

EDITED MINUTES OF BOARD MEETING*
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
May 24, 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, May 24, 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), Reuterskiold (Manager of Sales/Service and Transportation, Roberts (Manager of Support Services) and West (Chief Financial Officer).

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

Approval of Agenda: The agenda was approved as sent. Vice-Chairman Becker added recap of Annual Meeting and Outreach to membership to the agenda.

Chairman's Report: Nichols expressed congratulations to several board members for their years of service milestones: Connolly - 10 years; Alexander - 20 years and Becker 35 years of service.

CEO's Report: Porter suggested evening board meetings in 2018. Mike Bunney from CFC will attend the July board meeting to present Equity Management. Books (Equity Management and Commitment to Excellence) are available to board if requested.

Financial Committee Review: Review completed by Connolly, Fahey and Nichols. Motion by Connolly and seconded that the financial review was acceptable. MOTION CARRIED.

Minutes and Consent Items: Motion by Link and seconded to approve the minutes of the April 19, 2017 Board Meeting, the May 16, 2017 Annual Meeting Minutes and Consent Agenda Items. MOTION CARRIED.

Board Action Items:

- Motion by Becker and seconded to publish edited/abbreviated monthly board meeting minutes on ACEC website. MOTION CARRIED. Mohns was instructed to check with Attorney Berman on what is appropriate.
- Motion by Gibeaut and seconded to accept the five-year contract with Bauman Associates for auditing services. MOTION CARRIED.
- Lengthy discussion on several redlined board policies and the board is to send redlined versions with recommendations to Porter and these two policies will be on the June agenda: Board Policy #2-32 - Director Training, Education and Development and Board Policy #2-31 Meeting Delegates. Reviews are being done to soften current meeting attendance guidelines.
- Motion by Fahey and seconded to rescind Board Policy #4-21 Dress Code and Grooming as this should be an Administrative Policy. MOTION CARRIED.
- Discussion held on Board Policy #2-26 Membership in Civic, Business and Similar Organizations, it was recommended to rescind but board would like a report next month on what organizations this included since the policy was adopted in 2008.

- Motion by Link and seconded to deduct 5% from ACEC's CFC Patronage Capital refund to All Purposes of the CFC Integrity Fund. MOTION CARRIED.
- CFC District 5 – Nominating Committee Letter for CFC board candidates was discussed, no action necessary.
- Motion by Becker and seconded to donate \$2,500 to the NRECA International Annual Campaign Fund using FYF funds. MOTION CARRIED.
- Motion by Connolly and seconded to sponsor up to two golf teams (total of \$500) for the Moundview Memorial Healthcare Foundation golf benefit using FYF funds with employees paying half the golf fee and using PTO to participate. MOTION CARRIED.
- Motion by Parr and seconded to sponsor the Moundview Memorial Healthcare Foundation Freedom 5K Run, of \$400 using FYF funds and offering the five participant registrations to employees. MOTION CARRIED.
- Motion by Parr and seconded to sponsor the Divine Savior Healthcare Centennial Sparkle Run/Walk using FYF funds of \$1,000 and offering the two participant registrations to employees. MOTION CARRIED.
- Motion by Gibeaut and seconded to sponsor the Relay for Life – Adams County using FYF funds of \$1,000. MOTION CARRIED
- Motion by Becker and seconded to deny funding for the Central WI Community Action Council, Inc. 18th Annual Golf Classic golf outing. MOTION CARRIED.
- Motion by Parr and the seconded to deny funding for the GraveDigger Open, sponsored by the Gilbert Brown Foundation. MOTION CARRIED.

Resolutions:

- Motion by Link and seconded to approve the resolution for Brakebush Brothers, Inc. recognizing their Grand Award in the Large Company category from the Wisconsin Family Business of the Year Award. MOTION CARRIED.
- Motion by Parr and seconded to approve the restated NRECA Resolutions Authorizing the Amendment and restatement of The Retirement Security and/or 401(K) Pension Plan for the union and non-union. MOTION CARRIED.

Departmental Reports: Departmental reports were given by the staff. Consensus of the Annual Meeting was that the board was disappointed in attendance but feels members are satisfied with cooperative. Kerska will be researching voting options. Porter will invite the Local 965 IBEW Union Business Managers to next year's annual meeting. A scholarship incentive option for the annual meeting was discussed, board will bring item back to the June meeting. West informed the board that Federated Youth Foundation (FYF) pays Cooperative Network an \$18,000 fee for E. Giebel's time as administrator of the FYF. West will see if any options including legislation restrictions available for WECA to administer the program for the electric cooperatives.

New AMI meters were discussed briefly with possibility for pre-paid options. RUS loan approval for the member energy efficient home improvement loans has not been received yet. Show and tell by Gessner on the aluminum pileated woodpecker that ACEC is using to deter pole destruction.

Mohns will draft a letter of support to the RESCO Nominating Committee for our nomination of Gibeaut to the RESCO Board of Directors.

Other board reports and updates were given. Porter and West will present information on Badger Power Cooperative at the June meeting.

Calendar:

- The next regular board meeting will be Wednesday, June 21, 2017 at 9:30 am at the Friendship Office.
- DPC's Annual Meeting is on June 7, 2017, and on the agenda, is voting for the changing of our Class B memberships to Class E. Board felt those scheduled to attend: Alexander, Becker, Colby and Nichols should still represent the cooperative. Porter will also attend.
- The Wisconsin FFA Sponsors Dinner will be held on Tuesday, June 13, 2017 and the board wanted to extend the invitation to retired board member Alan Kelsey, to represent the cooperative.
- The June Operations Safety Meetings are scheduled for June 14 & 15, both meetings to be held at the Friendship Office, no board attendees.
- The Member Appreciation Event at Timbavati Wildlife Park, in Wisconsin Dells will be on Saturday, June 17, 2017. Becker may volunteer, Connolly and Alexander would help if needed.
- The September Board Meeting will be held on Tuesday, September 26, 2017 instead of September 27, 2017.

Executive Session: Board went into the Executive Session at 3:15 pm to discuss board compensation.

Adjournment: Motion by Parr and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 4:28 pm.

Cheri Gibeaut, Secretary
Board approved on June 21, 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.**
- **A glossary of acronyms/ACEC affiliations can be found on the board meeting minutes tab on our website.**