

Regular Meeting Minutes
Salem Electric Board of Directors
20 September 2023 6:00 p.m.

1. CALL TO ORDER: The Salem Electric Board of Directors meeting was called to order at 6:00 p.m. by President Anderson. Directors present: Jeff Anderson, Jan Bargaen, Dave Bauer, Tim Klarr, John Taylor, Joe Van Meter, and Angie Villery. Staff members present: Tony Schacher, General Manager; and Randi Johnson, Executive Assistant. (A list of the members, employees, and guests in attendance is in the Supplemental Minutes Book.)
2. APPEARANCE OF INTERESTED MEMBERS: None.
3. MEETING AGENDA: **MOTION** made by Van Meter, seconded by Klarr, and **carried unanimously** to approve the Meeting Agenda.
4. CONSENT CALENDAR: **MOTION** made by Bauer, seconded by Van Meter, and **carried unanimously** to approve the Consent Calendar with the removal of Item D – Financial Report, Item E – Engineering and Operations Report, and Item F – Member Services Report.
5. CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT CALENDAR: Item D: Questions regarded line 11 (other assets), line 23 (capital credits and memberships), and line 24 (net margins – current year) on the balance sheet. Item E: Questions regarded the engineering and operations budget summary, the major and minor projects summaries, the interruptions report, and the new services report.

The Board discussed Salem Electric-owned electric vehicle charging stations and tracking related costs to determine whether it would be beneficial to the co-op to own additional charging stations in the future. **MOTION** made by Van Meter, seconded by Klarr, and **carried unanimously** to ask staff to come up with the metrics on the installation of EV charging stations.

Item F: Questions regarded funding for the member assistance program. **MOTION** made by Taylor, seconded by Bargaen, and **carried unanimously** to approve Items D, E, and F.

6. ACTION/INFORMATION ITEMS:
 - Auditor Engagement: Schacher stated that we are in the second year of a three-year contract with Aldrich CPAs and Associates LLP.
 - Authorization to Pay Capital Retains – Action: **MOTION** made by Bargaen, seconded by Van Meter, and **carried unanimously** to authorize the revolvment of capital credits totaling \$2,250,701 representing approximately \$187,999 from 2007 and \$2,062,702 from 2008. (A copy of the recommendation is in the Supplemental Minutes Book.)
 - Capital Credit Minimum Refund Amount – Action: **MOTION** made by Van Meter, seconded by Taylor, and **carried unanimously** to authorize holding capital credit refunds for any amount less than ten dollars (\$10.00) to any individual member. Any amount eligible for refund, which is less than the minimum, shall be held until it can be combined with future capital credit refunds to reach the minimum amount to be paid. If there are no future amounts allocated, the full allocation shall be paid, even if less than ten dollars. (A copy of the recommendation is in the Supplemental Minutes Book.)

Policy Committee Recommendations – Action: The committee presented its recommendations for changes to the following policy documents:

- a. Education: The Board reviewed and discussed changes that were made to the policy. **MOTION** made by Van Meter, seconded by Bargaen, and **carried unanimously** to approve the education policy as amended. (A copy of the recommendation is in the Supplemental Minutes Book.)
- b. Electronic Equipment for Directors: The Board reviewed and discussed changes that were made to the policy. **MOTION** made by Bauer, seconded by Klarr, and **carried unanimously** to approve the policy as presented. (A copy of the recommendation is in the Supplemental Minutes Book.)
- c. Political Contributions: America's Electric Cooperatives PAC: The Board reviewed and discussed changes that were made to the policy. **MOTION** made by Van Meter, seconded by Klarr, and **carried unanimously** to approve the policy as presented. (A copy of the recommendation is in the Supplemental Minutes Book.)

Voting Rights and Member Qualifications – Information: Schacher informed the Board that the practice of enrolling property owners without active service as voting members will be discontinued.

7. MONTHLY REPORTS:

Department Updates: Schacher stated that Chris Kriek received the Spotlight Award at the 2023 NISC Member Information Conference, he informed the Board of a personnel update in Engineering & Operations, and he noted that in honor of National Drive Electric Week, Member Services will host an EV Cars & Coffee event in the parking lot on September 30.

Manager's Report: Schacher stated that the eastside facilities project has received tentative approval from the City. Cooperative Building Solutions will simultaneously begin the permitting and bidding processes. The first phase of the project includes archeological shovel tests and utility plumbing with a boring contractor. Once the first phase is successfully completed, construction of the building will begin. Questions were asked about the cost of the project to date and the projected total cost. Schacher highlighted September employee service anniversaries.

Outside Meeting Reports: Directors discussed the ORECA Directors Education Conference.

8. APPEARANCE OF INTERESTED MEMBERS: None.

9. NEW BUSINESS/GOOD OF THE ORDER: The Board discussed member correspondence, a personnel update at ORECA, whether to include the Pledge of Allegiance at board meetings, and opportunities to maximize non-member revenue against future costs of the cooperative. Schacher noted that the general manager evaluation forms are due on September 28.

10. EXECUTIVE SESSION: None.

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11. ADJOURN: With no further business to come before the Board, the meeting adjourned at 8:03 p.m.

Dave Bauer, Secretary/Treasurer

Approved Pursuant to Board Action on
October 24, 2023

Jeff Anderson, President

SALEM ELECTRIC BOARD MEETING AGENDA
6:00 p.m. Wednesday September 20, 2023

1. CALL TO ORDER
2. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
3. MEETING AGENDA (Approve)
4. CONSENT CALENDAR (Approve)
 - A. Minutes of Prior Meetings
 - August 22, 2023 Regular Meeting..... 1-3
 - August 22, 2023 Executive Session..... 4
 - B. Acceptance of new members (218)
 - C. Release of members no longer taking service (198)
 - D. Financial Report 5-14
 - E. Engineering & Operations Report15-20
 - F. Member Services Report 21-23
 - G. Director Remuneration Forms24-36
5. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)
6. INFORMATION/ACTION ITEMS
 - Auditor Engagement – Information (Schacher)
 - Authorization to Pay Capital Retains – Action (Schacher)37
 - Capital Credit Minimum Refund Amount – Action (Schacher) 38
 - Policy Committee Recommendations – Action (Villery)
 - Education.....39-42
 - Electronic Equipment for Directors..... 43-47
 - Political Contributions: America’s Electric Cooperatives PAC.....48-50
 - Voting Rights and Member Qualifications – Information (Schacher) 51-52
7. MONTHLY REPORTS
 - Department Updates
 - Manager’s Report (Schacher)
 - Outside Meetings Reports (Directors)
8. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
9. NEW BUSINESS/GOOD OF THE ORDER
10. **EXECUTIVE SESSION**
11. ADJOURN (Next Meeting: October 24, 2023, 6:00 p.m. For upcoming agenda items, refer to the Annual Agenda Items Calendar on Call to Order (Documents, Board Meeting General).