

LA PLATA ELECTRIC ASSOCIATION, INC.  
Policy Committee Minutes of Meeting  
Wednesday, November 5, 2020  
<https://www.lpea.coop/policy-committee>

**CALL TO ORDER**

The Policy Committee of the La Plata Electric Association Board of Directors was held Wednesday, November 5, 2020 via livestream webinar. Committee Chair Huntington called the meeting to order at 2:03 p.m. The following committee members were in attendance:

**COMMITTEE MEMBERS:**

Dan Huntington, Chair  
Joe Lewandowski  
Sue McWilliams  
Jessica Matlock, CEO  
Nadine Ontiveros, VP of People and Culture

**LPEA STAFF:**

Graham Smith, LPEA Staff Attorney  
Karl Ramsey, VP of Finance  
Charis Charistopoulos, EA

**BOARD ATTORNEY:**

Shay Denning, Maynes, Bradford, Shipp & Sheftel, LLP

**GUESTS:** No webinar guests were in attendance.

**APPROVAL OF AGENDA**

Committee Chair Huntington addressed the November 5, 2020 Policy Committee meeting agenda. Committee member Ontiveros requested to amend the agenda to include a discussion of presenting approved policies to the board as the fourth agenda item.

**Motion:** Committee member Ontiveros moved to amend the agenda to include a discussion of presenting approved policies to the board as the fourth agenda item. Motion seconded and carried without dissent.

**Motion:** Committee member Lewandowski moved to approve the November 5, 2020 Policy Committee meeting agenda as amended. Motion seconded and carried without dissent.

Committee Chair Huntington addressed the September 9, 2020 Policy Committee meeting minutes.

**Motion:** Committee member McWilliams moved to approve the September 9, 2020 Policy Committee meeting minutes as presented. Motion seconded and carried without dissent.

### **COMMITTEE DISCUSSION AND POSSIBLE ACTION**

**CEO EXPENSE REPORT: REVIEW BOARD POLICY 103 DELEGATIONS OF AUTHORITY FROM THE BOARD OF DIRECTORS TO THE CEO** –Nadine Ontiveros presented a sample policy from NRECA for consideration by the Committee. The consensus was that this policy was more succinct and easier to understand than Policy 103 and that it also incorporated the purposes of Policy 104 – Board of Directors-Chief Executive Officer Relationship. Therefore, the Committee would like to replace Policy 103 and 104 with a revised version of the NRECA policy. Denning was directed to revise the NRECA policy to conform it to LPEA’s Board Policies.

**Motion:** Committee member McWilliams moved to table Policy 103 to the next meeting, with work sessions in between on the shared drive. Motion seconded and carried without dissent.

**CEO EXPENSE REPORT: REVIEW BOARD POLICY 401 EMPLOYEE EXPENSE ACCOUNTS** – Board Attorney Denning addressed recommended revisions to the policy. Discussion ensued on whether Policy 401 should be an Employee Manual policy instead of a board policy. This topic is currently covered in LPEA Employee Manual. There was discussion to incorporate this delegated responsibility of the CEO into Policies 103 and 104, thus eliminating the need for Policy 401.

Discussion ensued on Policy 109 Director Education and Compensation, that states the CEO shall provide a summary of the per diem, travel and out-of-pocket expenses of Directors to the Board of Directors on a quarterly basis.

Committee member Ontiveros will follow up with NRECA on policy guidelines and development, and VP of Finance Ramsey will speak with LPEA’s auditor to confirm whether a board level policy is required from an auditing standpoint.

Discussion ensued on whether to incorporate a Quarterly CEO Expense Report, as adopted at the October 21, 2020 Board Meeting, into a revised Policy 103 or the existing Policy 401. There was consensus among the committee that Board Attorney Denning will review policies 103, 104 and 401 policies, present a recommendation to the committee at the next meeting

**MEMBER PETITIONS: REVIEW BOARD POLICY 112 PROCEDURES FOR INTRODUCING BYLAW AMENDMENTS TO ALIGN WITH POLICY 113 DIRECTOR RECALL PETITIONS** – Board Attorney Denning addressed proposed revisions and discussed language to align Policy 112 with Policy 113. Discussion ensued on alignment between bylaw

provisions and policy provisions; committee members gave input. Staff will draft a petition form that will be made available for member use on the LPEA website.

**Motion:** Committee Member McWilliams moved to recommend Policy 112 Procedures for Introducing Bylaw Amendments, as revised by the committee, to the full board for adoption. Motion seconded and carried without dissent.

Board Attorney Denning recommended a minor grammatical correction to Policy 113 to allow the policy language to align more clearly with language in Policy 112.

**Motion:** Committee member Lewandowski moved to recommend Policy 113 Director Recall Petitions, with the minor grammatical correction, to the full board for adoption. Motion seconded and carried without dissent.

**DISCUSS PRESENTATION OF APPROVED POLICIES TO THE BOARD** – Committee member Ontiveros advised that when presenting committee recommendations to the board, directors would like to see both the clean and redline policy versions, a memo drafted by Board Attorney Denning and committee member Ontiveros addressing the nature of the revisions and material changes to each policy, a prepared motion for recommending a policy for adoption by the full board, and a designated committee member to present the prepared motion to the board. Directors will either vote to approve the policy as presented, vote to oppose the policy as presented and provide feedback, or vote to table and send the policy back to the committee for refinement or revision. This effort is limit wordsmithing at the full Board meetings and maintain the purpose of the Policy Committee, which is to bring the close to final policy to the board.

**DISCUSS OPTIONS FOR NEW BOARD POLICY 000 ONE VOICE** – CEO Matlock advised that Director Witchel asked for staff support in gathering One Voice policy examples for discussion at the November 18, 2020 Board Meeting, and that no work is needed from the Policy Committee at this time. Director Witchel was bringing a proposal to the board at the November board meeting.

**DISCUSSION OF OTHER POLICIES THAT COME TO COMMITTEE ATTENTION** – No other policies were discussed.

### **DEVELOP SCHEDULE FOR REVIEW AND UPDATE OF ALL BOARD POLICIES**

Committee member Ontiveros reported that an updated policy review spreadsheet is underway. Board Attorney Denning advised that she 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 Virtual Policy Committee Meeting is scheduled for February 3, 2021 from 2:00 p.m.-5:00 p.m.

Committee Chair Huntington advised that his ability to chair the meeting has become difficult due to a heavy work schedule. He will discuss his decision to step down with the board president, and a new committee chair will be appointed.

## **BOARD ATTORNEY UPDATE**

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

## **EXECUTIVE SESSION AS NEEDED**

An executive session discussion did not take place.

There being no further business, the Policy Committee of the La Plata Electric Association, Board of Directors meeting adjourned at 3:34 p.m.

Recorded by C.E. Charistopoulos, and approved by:

  
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Dan Huntington, Committee Chair