

White River Valley Electric Cooperative
July 2020
Board Meeting Report

The White River Valley Electric Cooperative Board of Directors met in regular session at the Branson Headquarters on Thursday July 16th, 2020. The meeting was held in the Community Room, to allow for social distancing due to the Missouri COVID-19 Pandemic restriction.

The Board began by reviewing and unanimously approving items on the consent agenda which included updated Policy 5-77 Americans with Disabilities Act, Acknowledgement Exhibit A and Policy 3-112 Capitalization.

Next Chris Doolittle and Jay Wallace, of the accounting firm BKD, presented the Board with the 2019 Tax Return. Doolittle and Wallace lead the discussion regarding the consolidated tax return and the 2019 allocation for \$247,782. They also stated WRVEC has retired more capital credits than allocated since 2011, which is outstanding for our membership.

Director Funk, Chair of the Finance and Equity Management Committee, then presented his report to the Board. Funk stated Chris Doolittle of BKD met via WebEx with the committee during their most recent meeting to discuss the 2019 Tax Return and answer any questions they might have, prior to the discussion with the full Board. Funk stated it was a unanimous decision by the committee to recommend approval of the 2019 Tax Return as presented. The following motion was made by Pat Funk on Behalf of the Finance and Equity Management Committee:

Motion to approve the 2019 Consolidated White River Valley Electric Cooperative, Inc. & Subsidiaries Tax Return (1120) as presented to the Finance & Equity Committee by BKD, LLP and presented to the WRVEC Board of Directors at this meeting. A second was given. Motion unanimously carried. **#07-16-2020-001**

Vice President Whorton then updated the Board regarding the Bylaw Governance and Engagement Committee's meeting which was held on June 29th, 2020. This update included Cassie Cunningham, Manager of Communication and Member Engagement, discussing recent and upcoming communications to our Cooperative members. These communications focus on the proposed bylaw changes and plans for this year's annual meeting. Cunningham also reviewed the MAP submissions. Again, most all comments were very positive and will receive follow-up communications and responses. The committee also discussed clarification regarding the publications of director candidate biographies and photographs. The committee recognizes that candidates who come through the Nominating Committee process, display their willingness to be transparent, and the consensus of the Bylaw Governance and Engagement Committee is that such candidates should be rewarded with the dissemination of their photo and biography to Cooperative members on the Cooperative's social media platforms. In essence, the Nominating Committee is putting these candidates forward for member consideration in the election process after having an opportunity to review each candidate's application, biography, and after the completion of an in-person interview of each candidate—a significant time investment by the Nominating Committee in fulfillment of its bylaw mandates. Those nominated by Petition do not exhibit the same amount of transparency in the process and have not been vetted by the Nominating Committee, so promotion of those candidates using the Cooperative's resources is not warranted. After much discussion, the committee came to the consensus that the above approach is fair and is best. The Committee then presented the following motion for Board consideration after the Board's executive session in which the Committee's recommendation to the Board was fully discussed:

Board of director candidates nominated by petition will not have their photographs or biographies posted on the Cooperative's website or its other social media platforms, but will be included with the published list of all director candidates, specifying separately that their nomination was made by petition, as set forth in Article IV Section 6 of the bylaws of the Cooperative. Motion carried with 7 in favor and 2 opposed. **#07-16-2020-006**

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

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 presented the Rural Economic Development Loan Letter of Conditions for Cox Medical Center, Branson Missouri location. This loan is to be used solely for the equipment improvement project. Following the discussion, the following motion was made;

Motion to approve of the Letter of Conditions regarding USDA REDL for Cox Medial Center- Branson Cancer Center for the approved amount of One Million Dollars, (\$1,000,000.00) with Approved Funds to be used for the equipment improvement project. Motion unanimously carried. **#07-16-2020-002**

Beau Jackson, Manager of Engineering and Development, presented the Board with bid results from Toth and Associates, regarding the 2020 Branson Feeder 1 System Improvements Contract (T Hwy Phase 1) Project. Jackson stated the bid received was good and within the expected range. Accordingly, the following motion was made for Board approval;

Motion to approve the Acceptance of Construction Bid Board Resolution, granting authority to execute the contract between BBC Electrical Service, Inc, and WRVEC for the 2020 Branson Feeder 1 System Improvements (T Hwy Phase 1) in the amount of \$332,900.60 as presented at this meeting. Motion unanimously carried. **#07-16-2020-003**

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 revisions to Policy 5-66 Employment at Will, Policy 5-71 Sexual Harassment and Policy 5-116 Equal Employment Opportunity recommended by the Bylaw, Governance and Member Engagement Committee. Following discussion, a motion was made to approve all three policies as presented. Motions unanimously carried. **#07-16-2020-005**

Legal report was then given by Christiaan Horton. Horton reported to the board on the Nominating Committee process and the overall functioning of that committee in the discharge of its duties through its recommendation of board candidates for membership consideration and vote at this year's annual meeting. Seven (7) candidates were personally interviewed by the Nominating Committee on July 7th, 2020 in the Community Room at White River's headquarters in Branson. All interviewed candidates were recommended to the membership for vote, in the Committee's order of preference, as reflected in the Minutes of Meeting adopted and approved by the Committee on that date. One candidate was nominated by Petition. The requisite number of signatures on the Petition (minimum of 15) were verified by Mr. Horton through direct contact

with those signing the Petition. All candidates were sent communications related to their confirmed nominations and provided Cooperative policies related to director campaigning, board member duties, and protocol for this year's annual meeting. Candidates were also reminded that their nominations remain subject to the Cooperative's bylaws, policies, and their continued qualifications.

The next regular meeting of the White River Valley Electric Board of Directors will be held on Thursday August 20th, beginning at 9:00 am. This meeting will be held at the Branson Headquarters in the Community Room unless governmental health orders are mandated that would prevent in-person assembly of the Board, in which case, the meeting will be held by teleconference. Additional notice will follow in advance of the meeting to confirm location and method.

Jenny Whorton

Vice-President