



**Nobles Cooperative
Electric**

Your Touchstone Energy® Cooperative 

Regular Board Meeting Minutes

January 23, 2024 – Worthington, MN

Directors in attendance: Lee York, Cindy Hokeness, Jerry Beckering, Gary Clarke, Timothy Bickett, and David Dorpinghaus. Director Ron Schwartz joined via videoconference.

Other attendees: Chief Executive Officer (CEO)/General Manager Adam Tromblay, Chief Financial Officer (CFO) Michael Reemtsma, Line Superintendent Cody Hansen, Member Services Manager Tracey Haberman, and Executive Assistant Amy Rucker.

Call to Order

The meeting was called to order by Chairman York at 8:34 a.m. and a quorum was acknowledged.

Approval of Agenda

An agenda was presented for the board's consideration and approved.

Notice of Meeting

The notice of the meeting was given in accordance with the bylaws.

Appointment of Recording Secretary

Chairman York appointed Executive Assistant Rucker as the recording secretary for the meeting.

Getting to Know NCE Employees

CFO Reemtsma and Member Services Representative Bev Fowler talked with the board for a few minutes regarding their jobs, families, interests, etc.

Board Meeting Minutes

The December 19, 2023, Board Meeting Minutes were approved as presented.

Consent Agenda Items

The following consent agenda items were approved: disbursements for the period of December 2023, membership applications, membership cancellations, and a request to split capital credits.

March 2024 Board Meeting

March 26, 2024, at 8:30 a.m.

Attorney Invoices

A motion was made, seconded, and carried to approve the attorney invoices.

NCE Annual Meeting Agenda

The board reviewed and approved the April 15 Annual Meeting Agenda.

Director/Member Engagement

Director Beckering talked with several members last night (January 22) because of an outage.

Director York had a member call him wondering where her capital credit check was. She was expecting it during a certain time frame based on when she had received checks in the past. CFO Reemtsma called her and explained that there had been an issue with getting check stock.

Director Dorpinghaus had Slayton residents ask him about the Slayton municipalization effort.

A member asked Director Schwartau if the co-op could handle taking on additional members. He assured the member that the co-op can handle it.

Request for Dual Percentage Approval of Amended Appendix B of the Transmission Service Contract

A motion was made, seconded, and carried to approve a resolution to vote in favor of an Amendment to Appendix B of the Transmission Service Contract (NCE 24-01-01).

Board Policies

A motion was made, seconded, and carried to amend board policy 5-29 “Paid Time Off (PTO)” and adopt board policy 5-37 “Employee Sick and Safe Time (ESST) for Part-Time and Seasonal/Temporary Employees”.

The policy amendment and new policy will keep the co-op in compliance with newly enacted Minnesota state labor law.

Course/Conference Attendees

Directors Schwartau and York plan to attend the MREA Annual Meeting in March. Director Hokeness may attend as well.

Rebranding

After an extensive discussion on the pros and cons of a new name and/or a new logo, including costs, it was decided to ask the members for their input in a newsletter article and a survey sent to the members for whom we have email addresses.

Building Proposal

Dana Hlebichuk, Vice President at Widseth, and Larry Fillppi, Owner at Contegrity Group, joined the meeting at 9:40 a.m. to review the proposal for a new office building at the Slayton location. Board questions were answered, and design and construction options were discussed.

Following that presentation, CFO Reemtsma shared a financial forecast and detailed analysis of the building project’s impact on the co-op’s finances through 2033.

Following discussion that included a potential use for the Worthington office building if vacated by the co-op, a motion was made, seconded, and carried to approve the preliminary building budget and proceed with the next design phase.

Minnesota Rural Electric Association (MREA) Legislative Priorities

Jenny Glumack, Director of Governmental Affairs for MREA, joined the meeting at 10:15 a.m. to discuss MREA’s current legislative priorities and initiatives.

Financial Report

CFO Reemtsma presented the monthly financial report.

A motion was made, seconded, and carried to approve the financial report.

Director Reports

Director York gave an update on Great River Energy.

Director Schwartau updated the board and staff on MREA.

CEO/General Manger Report

CEO/General Manager Tromblay gave his monthly report.

Other Management Reports

Member Services Manager Haberman reported on upcoming events, as well as her department’s December activities and statistics. She also asked the board to start thinking about the 2024 strategic planning session, where and when it should be and how it should be conducted. After discussion of ongoing projects and initiatives set in

motion from last year's strategic planning, the board decided no formal strategic planning is necessary at this time and that time would be better spent on industry education and informal director-to-director dialogue.

Line Superintendent Hansen gave the operations department report, including the work plan and an update on safety activities since the last board meeting.

Adjourn

There being no further business to come before the board, the meeting was adjourned at 1:23 p.m.