

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS HELD IN THE
PRINCIPAL OFFICE OF THE COOPERATIVE, 1207
INDIANAPOLIS AVENUE, LEBANON, INDIANA AT
9:00 A.M. ON DECEMBER 13, 2023.

CALL TO ORDER The meeting was held in the principal office of the cooperative pursuant to notice mailed as shown by original copy of the proof and made a part of the minutes.

ATTENDANCE Directors attending were Noel Kendall, Chairman; Tom Dull, Vice-Chairman; Mark Gruninger, Secretary/Treasurer; Alan Cragun; Bruce Guernsey; Danny Lawson; Mark Starkey; Jon Stevens; and G. Tom Taylor.

Also present were Bill Conley, President & CEO; Jeanette Hite, VP of Corporate Services/CFO; Corey Willis, VP of Corporate Development & Technology; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

NOVEMBER MINUTES Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on November 21, 2023. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

COMMITTEE REPORTS

BUDGET COMMITTEE

Budget Committee Chairman, Jon Stevens, opened discussion regarding the 2024 Budget. It was noted there were no questions posed from Directors since the initial Budget presentation. **A motion was made and seconded to accept the 2023 Budget as presented. The motion carried.**

POLICY & BYLAWS COMMITTEE

Mr. Conley provided an update on Operating Policy #420 and questions that were raised at last month's board meeting regarding contributions-in-aid-of-construction (CIAC) requirements.

Mr. Conley reviewed proposed language modifications and addressed further questions.

A motion was made and seconded to accept Operating Policy #420 language modifications, as amended. The motion carried. Voting in opposition was Bruce Guernsey.

CORPORATE REPORTS

NOMINATING COMMITTEE

Mr. Conley reported on the recent action of the Nominating Committee, noting that the committee has slated three individuals for director election for the open District 4 Director seat. He also reminded the board that the committee has slated the incumbent directors for board districts 5 and 6 as unopposed.

The slate of directors for the 2024 Director Election, that takes place on April 20, 2024 at the Boone REMC 2024 Annual Meeting, identified by the 2023-2024 Nominating Committee, is:

District 4	Brian Gott
	Tim Luse
	John Merson
District 5	Jon Stevens
District 6	Alan Cragun

CYBER SECURITY REQUIREMENTS

Mr. Willis reported on cyber security issues locally, throughout the state, and beyond, and the actions his department is taking to protect BREMC assets.

Mr. Willis and Mr. Conley reviewed the BREMC Acceptable Use procedure that addresses guidelines for email and internet use. Mr. Willis noted that, due to requirements from our insurance carrier, as well as ongoing cyber security issues in general, all employees and directors are asked to use their BREMC corporate emails for corporate work and correspondence.

Mr. Willis provided a review of the Acceptable Use procedure, and Directors were asked to execute the procedure.

OPERATION ROUND UP UPDATE

Mrs. Warmoth provided an update on the recent activity of the Operation Round Up board. She reported the board of trustees met on December 12, 2023. At that meeting, grant awards were made in a total amount of approximately \$15,000, bringing the total-to-date grant awards to approximately \$966,000. Since the program is nearing the \$1M mark for grant awards, Mrs. Warmoth shared that BREMC Communications Director, Mandy Saucerman, is preparing for a promotional campaign in 2024 in celebration of achieving the \$1M grant awards milestone.

A question was posed regarding a potential conflict of interest for a currently serving ORU trustee, if the trustee's spouse is elected as a director to the BREMC Board of Directors. Mr. Conley provided information before the meeting adjourned.

NEW BUSINESS

APPROVAL OF ANNUAL WRITE OFFS

Mrs. Hite reported on the annual write-off of bad debt balances. The 2022 bad debt balance for electric sales and invoices were reviewed. Questions were posed and addressed regarding credit/background checks. **A motion was made and seconded to accept the write-off of the bad debt balance for 2022, as reported. The motion carried.** Voting in opposition was Bruce Guernsey.

AUDIT COMMITTEE REPORT

Mrs. Hite reported on a director's expense reimbursement request that was brought to the Audit Committee. **A motion was made and seconded to approve the expense, as presented. The motion carried.**

OLD BUSINESS

PROPOSED 2024 BOARD MEETING DATES

The modified proposed board meeting dates schedule for 2024 was discussed. Discussion was held regarding board meeting start times. **A motion was made and seconded to accept the 2024 Board Meeting Dates scheduled as revised. The motion carried.**

LEGAL

Mr. Frandsen provided a legal report.

BOARD REPORTS

IEC

Mr. Dull, Mr. Cragun, Mr. Guernsey, Mr. Kendall, Mr. Stevens, and Mr. Conley reported on the IEC Annual Meeting that was held on December 4-5, 2023.

WVPA

Mr. Kendall reported on the WVPA board meeting that was held on December 5, 2023.

CEO/STAFF REPORTS

The CEO and Departments report was provided in advance of the meeting.

FINANCIAL REPORT

Detailed financial reports for October were provided in advance of the meeting for each director to review.

A motion was made and seconded to accept the financial reports as presented. The motion carried.

SAFETY REPORT

Mr. Conley reported the safety meeting for December is being held on December 20, 2023, after the board meeting. **A motion was made and seconded to acknowledge the upcoming safety meeting, and the posting of the safety report at the conclusion of that meeting. The motion carried.**

EXECUTIVE SESSION

There was no Executive Session called.

JANUARY MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, January 24, 2024, at 7:00 p.m.

ADJOURN

There being no further business to come before the Board, upon a motion properly made; seconded; and duly carried, the Board meeting adjourned at approximately 11:35 a.m.

Mark Gruninger, Secretary/Treasurer