

EDITED MINUTES OF BOARD MEETING*
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
July 26, 2017

Call to order: Chairperson Kendal Nichols called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:30 am on Wednesday, July 26, 2017.

Roll Call: Directors Alexander, Becker(Vice-Chairman), Colby, Connolly, Fahey, Gibeaut(Secretary), Link, Nichols(Chairman), and Parr(Treasurer). Employees in attendance for the meeting were CEO Porter and Mohns (Executive Assistant) who served as recording secretary. Other employees in attendance for parts of the meeting were Gessner (Operations Manager), Kerska (Member Services Manager), Miller (Manager of Safety), Roberts (Manager of Support Services) and West (Chief Financial Officer).

Invocation/Safety Message: The meeting began with reciting the Pledge of Allegiance followed by Fahey's invocation and Alexander's safety message on Lyme's disease.

Approval of Agenda: The agenda was approved as sent. Parr requested that the procedure for the review of the board expense reports should be an addition to the agenda.

Chairman's Report: No report.

CEO's Report: Porter will hold one to one meetings with all board members, and distributed the form he has been using with all the employees in preparation for these meetings.

Financial Committee Review: Financial Committee Review completed by Alexander, Colby and Parr. Motion by Parr and seconded that the financial review was acceptable. MOTION CARRIED.

Minutes and Consent Items: Motion by Link and seconded to approve the June 21, 2017 board minutes with a noted change and the Consent Agenda Items including the redemption of escheated funds. MOTION CARRIED.

Presentations: Mike Bunney, NRUCFC, gave an hour-long presentation to assist the board in the development of the *Strategic Planning Identified Imperative #3: Review and recommend an updated long-range financial policy/plan that provides strategic guidance on equity, financial coverage ratios, plant investment and patronage capital retirement.* Following his PowerPoint presentation, a question and answer period was held.

Executive Session: Board went into the Executive Session at 11:50 pm to discuss the board operational policy and other employee matters. Board came out of executive session at 12:35 pm.

Board Action Items:

- Discussion held on the proposed Mission and Vision statements, suggesting adding embracing the cooperative principles in the Mission statement. Board members thanked Kerska for her department's work. Motion by Becker and seconded to approve the Mission Statement to read: *Adams-Columbia Electric Cooperative, embracing the cooperative principles, is dedicated to the safe, reliable delivery of electricity to our*

members and the Vision Statement to read: Through honesty and integrity, Adams-Columbia Electric Cooperative will be members' trusted source of safe, reliable electricity, superior customer service and community support. MOTION CARRIED.

- Motion by Parr and seconded to approve the revised and renamed Policy #2-32 – Board of Director Operational Policy (formerly Director Training, Education and Development) with several changes noted. MOTION CARRIED.
- Motion by Colby and seconded to rescind policies: Policy #2-3 Directors Fees and Expenses, Policy #2-4 Dates of Board of Directors Meeting and Policy #2-31 Meeting Delegates as these were incorporated into the revised Policy #2-32. MOTION CARRIED.
- Motion by Gibeaut and seconded to contract with ICON for this year's CEO Evaluation Review at a cost of \$18,600. Porter requested the union steward, inside union representative and ACEC's attorney included in the evaluation interviews unless the cost was prohibitive. MOTION CARRIED.
- Motion by Colby and seconded to implement the proposed one-time Special Early Retirement Option for employees attaining a combination of years of service with ACEC and age added together and equaling or exceeding 82. MOTION CARRIED. The option will be available through August 31, 2017 with retirement by September 30, 2017.
- Motion by Parr and seconded that the board approval of board expense reports be at the following month's meeting after the board has had the chance to review the reports in the boardbook and should be a separate item on the meeting agenda. MOTION CARRIED.
- United Way of Inner Wisconsin submitted an application to the Operation Round-Up committee, but the Operation Round-Up bylaws do not allow for general fundraising efforts, it was suggested utilizing FYF money. Motion by Parr and seconded to hold off in awarding FYF dollars to the four United Way groups in our service territory till reviewing the 2018 annual budget. MOTION CARRIED.

Resolutions: None

Departmental Reports: Departmental reports were given by the staff. Tentatively, WECA is scheduling the NRECA International Power Africa group to tour ACEC's Friendship office and meet with key staff on September 18, 2017. Becker may join the group as he is on the NRECA International Committee. Fahey noted several spelling errors in the most recent monthly bill stuffer newsletter. West shared the recent storm costs at approximately \$270,000 which included over forty poles and ten transformers. He will submit for reimbursement from the Wisconsin Disaster Fund.

Connolly requested the Conference & Training report added to the Diligent Resource Center. Becker shared his invite from Ron Kind regarding his open reception/fundraiser at the Great Northern Distilling in Plover on Tuesday, August 1, 2017.

Carly Fiorina's CFC Forum recorded presentation on Leadership was viewed by those in attendance.

Calendar:

- The next monthly Board Meeting will be Wednesday, August 23, 2017, beginning at 9:30 am. Becker noted he will need to be excused for a brief conference call for the NRECA ACRE meeting at 11:00 am that day.
- NRECA will hold the Legislative Fall Fly-in on September 25-27, 2017. WECA is sponsoring a member to attend. No directors will attend, but encouraged a senior staff member to attend.

Adjournment: Motion by Parr and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 3:08 pm.

Cheri Gibeaut, Secretary
Board approved on August 23, 2017

**These minutes have been edited to remove any confidential or sensitive information.*

Note: Minutes of the monthly board meeting will not be published until after board approval at the following monthly board meeting.