

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 MAY 24, 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; Jeanette Johnson-Hite, VP Corporate Services/CFO; Mandy Saucerman, Communications Director; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

APRIL MINUTES Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on April 26, 2023. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

COMMITTEE REPORTS

AUDIT COMMITTEE REPORT

Mr. Lawson reported the CEO, legal and director expenses were emailed and reviewed in advance of the meeting, and there were no policy variances or exceptions to expenses noted. **There was a motion and second to accept the Expense Audit Committee report. The motion carried.**

POLICY & BYLAWS COMMITTEE

Committee Chairman, Bruce Guernsey, deferred to Mr. Conley to report on proposed policy and bylaws language revisions. Mr. Conley reported on proposed, minor policy language revisions, to provide policy language clarification, in Administrative Policy #118 Access to Corporate Records, Employee Policy #334 Employee Drivers Policy; and the Bylaws.

Following discussion, a motion was made and seconded to accept the proposed policy language changes to Administrative Policy #118 Access to Corporate Records, Employee Policy #334 Employee Drivers Policy, and the Bylaws as provided. The motion carried.

DPATRICK FORD PROPERTY EASEMENT UPDATE

Mr. Conley provided an update on the status of the DPatrick Ford property mutual drainage easement, noting concerns expressed by DPatrick regarding the concepts of the engineering design and capacity of the mutual drainage easement. He reported he had requested a proposal from HWC Engineering to prepare a preliminary grading and drainage plan for the detention basin project. He also shared the proposed scope of services.

Board discussion was held regarding the scope of services and potential fees for the proposed engineering study.

Following discussion, a motion was made and seconded to authorize the CEO to negotiate an engineering study, as outlined. The motion carried. Voting in opposition was G. Tom Taylor.

CORPORATE REPORTS

QUARTERLY REPORTING

Mrs. Johnson-Hite provided a detailed review of the 1st quarter financial reports.

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

ANNUAL MEETING SURVEY RESULTS

Mrs. Saucerman was in attendance to provide a review of the 2023 Boone REMC Annual Meeting Survey results.

NEW BUSINESS

BOARD COMMITTEE ASSIGNMENTS

Mr. Kendall shared he would be completing the 2022/2023 board committee assignments, and asked directors to reach out to him with any special requests or considerations regarding the new committee assignments.

OLD BUSINESS

There was no old business.

LEGAL

Mr. Frandsen provided a legal report.

EXECUTIVE SESSION

There was an Executive Session called. The Executive Session adjourned at approximately 10:00 p.m., and the regular meeting of the Board resumed.

BOARD REPORTS

WVPA Mr. Kendall reported on the WVPA board meeting that was held on May 3, 2023.

IEC There was no IEC board meeting held in May.

CEO/STAFF REPORTS

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

SAFETY REPORT

The safety report for May 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.**

JUNE MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, June 21, 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 10:25 p.m.

Mark Gruninger, Secretary/Treasurer