 – 6:00 p.m.)