

White River Valley Electric Cooperative
August 2020
Board Meeting Report

The White River Valley Electric Cooperative Board of Directors met in regular session at the Branson Headquarters on Thursday August 20th, 2020. The meeting was held in the Community Room, to allow for social distancing due to the Missouri COVID-19 Pandemic restrictions.

The Board began by reviewing and unanimously approving items on the consent agenda which included Right-of-Way Contract #5 and Right-of-Way Contract #6.

Next Adam Fugate with Communications Associates provided a status update regarding the new radio system. He reported that a few challenges remain on the full implementation of the system, primarily related to the network connectivity for the tower that serves the Gainesville service area; however, dispatch calls are fully functional. Employee training will be coordinated soon so equipment and radios can be utilized to their potential.

Vice President Whorton, Chair of the Bylaw, Governance and Member Engagement Committee, then presented the report from their most recent meeting. One of the topics on the meeting agenda was to receive an update regarding White River's 2020 Annual Meeting; how the online/mail-in voting was working, issues and successes and the requirement of facial coverings during the virtual meeting for all attendees. Accordingly, the following Motion was made by Jenny Whorton on Behalf of the Bylaw, Governance and Member Engagement Committee:

Motion to require White River Employees, Staff, and Directors to wear WRVEC provided shirts and facial masks during this year's virtual annual meeting.

Motion unanimously carried. **#08-20-2020-001**

Whorton then stated there were no Suggestion Box comments submitted by the employees and the July Board Summary would be published as presented.

Next, Whorton presented the Board with a couple Member Alliance Questions which had been received since the last meeting. The committee along with Legal counsel to the Board has been assisting with the formulation of responses to certain member questions to ensure member protection and understanding. Many emails with supporting information have been provided to certain members on their particular questions. All directors discussed the questions and responses. Believing the particular member inquiries have been adequately addressed, the following motion was made:

Motion to suspend continued direct response to the [identified particular] members at this time. Additional information will be presented at this year's annual meeting deemed appropriate for these areas of inquiry. Motion unanimously carried. **#08-20-2020-002**

Updates were given by the following departments: Safety and Training, Accounting and Office Operations, Communications and Member Engagement, Engineering and Development, Information Technology and Operations.

During the Communications and Member Engagement Departmental report, department manager Cassie Cunningham once again updated Directors regarding WRVEC's 2020 Annual Meeting and the online voting and mail-in ballot process. There have been some technical issues that surfaced early in the voting process, but have since been resolved and voting has presumably been going well for those members participating.

Also, during the Communications and Member Engagement Department report, the subject of direct communication by the membership to the board members was discussed. A motion was made to move this topic of discussion to the October meeting so options could be further explored that will address accessibility and security of communications with members. Motion unanimously carried. **#08-20-2020-003**

Manager of Information Technology JC Zalog, discussed the threat of ransomware and continued risk that this can pose to the Cooperative's computer system and operations. Many victims of a ransomware attack are forced to pay the "ransom" to restore computer networks and operations, and this can represent a significant financial exposure that may not be covered by insurance unless separately obtained. This was discussed and the following motion was made:

Motion to have a deeper discussion of this topic at the next board meeting.
Motion unanimously carried. **#08-20-2020-004**

Next the Manager of Operations, John Combs, brought the Board up to date regarding Truck 44 and the many issues his department has had with continued repairs and maintenance to it. Discussion by all directors weighed the pros and cons of selling or keeping the truck and the costs and benefits to obtaining a replacement at this time (off budget cycle) since it is not operational but is needed for the fleet. The following motion was made:

Motion to authorize Manager of Operations, John Combs, to sell or trade Truck 44 and to purchase a new, replacement truck for the operations department in the approximate amount of \$210,000 as proposed at this meeting. This truck will be capitalized and depreciated in accord with Cooperative policies. Motion unanimously carried. **#08-20-2020-005.**

Monthly reports on cooperative activities/programs were presented by the following: Chris Hamon, CEO; Angie O'Dell, Manager of Executive Business Administration; the KAMO Report was presented by Director Short; the Sho-Me Report was presented by CEO Hamon.

During the Executive Business Departmental report, the Board held discussions regarding who would represent White River as the voting delegates for the upcoming NRECA and CFC meeting. Following motion was made:

Motion to approve CEO Chris Hamon as the voting delegate and president Jeff Hyatt as the alternate for the upcoming NRECA virtual region meeting as well as the CFC virtual annual meeting. Motion unanimously carried. **#08-20-2020-006**

An Executive Session of the Board was then held to discuss the CEO's Executive Employment Agreement. Only the Board and Board Legal Counsel were present for this portion of the meeting. Board counsel was directed to prepare a formal written agreement to memorialize the terms discussed by the Board for presentation to Mr. Hamon. The Executive Session then concluded.

The next regular meeting of the White River Valley Electric Board of Directors will be held on Saturday September 12th. This meeting will be held at the Branson Headquarters at the conclusion of the WRVEC 2020 Virtual Annual Meeting.

Jenny Whorton / Vice-President