



**Nobles Cooperative  
Electric**

Your Touchstone Energy® Cooperative 

## **Regular Board Meeting Minutes**

April 17, 2024 – Worthington, MN

Directors in attendance: Ron Schwartau, Lee York, Cindy Hokeness, Jerry Beckering, Gary Clarke, and Timothy Bickett. Director Randy Donahue was absent.

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

### **Call to Order**

The meeting was called to order by Chair Schwartau at 8:29 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**

Chair Schwartau appointed Executive Assistant Rucker as the recording secretary for the meeting.

### **Board Meeting Minutes**

The March 26, 2024, Board Meeting Minutes were approved as presented.

### **Consent Agenda Items**

The following consent agenda items were approved: disbursements for the period of March 2024, membership applications, and membership cancellations.

### **June 2024 Board Meeting**

June 14, 2024, at 8 a.m.

### **Operation Wildcat**

Slayton City Administrator Josh Malchow joined the meeting at 9 a.m. to discuss the municipalization effort, the May 1 informational meeting, and the May 14 ballot question.

The board discussed post-vote steps.

### **Annual Meeting Review**

NCE Attorney Chad Felstul joined the meeting at 9:58 a.m. and reviewed the April 15 Annual Meeting conference call with the board and staff. Attorney Felstul recommended in-person annual meetings going forward. Director Schwartua suggested combining it with an open house at the new office building.

Also discussed were options for finding director candidates without using a nominating committee.

### **Board Policies**

A motion was made, seconded, and carried to approve the following board policies with corrections: 1-01 Organizational Chart; 2-05 Cooperative Records Management; 2-07 Rates, 4-11 Connection, Disconnection, and Reconnection of Service; 4-12 Payment of Patronage Capital; 5-17 Controlled Substances, Cannabinoid Projects, and Alcohol Use for Non-Commercial Driver's License (Non-CDL) Employees; and 5-23 Cybersecurity, Computers, and Electronic Communications.

A motion was made and seconded to not make changes to the Service Award and End of Employment Gift Guidelines policy (5-24).

### **Great River Energy (GRE) Annual Meeting**

A motion was made, seconded, and carried to nominate Director Lee York for election as director of GRE for a one-year term.

A motion was made, seconded, and carried to appoint Director Lee York as the delegate and Director Ron Schwartau as the alternate for the GRE Annual Meeting.

### **Great River Energy (GRE) Annual Meeting**

The board appointed Director Tim Bickett as NCE's guest director for the September 4 - 5, 2024 GRE Board Meeting.

### **Director/Member Engagement**

A member asked Director Schwartau why we don't have annual meetings anymore.

Director Hokeness spoke with a younger member, a business owner, who had many questions about co-op governance and the Youth Tour.

Director Beckering spoke with three members regarding the election. They didn't understand who was running.

Director Clarke had several members ask him about the Worthington office building being sold. He explained it wasn't being sold and offered additional details about its potential reuse.

### **Conference Attendees**

At this time, no directors can attend the CFC Forum.

### **Director Reports**

Director York gave an update on GRE.

Director Schwartau updated the board and staff on the Minnesota Rural Electric Association.

### **CEO/General Manager Report**

CEO/General Manager Tromblay gave his monthly report to the board.

### **Financial Report**

CEO/General Manager Tromblay presented the financial report.

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

### **Other Management Reports**

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

Member Services Manager Haberman reported on upcoming events, as well as her department's March activities and statistics.

### **Adjourn**

There being no further business to come before the board, the meeting was adjourned at 11:35 a.m.