




Nobles Cooperative Electric

Your Touchstone Energy® Cooperative 

Regular Board Meeting Minutes

November 26, 2019 — Worthington, MN

Board of Directors in attendance: Ronald Schwartz, Lee York, Gary Sieve, Cindy Hokeness and Jerry Beckering.

Other attendees: Chief Executive Officer/General Manager Adam Tromblay, Chief Financial Officer Sherry Swanson and Member Services Manager Tracey Haberman.

Absent: Directors Bruce Barber and Gary Clarke, plus Line Superintendent Brian Postma.

Call to Order

The meeting was called to order by Chairman Schwartz at 8:30 a.m. and a quorum was acknowledged.

Executive Session

The board met in executive session.

Notice of Meeting

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

Appointment of Recording Secretary

Chairman Schwartz appointed Member Services Manager Haberman as the recording secretary for the meeting.

Approval of Agenda

Management and staff presented an agenda for the board's consideration that was approved.

Board Meeting Minutes

The October 22, 2019, Board Meeting Minutes were approved as amended.

Consent Agenda Items

The following consent agenda items were approved: disbursements for the period October 2019; membership applications and cancellations; along with the settlement of accrued capital credits of deceased members and members requesting transfers of accrued capital credits.

January 2020 Board Meeting

Thursday, January 23, 2020, at 8:30 a.m.

2018 Form 990

Each director reviewed and approved the 2018 Form 990.

Visit, Conference, Meeting and Education Course Attendees

- Winter D.C. Legislative Visit (January 28-29): None
- NRECA Pre-Meeting Education and Annual Meeting (February 27 - March 4): Directors Beckering and Hokeness; Director Schwartz will be representing NRECA and Director York will be representing GRE.
- NRECA BLC 918.1 Maximizing Your Grassroots (March 16): Director York
- MREA Annual Meeting (March 17-18): Directors Beckering, Sieve and York; Director Hokeness will let management know if she plans to attend.
- NRECA Directors Conference (April 4-7): None

Board Delegates and Alternates for 2020 plus GRE Board Meeting Guest Director

These items will be brought back to the table at the next meeting when all directors are present.

Board Policy

A motion was made, seconded and carried to approve the amended Board Policy 2-14 “Office Hours and Holiday Closings”.

Board Evaluations

Shannon Lechtenberg of GRE joined the session via conference call to discuss the board evaluations and make plans going forward. Ms. Lechtenberg will reach out to each director and they will discuss one or two goals to accomplish.

Cybersecurity Update

The cybersecurity update will be presented at the December board meeting.

NRECA Reputation Management

The directors and management watched a video entitled “NRECA Reputation Management”.

Attorney Invoice

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

RC3 Online Cybersecurity Self-Assessment License Program

After discussion, a motion was made, seconded and carried to approve applying for a RC3 Online Cybersecurity Self-Assessment License in partnership with GRE from NRECA.

Social Media Communications Policy

For information only, the Social Media Communications policy was included.

Director Reports

Director York gave his monthly GRE report, while Director Schwartau updated the board and staff on MREA and NRECA.

CEO/General Manager and Department Reports

CEO/General Manager Tromblay and staff gave their department reports. A motion was made, seconded and carried to approve the Financial Report. The board was also updated on safety activities from the last board meeting.

MREA Delegate and Alternate Delegates

Director Sieve will be the delegate, Director Beckering will be the alternate delegate and Gary Clarke will be the second alternate for MREA in 2020.

Adjourn

There being no further business to come before the board, the meeting was adjourned at 12 p.m.