

EDITED MINUTES OF BOARD MONTHLY MEETING
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
August 22, 2018

Call to Order: Vice-Chairperson Lawrence Becker called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:55 am on Wednesday, August 22, 2018. The meeting was held at the Friendship Office.

Roll Call: Directors Alexander, Becker (Vice-chairperson), Colby, Connolly, Fahey, Gibeaut (Secretary), Link, and Vedder. Nichols (Chairman) was excused. 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 (Manager-Operations), Reuterskiold (Manager-Sales/Service and Transportation), Roberts (Manager-Support Services) and West (CFO). Sarah Bullock, CFC Representative joined the meeting for the KRTA review and Gneiser, HR director joined the meeting for the policy review section.

Invocation/Safety Message: The meeting began with reciting of the Pledge of Allegiance followed by Link's invocation and Fahey's safety message on using caution with pesticides.

Approval of Agenda: The agenda was approved as sent.

Chairman's Report: No report.

CEO's Report: No report.

Director Reports: Director report from Colby noting the donation to the Adams County Fair should be awarded specifically to the youth exhibits or t-shirts, as was past practice. The BOD expressed appreciation for the engaged Member Advisory Committee meeting, noting it was the best event to date. Members would like the breakout sessions at the next meeting and the board should suggest future agenda items in the coming months. Gibeaut noted she has a conflict for the February 2019 board meeting.

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

Minutes and Consent Items: Motion by Fahey and seconded to approve the July 25, 2018 board meeting minutes with a change noting NRECA not WECA and deleting four words. MOTION CARRIED. Motion by Connolly and seconded to approve the Consent Agenda items. MOTION CARRIED.

Board Action Items:

- Redlined: #4-15 – Employment policy was discussed at length with a motion by Vedder and seconded to table this until legal counsel could address board concerns. MOTION CARRIED.
- Motion by Link and seconded to rescind #4-10 – Reporting Worker's Compensation Claims, after hearing Gneiser's explanation. MOTION CARRIED.

- Motion by Connolly and seconded to rescind #4-28 – Family and Medical Leave; State/Federal. MOTION CARRIED.
- Motion by Link and seconded to accept the redlined changes to #8-1 – Fraud. MOTION CARRIED.
- Motion by Alexander and seconded to accept the Declaration of Forfeiture of Unclaimed Patronage Capital and General Fund Checks issued prior to December 2014 with the authorization to publish and forfeit the funds to the Federated Youth Foundation sixty days after publication. MOTION CARRIED.

Several Federated Youth Foundation (FYF) donation requests were acted on.

- Cracking Clays for LuWiSoMo was denied as we sponsored their golf outing this year (\$500).
- Motion by Colby and seconded to sponsor the Adams-Friendship Area Educational Foundation, Inc. at the Producer level of \$500 using FYF funds. MOTION CARRIED.
- Motion by Connolly and seconded to sponsor Baraboo FFA's 8th Grade Agricultural Career Day at \$250 using FYF funds. MOTION CARRIED.
- Motion by Colby and seconded to accept the board expense vouchers and authorize payment. MOTION CARRIED.

Departmental Reports: Departmental reports were given by staff. Porter noted he had several visitors at his recent Discussion days. Vedder is working on a renewable storage presentation for the October meeting. Vedder commented on the recent training on Ethics and Governance quoting the closing sentence by the presenter: “My basic principle is that you don’t make decisions because they are easy, you don’t make them because they are cheap, you don’t make them because they are popular; you make them because they are right.” (Theodore Hesburgh, former President University of Notre Dame).

Fahey is willing to volunteer at Flyte’s co-op month event. Porter encouraged the board to attend and mingle as a campaign opportunity. Roberts reported on the status of the AMI project.

CFC’s Sarah Bullock presented the Independent Key Ratio Trend Analysis (KRTA) data for year end 2017 with those in attendance.

Lengthy discussion on current margins and if necessary, the possibility of a special retirement to the current active members.

The CEO Evaluation Action Item #7: Responses to Outage Response Time Complaints was presented by Gessner and Roberts. They provided an Outage 101 presentation and a step by step procedure for departments. Noting safety not speed of restoration as ACEC’s ultimate goal and a sixteen-hour workday with mandatory rest time during outage restoration. Becker suggested an article to educate the membership for the WECN magazine.

CEO will address Action Item #9: Relationships with Local Civic Organizations and #10: Relationships with State, Regional and National Cooperative Organizations after the board gives him direction on whether to lead, influence or participate. Porter requesting this feedback by September 23, 2018.

Alexander will be the delegate for Federated Rural Electric Insurance Exchange election to be held at the upcoming Region 5/6 meeting.

CEO Evaluation Action Item #4: Policy Review and timeline was discussed. The policy timeline list with review dates will be added to the Call to Order Resource Center and Mohns will check on the possibility of the board policies as one document for board iPads.

Porter will delay his Federated Insurance presentation to the October meeting due to time constraints.

Porter presented his CEO Evaluation Action Items:

- # 2: Brief Board on Your Corporate Mission, Goals and Strategy
- #3: Brief board on ACEC Relationships – Industry & Prof Orgs
- #6: Present a Key Employee Briefing to the Board.

The grassroots efforts of the board in recruiting others for ACRE membership was discussed, and Becker is working on a presentation for the October Wisconsin managers meeting.

Resolutions: N/A

Calendar:

- The next regular board meeting will be Wednesday, September 26, 2018 at 9:30 am at the Friendship Office.
- The September Operations Safety Meetings are scheduled for September 12 & 13 at the Friendship Office, no board attendees. Porter suggested the board view the fire extinguisher training video at the September meeting.
- Badger Power Cooperative meeting will be held on August 28th, Becker encouraged the board to bring topics for discussion. Nichols will not seek re-election as chairman of this board.
- BLC #975.1 Capital Credits: Issues & Decisions training will be held on October 3, Colby will attend. CCD# 2640 Financial Decision-Making training will be held on October 17 & 18, Vedder will attend.

Executive Session: The board went into executive session at 3:30 pm. Executive session ended at 4:25 pm.

Adjournment: The meeting adjourned at 4:30 pm.

Cheri Gibeaut, Secretary
Board approved on September 26, 2018

***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.