

LA PLATA ELECTRIC ASSOCIATION, INC.
Committee on Policies Minutes of Meeting
Wednesday, February 3, 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 Wednesday, February 3, 2021 via livestream webinar. Committee Chair McWilliams called the meeting to order at 2:03 p.m. The following committee members were in attendance:

COMMITTEE MEMBERS:

Director Dan Huntington
Director Joe Lewandowski
Director Sue McWilliams, Chair
Jessica Matlock, CEO
Nadine Ontiveros, VP People and Culture
Graham Smith, Staff Attorney

LPEA STAFF:

Karl Ramsey, VP Finance
Janelle Thunstrom, EA

GUESTS: No webinar guests were in attendance.

APPROVAL OF AGENDA AND MEETING MINUTES

Committee Chair McWilliams addressed the February 3, 2021 Committee on Policies meeting agenda and the November 5, 2020 meeting minutes.

Motion: Committee Member Lewandowski moved to approve the agenda and the November 5, 2020 Committee on Policies meeting minutes. Motion seconded and carried without dissent.

COMMITTEE DISCUSSION AND POSSIBLE ACTION

REVIEW OF BOARD POLICY 103 DELEGATIONS OF AUTHORITY FROM THE BOARD OF DIRECTORS TO THE CEO

Attorney Smith addressed recommended revisions and side bar notes to Policy 103. This policy shall serve as the CEO's job description.

Motion: Committee Member Lewandowski moved to recommend that the Board of Directors approve as amended the Policy 103 Delegations of Authority from the Board of Directors to the CEO and rescind Policies 104 and 401. Motion seconded and carried without dissent.

REVIEW OF BOARD POLICY 104 BOARD OF DIRECTORS – CHIEF EXECUTIVE OFFICER RELATIONSHIP

Committee recommends that the policy be rescinded per the motion above.

REVIEW OF BOARD POLICY 401 EMPLOYEE EXPENSE ACCOUNTS

Committee recommends that the policy be rescinded per the motion above.

REVIEW OF AMENDING BYLAWS TO ALLOW FOR REMOTE MEETING ATTENDANCE AT BOARD MEETINGS AND ANNUAL MEETINGS

Attorney Smith proposed bylaw amendments based on recent updates from Holy Cross and Poudre Valley Bylaws to accommodate electronic and remote attendance at annual meetings and board or director meetings. Discussion ensued on alignment between bylaw provisions and policy provisions; committee members gave input.

Motion: Committee Member Huntington moved to present the Bylaw Amendment - Section 1 Annual Meeting to allow for electronic annual meetings. Motion seconded and carried without dissent.

Attorney Smith addressed Article IV, Section 6 – Attendance By Electronic Means. This is a new section in the article. Requiring attendance whenever possible but also allowing flexibility.

Motion: Committee Member Huntington moved to present Article IV, Section 6 to the Bylaw changes to be voted on at the annual meeting. Motion seconded and carried without dissent.

REVIEW OF AMENDING BYLAWS TO CONFORM WITH COLORADO LAW

Attorney Smith addressed Article 3, Section 4 – Nomination of Directors. The nomination petition must be filed with the board of directors no later than sixty days. Decided to follow the statute of 45 days instead of the 60 days as stated until the law passes. This will follow suit with the board candidate packets to reflect 45 days.

Motion: Committee Member Huntington moved to recommend that the Board of Directors change to the 60-day deadline in the Section 4 – to 45 days and to present the proposed change to the Board at next meeting. Motion seconded and carried without dissent.

DEVELOP SCHEDULE FOR REVIEW AND UPDATE OF ALL BOARD POLICIES

Attorney Smith advised that he would compile a report of all previously reviewed board policies and propose options for a policy review schedule. Discussion ensued on structuring the three-year policy review cycle within the approved quarterly meeting timeframe and dealing with pressing policy matters that may arise from time to time.

FUTURE MEETING SCHEDULE

The next quarterly Committee on Policies meeting is scheduled for May 26, 2021 from 2:00 p.m.- 4:30 p.m.

BOARD ATTORNEY UPDATE


Attorney Smith advised that an update was not necessary at this time.

EXECUTIVE SESSION AS NEEDED

An executive session discussion did not take place.

ADJOURN

There being no further business, the Policy Committee of the La Plata Electric Association, Board of Directors meeting adjourned at 3:38 p.m. Recorded by J.P. Thunstrom, and approved by:


Sue McWilliams, Committee Chair