

White River Valley Electric Cooperative
February 2020
Board Meeting Report

The White River Valley Electric Cooperative Board of Directors met in regular session Thursday February 20, 2020 at 9:00 a.m. in the Branson office.

A financial update was given by Tim Shafer, Manager of Finance and Office Operations. Shafer also advised the Board on the progress of the year-end audit.

Updates were given by the following; Communications & Member Engagement; Safety and Training; Engineering and Development; Information Technology, and Operations.

Vice President Whorton updated the Board regarding the Bylaw Governance and Engagement Committee's meeting which was held on January 27th 2020. The decision was made by the Committee to present three separate motions for bylaw amendments to the full Board for its consideration and ultimate vote by Cooperative members at the September 2020 Annual Meeting. The following Motions were made by Whorton, on behalf of the Bylaw Governance and Engagement Committee;

- Motion to approve bylaw changes regarding the clarification of membership in the Cooperative by amending Article I Section 1 (Requirements for Membership) and Section 4 (Membership and Deposit Fees) as presented at this meeting. A second was given. Motion unanimously carried. #02-20-2020-001.
- Motion to approve bylaw changes making director nominations more open and easier to secure in advance of the Cooperative's annual meeting for those interested in serving as potential board of director members by amending Article IV Section 6 (Nominations) as presented at this meeting. A second was given. Motion unanimously carried. #02-20-2020-002.
- Motion to approve bylaw changes utilizing secure electronic voting and mail-in ballots to improve member participation in the voting process by amending Article III Section 4 (Quorum) and Section 5 (Voting) and Article IV Section 7 (Voting for Directors; Validity of Board Action) as presented at this meeting. A second was given. Motion unanimously carried. #02-20-2020-003.

Next Director Funk, Chair of the Finance & Equity Management Committee, informed the Board that the committee will hold its next meeting on February 25th.

Vice President Whorton updated the Board on the NRECA Director Advisory Committee of which she is a member.

Report was given by Manager of Executive Business Administration Angie O'Dell. O'Dell then presented on Policy 5-74 Driving Performance Standards and suggested revisions to that policy. A Motion was made to approve the revised Policy. Motion unanimously carried. #02-20-2020-004

WRVEC Legal Counsel, Christiaan Horton, requested a motion to approve the following resolution regarding the 2019 annual meeting member motion requesting the preparation of a Cooperative Annual Report:

- WHEREAS, at the 2019 annual meeting of members of White River Valley Electric Cooperative, Inc. (the “Cooperative”), several members made request by motion duly made that Cooperative issue an annual written report to members each year, summarizing the business and affairs of the Cooperative; and
- WHEREAS, the Board of Directors has considered this request and believes such request is in the best interest of the Cooperative and its members;
- THEREFORE, BE IT RESOLVED; That the Cooperative will produce an annual written report regarding the business and affairs of the Cooperative each year which will be made available to all members of the Cooperative.

Motion was made and unanimously carried #02-20-2020-005

Next, Horton requested the Board consider a Motion to approve the following resolution regarding the 2019 annual meeting member motion related to right-of-way spraying. The resolution stated the following:

- WHEREAS, at the 2019 annual meeting of members of White River Valley Electric Cooperative, Inc. (the “Cooperative”), several members made request by motion duly made that Cooperative prohibit the spraying of herbicide within two (2) feet of a post that is located within any of the Cooperative’s rights-of-way; and
- WHEREAS, the Board of Directors has considered this request and the impact it would have on the Cooperative’s right-of-way program, easement vegetation management, as well as the cost to the membership and challenges related to its implementation;
- THEREFORE, BE IT RESOLVED; That the Cooperative will not, as a matter of policy, prohibit the spraying of herbicide within two (2) feet of a post that is located within any of the Cooperative’s rights-of-way; however, members are reminded that they may elect to “opt out” of herbicide spraying on their property as a means of vegetation management by timely notifying the Cooperative of their desire in this regard and following Cooperative procedures for doing so, further acknowledging that the Cooperative may then take alternate measures to maintain its rights-of-way through the implementation of other methods of vegetation management as part of its right-of-way maintenance program.

Motion was made and unanimously carried. #02-20-2020-006 Monthly reports on cooperative activities/programs were presented by the following: Department Managers; Chris Hamon, CEO; the KAMO Report was presented by Director Short; the Sho-Me Report was presented by CEO Hamon;

An Executive Session of the Board was held and a confidential resolution related to interim management succession planning was passed. This resolution will remain with Board Counsel for safekeeping. #02-20-2020-007

The next regularly scheduled meeting of the White River Valley Electric Cooperative Board of Directors is Tuesday, March 24th 2020.

Jenny Whorton

Vice-President