

**BUTLER RURAL ELECTRIC COOPERATIVE, INC.****BOARD OF TRUSTEES****July 16, 2021**

A governance committee meeting of the Board of Trustees of Butler Rural Electric Cooperative, Inc. was held at the Cooperative office at 3888 Stillwell Beckett Road, Oxford, Ohio on Friday, July 16, 2021. The meeting was called to order by Thomas McQuiston at 9:02 a.m. The meeting was opened with an invocation and the Pledge of Allegiance by Jay Hasbrook.

**ROLL CALL**

Board members present were: Tom McQuiston, Bob Hoelle, Ron Kolb, Mike Tilton, Jay Hasbrook, David Evans, Butch Foster, Jim Meador and Bob Spaeth. Also, present were Thomas Wolfenbarger, General Manager and Julie Abbott, Director of Administration.

**GOVERNANCE COMMITTEE REVIEW**

Tom Wolfenbarger facilitated a discussion of several governance topics for the committee to review.

**TRUSTEE COMPENSATION**

Tom Wolfenbarger presented a report on board compensation for Butler Trustees as of June 30, 2021. After discussion, it was decided not to make any changes to the current per diem process.

**TRUSTEE HEALTH INSURANCE**

Butler Rural does not provide health insurance for Trustees. It was decided to keep the same practice to not provide insurance for the Board of Trustees.

**TRUSTEE TRAVEL INSURANCE & AD&D**

The cooperative pays for Director AD&D insurance and Business Travel Accident insurance coverage on all Trustees/Directors and one attorney. It was decided to include the insurance coverage in the policies for transparency.

**OTHER TRUSTEE POLICIES:****EXPENSE REIMBURSEMENT**

All Trustees currently submit an expense report for reimbursable expenses related to training and travel for the cooperative. The current method as addressed in Policy A08 is working and will remain the same.

**CONFLICT OF INTEREST**

Policies addressing non-conflict for Directors (A13) and employees (E310) will remain the same.

**TRUSTEE QUALIFICATIONS**

Trustee qualifications were discussed as written in the Code of Regulations Article IV Section 3. Currently, Trustees running for election are not asked to provide information if there are any legal judgments against them. It is possible to include in background check. Tom Wolfenbarger will ask Lee Geiger if language can be added to the information Trustees are to provide when seeking to become a Trustee and if a felony conviction can be an exclusion.

There was discussion on virtual attendance of meetings and what qualifies as being a bona fide resident. Tom Wolfenbarger will ask Lee Geiger about clarifying the definition of a bona fide resident, either in the Code of Regulations, or in administrative policy.

**TRUSTEE MEETING ATTENDANCE**

There was discussion on Policy A06 in addressing absences of board meetings and special meetings. No change was made.

**TRUSTEE TRAINING AND CERTIFICATIONS**

Policy A08 – Trustees Per Diem and Expenses seems to be working for the Board. Training courses and certifications are based on a tiered per diem.

**NOMINATING COMMITTEE**

The process of building a nominating committee by selecting two candidates for each district each year, with subsequent ratification by the membership, seems to be working.

**VACANCIES**

Any vacancy of the board, unless by member removal, shall be filled by the remaining Board members for the unexpired portion of the vacated term. This is the current process. No changes identified.

**CANDIDATES FOR TRUSTEES**

The nominating committee selects two candidates for the district openings on the board each year. Members in the districts also have the option to file a petition. Therefore, all qualified candidates have access to the ballot. It was agreed this process works well and does not need to be changed.

**ATTENDANCE OF MEMBERS AT BOARD MEETINGS**

Policy C05 provides guidance of a member requesting to attend a board meeting. Members are welcome but must schedule in advance to have an opportunity to attend a meeting. No changes identified.

**INFORMATION DISCLOSURE**

Policy C05 addresses member's ability to request to read the minutes of the board meetings. Board minutes are posted on the cooperative website. Removal of this section from Policy C05 will be taken in January 2022.

**TRUSTEE CANDIDATES CAMPAIGNING POLICIES**

There was discussion regarding employee and director campaigning, from the 2018 NRECA Governance Task Force Report. The cooperative attorney will address whether a policy needs to be in place.

**ANNUAL MEETING STYLE**

Trustees had discussion of the type (in-person, virtual, hybrid) of Annual Meeting they would like to see next year. The committee posed several questions and decided to pursue a hybrid option.

**VOTING ISSUES**

There was discussion among committee members regarding the definition of a member and when the cut-off date needs to be for members to vote for Trustees prior to the Annual Meeting. The Code of Regulations, Article I, Section 1 addresses this issue. Tom Wolfenbarger will work with Lee Geiger regarding a voting member cut-off date and will propose appropriate changes.

**TERM LIMITS**

The cooperative does not have term limits for Trustees and only ten percent of all cooperatives have term limits for their Board. No change will be made to the current election process regarding term limits at Butler Rural Electric Cooperative, Inc.

**ADJOURNMENT**

There being no further items to discuss, the meeting was declared adjourned by Tom McQuiston, Chairman.

Respectfully submitted,



David Evans  
Secretary/Treasurer