

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS HELD IN THE
PRINCIPAL OFFICE OF THE COOPERATIVE,
1207 INDIANAPOLIS AVENUE, LEBANON,
INDIANA AT 8:30 A.M. ON MARCH 22, 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; Ben Duke, Accounting Manager; Jeff Dickerson, VP Operations; Allen Jones, VP Engineering Services; Corey Willis, VP Corporate Development & Technology; Mandy Saucerman, Communications Director; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

FEBRUARY MINUTES Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on February 15, 2023. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

CORPORATE REPORTS

2022 YEAR-END AUDIT

Mr. Brian Cherry of London Witte Group was in attendance to report on the 2021-2022 Audit. Mr. Cherry reviewed the audit information of Boone REMC and Subsidiary that included the consolidated balance sheet as of December 31, 2022, and the related consolidated statements of revenues, comprehensive income, changes in members' equity, cash flows for the twelve-month period, and the notes to the financial statements. He also provided a review of the 10-year comparison of balance sheet and statement of revenue statistics, noting good TIER, DSC, and debt/equity ratios. Mr. Cherry reported it was a clean audit with no material misstatements or internal weaknesses. **A motion was made and seconded to accept the 2021-2022 Audit as presented by Mr. Cherry. The motion carried.**

FEDERATED INSURANCE ANNUAL RENEWAL

Mr. Conley informed the board the annual review of current insurance coverages with Federated was completed. He shared, we are on a two-year coverage renewal, and reported no changes in our current coverages.

2023 ANNUAL MEETING REPORT

Boone REMC Communications Director, Mandy Saucerman, was in attendance to provide an update on the BREMC Annual Meeting that is to be held on Saturday, April 22, 2023, at the Boone County 4-H Fairgrounds. Mrs. Saucerman provided a review of the drive-thru meeting layout with traffic flow, incentives to register and attend, the voting ballot, scholarships, and the business meeting.

COMMITTEE REPORTS

POLICY & BYLAWS COMMITTEE

Committee Chairman, Bruce Guernsey, deferred to Mr. Conley to report on two employee policies with policy language revisions. Mr. Conley reported that Employee Policy #332 Illegal Substance and Alcohol Abuse had been updated to coincide with the current practices related to a positive drug screen.

He also reported on modified policy language in Employee Policy #358 Continuing Education, noting the addition of plus and minus letter grades by education institutions, and the relative clarifying policy language that a letter grade of C minus (C-), or lower, is not considered a successful completion of assigned coursework. Board discussion was held regarding pass/fail ratings for collegiate coursework.

Following discussion, a motion was made and seconded to accept the policy language changes to Employee Policy #332 Illegal Substance and Alcohol Abuse, and Employee Policy #358 Continuing Education with proposed modifications. The motion carried.

NEW BUSINESS

OPERATION ROUND UP ENROLLMENT DISCUSSION

Mr. Conley reported on recent discussion with a member regarding the automatic opt-in process for the Operation Round Up program for new BREMC members.

Proposed changes to the membership application were reviewed and discussed. **It was the consensus of the board to accept the proposed changes, with drafted new member application language and any necessary Bylaws language modifications regarding new members to be made available for review and approval at the April 26, 2023 board meeting.**

NOMINATING COMMITTEE PROCESS

Mr. Conley reported that Mr. Taylor has indicated he will not run for director re-election when his current term concludes in April 2024. Mr. Conley noted it would be prudent to move up the nominating committee process and introduce conversation on how the board will approach the nominating committee and 2024 director nomination processes. Discussion was introduced regarding current board districts, and the potential or interest in board redistricting. Chairman Kendall requested to have a board district report no later than the May 24, 2023 board meeting.

DPATRICK FORD PROPERTY EASEMENT UPDATE

Mr. Conley provided an update on the status of the DPatrick Ford property mutual drainage easement, reporting that a draft of the easement has been shared with the property owners and their legal counsel. He reported on the next steps of the process to secure the easement and then install and maintain a detention pond and related outlet pipe to shed standing water in that area to stormwater drainage. Mr. Frandsen commented on the easement language.

ACCORD COMMUNICATIONS UPDATE & FUNDING REQUEST

Mr. Conley, Mr. Jones, and Mr. Willis provided an update on the Accord Communications fiber project. An update was provided on the status of the initiative, including a potential for grant funding, and it was reported there is a request for additional funding to further capitalize the fiber project. Mr. Conley reported that additional information regarding the status of the project, including grant funding awards, would be shared when it was made available.

OLD BUSINESS There was no old business.

LEGAL Mr. Frandsen provided a legal report.

EXECUTIVE SESSION

There was an Executive Session called.

BOARD REPORTS

NRECA POWERXCHANGE ANNUAL MEETING

Mr. Conley reported on the NRECA PowerXchange meeting that was held on March 6-8, 2023, in Nashville, TN.

WVPA Mr. Kendall reported on the WVPA board meeting that was held on March 1, 2023.

IEC There was no IEC board meeting held in March.

CEO/STAFF REPORTS

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

FINANCIAL REPORT

Detailed financial reports for January 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

The safety report for March 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.**

APRIL MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, April 26, 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 12:10 p.m.

Mark Gruninger, Secretary/Treasurer