

LA PLATA ELECTRIC ASSOCIATION, INC.
Committee on Policies Meeting Minutes
Thursday, September 2, 2021
<https://www.lpea.coop/policy-committee>

CALL TO ORDER

The Committee on Policies of the La Plata Electric Association Board of Directors was held Thursday, September 2, 2021, via Zoom webinar. Committee Chair Compton called the meeting to order at 9:05 a.m. The following committee members were in attendance:

COMMITTEE MEMBERS

Director Ted Compton, Committee Chair
Director Dan Huntington
Director Joe Lewandowski
Jessica Matlock, CEO
Karl Ramsey, VP of Finance

EXCUSED ABSENCE

None

LPEA STAFF

Graham Smith, Board and Staff Attorney
Janelle Thunstrom, Executive Assistant

WEBINAR GUESTS

None

APPROVAL OF AGENDA AND MEETING MINUTES

Committee Chair Compton addressed the September 2, 2021, Committee on Policies meeting agenda.

Motion: Committee Member Huntington moved to approve the agenda. Motion seconded and carried without dissent.

Committee Chair Compton addressed the Committee on Policies June 2, 2021, meeting minutes.

Motion: Committee Member Huntington moved to approve the June 2, 2021, meeting minutes. Motion seconded and carried 3-0 with Directors Huntington, Matlock, and Ramsey in favor. Directors Compton and Lewandowski abstained since they were not at the June meeting.

ATTORNEY UPDATE ON ALL POLICIES REVIEW PROCESS (9:11am)

Attorney Smith presented slides that gave an update on the review process on all polices. LPEA's policies are divided into four groups: 100, 200, 300, and 400 series polices. Attorney Smith gave an overview with examples of the types of inconsistencies in these policies, which include: word choice inconsistencies, internal inconsistencies, out-of-date inconsistencies, and missing reference inconsistencies. The committee will circulate a memo and a draft of the proposed 300 and 400 series changes in advance of the next meeting. Review of the 200 and 100 series policies will take place after the review of the 300 and 400 series changes, as it is most efficient to work backwards in the series.

REVIEW AND UPDATE OF 300 AND 400 SERIES POLICIES (9:20am)

Attorney Smith addressed his written memo on the consistency of series 400 (Guiding LPEA's Employee Relations) and 300 (Guiding the Actions of LPEA's Operations) policies. Most of series 400 is inconsistent with the delegation of employee management to the CEO under polices 103 and 104. As a matter of good corporate governance, the board should not involve itself in day-to-day staff decisions; this has been in LPEA's policies since at least the 1950s. To conform with the 400 series, most of these can be relocated to other places within polices 103 and 104.

Attorney Smith addressed recommended revisions and side bar notes related to each policy. Discussion ensued on related topics within each document; committee members gave input and changes were requested. The committee determined that it was more efficient to limit its scope of review to the 400 series policies and to postpone the review of the 300 series policies to a later meeting.

FUTURE MEETING SCHEDULE (11:26am)

The committee decided to meet on October 4th from 1:00 p.m. - 2:30 p.m. The committee will circulate 400 series drafts for comments from non-committee members prior to the October meeting. The meeting in October will be held to discuss comments from non-committee members, circulate final versions, and address comments immediately after the Zoom meeting with an up/down vote at the October board meeting.

ADJOURN

There being no further business, the Committee on Policies of the La Plata Electric Association Board of Directors meeting adjourned at 11:50 p.m. Recorded by J.P. Thunstrom, and approved by:



Ted Compton, Committee Chair