

**Board Meeting Summary**  
**March 25, 2020**

**The monthly board meeting of Adams-Columbia Electric Cooperative was held via a conference call (due to the “Safer at Home” COVID-19 pandemic) on Wednesday, March 25, 2020 at 9:32 am.**

Meeting began with the Pledge of Allegiance followed by Director Ebert’s invocation.  
A Safety Message was provided by Director Hoernke.

All directors were in attendance. The agenda was approved as sent. Following is a summary of the meeting activities.

Gibeaut welcomed to the conference call the unopposed board candidates: James Kelly, District 7 and Gary Skolarz, District 5.

The agenda, consent agenda items, board expense vouchers and the minutes of the February 26, 2020 regular board meeting minutes were approved.

**Director Reports:** Gibeaut thanked the staff and employees for their dedication during the pandemic.

**General Manager Report:** n/a

**Financial Review Committee:** The Financial Review was postponed until the April meeting, noting both the February and March financial statements will be reviewed.

Attorney Niles Berman of Wheeler, Van Sickle & Anderson joined the conference call. Berman presented the yearly review of Directors’ Fiduciary Duty and Cooperative Governance.

In discussing the 2020 Annual Meeting, Berman provided explanation on the four questions that were presented by Vedder: voting on bylaw amendments, necessary quorum for an annual meeting, the advisory resolution process and rules committee. Berman provided a possible option noting Wisconsin state statute, that fifty signed absentee ballots would meet our bylaw quorum requirement.

**Board Action Items:**

- Board approved by roll call vote to changing the location of the 2020 Annual Meeting to the Friendship Office, the meeting details and agenda may be modified pending current state sanctions on group gatherings in person due to the COVID-19 pandemic. Voting will be available for the At-Large board position by evote or absentee starting on April 1, 2020 thru noon on May 20, 2020. If necessary, the meeting may be live streamed in order to conclude the election of the At-Large board position and the uncontested District 5 and 7 board positions. Board confirmed candidate Fahey may give the invocation at the annual meeting. Board requested absentee ballots to be mailed to them on April 1, 2020.
- Advisory Member Committee evening meetings have been cancelled and members will be sent a notice.
- Board approved the yearly review of policy #2-23 Code of Ethics/Conflict of Interest and #2-24 Whistleblower Complaint Procedure and Anti-Retaliation.

- Gibeaut requested that the WECA Resolutions be added to the April agenda for discussion.
- Board self-assessments will be mailed by Fahey and discussed at the April board meeting.

**Departmental Reports:** Monthly financial statements and departmental reports were reviewed. Kerska noted ACEC will not disconnect members for nonpayment of their electric bills and late fees will be waived during this time. Kerska noted that due to the pandemic, allocation notices will not be sent till May or June.

Meeting adjourned at 1:35 pm.

*Board approved the March meeting minutes on April 30, 2020.  
Please note any confidential or sensitive information has been edited for this summary.*