

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS HELD IN THE
PRINCIPAL OFFICE OF THE COOPERATIVE,
1207 INDIANAPOLIS AVENUE, LEBANON,
INDIANA AT 7:00 P.M. ON JUNE 21, 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 present 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; Corey Willis, VP Corporate Development & IT; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

MAY MINUTES Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on May 24, 2023. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

BOARD STRUCTURE & REPRESENTATION

Mr. Tom VanParis was in attendance to discuss Board structure and representation. He provided a presentation to review the current district governance structure regarding the number of directors and districts, a potential for at-large director representation, and consideration of board redistricting. Mr. VanParis provided comparative information on board structure and representation from similar cooperatives in Indiana, Ohio, Kentucky, and Tennessee.

Board discussion was held regarding historical director representation and redistricting initiatives. Directors shared individual perspectives regarding the number of directors, districts, and an at-large representation.

Directors were asked to consider the presentation and discussion that was shared and be prepared to make a decision regarding board structure and governance at the July 19, 2023 board meeting.

COMMITTEE REPORTS

BUILDING COMMITTEE REPORT

Mr. Conley provided an update on the status of the DPatrick Ford property mutual drainage easement. He reported on an negotiated engineering study, and the quoted cost, with HWC.

Mr. Conley introduced discussion regarding headquarters building remodel options for the current facility to accommodate the housing of current and projected employees. Board discussion was held regarding the original building master plan, the projected timeframe a remodeling plan would be accommodating for current and future staffing, and the potential to relocate the headquarters campus to another local site.

CORPORATE REPORTS

RATE DESIGN MODIFICATION

Mr. Conley reported on a rate design modification to the General Service – Single Phase rate to clarify annual average maximum monthly demand criteria.

A motion was made and seconded to accept the modified language in the General Service – Single Phase rate, as presented. The motion carried.

WELLNESS COMMITTEE ANNUAL REPORT

Mrs. Warmoth provided a 2022-2023 Wellness Program report. Included in the report was a review of the program's mission, an overview of offered events, on-site wellness benefits, and upcoming wellness program offerings.

OLD BUSINESS

There was no old business.

NEW BUSINESS

NRECA DIRECTOR ELECTION INDIANA

Mr. Conley reported it was time to identify Boone REMC's voting delegate and alternate for the NRECA Director Election Indiana, that will take place on August 16, 2023, at IEC. It was noted that Mr. Dull is interested in serving as the Boone REMC Indiana representative for the NRECA Indiana election. **A motion was made and seconded to appoint Mr. Dull as the voting delegate for the NRECA Director Election Indiana in August. The motion carried.**

4-H AUCTION BIDDERS

Mr. Conley reported it was time to identify the annual 4-H auction bidders for the upcoming county fair. **By acclamation, Mr. Cragun and Mr. Stevens were appointed as the 2023 4-H Auction bidders.**

2023 FORE & ACRE PAC CAMPAIGNS

Mr. Conley reported contributions are now being collected for the 2023 FORE and ACRE political action campaigns. It was reported that IEC has changed the names of the PACs from: FORE to Indiana Electric Cooperative State Political Action Committee, and ACRE to Indiana Electric Cooperative Federal Political Action Committee.

LEGAL

Mr. Frandsen provided a legal report.

EXECUTIVE SESSION

There was an Executive Session called. The Executive Session adjourned at approximately 9:30 p.m., and the regular meeting of the Board resumed.

BOARD REPORTS

- ACES Mr. Kendall report on the ACES Member Conference that was held on June 1-2, 2023.
- WVPA Mr. Kendall reported on the WVPA board meeting that was held on June 7, 2023.
- IEC Mr. Dull reported on the IEC board meeting that was held on June 16, 2023.

CEO/STAFF REPORTS

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

FINANCIAL REPORT

Detailed financial reports for April were provided in advance of the meeting for each director to review. **A motion was made and seconded to accept the financial report as presented. The motion carried.**

SAFETY REPORT

The safety report for June was provided in advance of the meeting for each director to review. **A motion was made and seconded to accept the safety report as presented. The motion carried.**

JULY MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, July 19, 2023, 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 10:00 p.m.

Mark Gruninger, Secretary/Treasurer