

LA PLATA ELECTRIC ASSOCIATION, INC.
Policy Committee Minutes of Meeting
Wednesday, September 9, 2020
<https://www.lpea.coop/policy-committee>

CALL TO ORDER

The Policy Committee Committee of the La Plata Electric Association Board of Directors was held Wednesday, September 9, 2019 via livestream webinar. Committee Chairman Huntington called the meeting to order at 9:05 a.m. The following committee members were in attendance:

COMMITTEE MEMBERS

Dan Huntington, Chairman
Jack Turner
Sue McWilliams
Jessica Matlock, CEO
Nadine Ontiveros, VP of People and Culture

LPEA STAFF

Karl Ramsey, VP of Finance
Charis Charistopoulos, EA

BOARD ATTORNEY

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

GUESTS

Guinn Unger

APPROVAL OF AGENDA

Committee Chairman Huntington addressed the September 9, 2020 Policy Committee meeting agenda.

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

Committee Chairman Huntington addressed the February 13, 2020 Policy Committee meeting minutes.

Motion: Committee member Turner moved to approve the February 13, 2020 Policy Committee meeting minutes as presented. Motion seconded and carried without dissent.

COMMITTEE DISCUSSION AND POSSIBLE ACTION

REVIEW BOARD POLICY 105 DIRECTOR ELECTIONS AND ANNUAL MEETING VOTING PROCEDURES – Attorney Denning presented recommended revisions to the policy. Discussion ensued. Committee members gave input. Attorney Denning will provide a final redline draft for presentation to the full board.

Motion: Committee member McWilliams moved to approve revised Policy 105 Director Elections and Annual Meeting Voting Procedures for recommendation to the full board, upon confirmation by Attorney Denning that revisions are being made to the policy that was approved at the December 18, 2019 board meeting. Motion seconded and carried without dissent.

REVIEW BOARD POLICY 107 CAMPAIGN FINANCE REPORTING REQUIREMENTS – Attorney Denning presented recommended revisions to the policy. Discussion ensued. Committee members gave input. Attorney Denning will provide a final redline draft for presentation to the full board.

Motion: Committee member Turner moved to approve revised Policy 107 Campaign Finance Reporting Requirements for recommendation to the full board, in addition to a discussion of bylaws changes to address director expenditures. Motion seconded and carried without dissent.

REVIEW BOARD POLICY 129 CODE OF ETHICS AND CONDUCT – Attorney Denning opened a discussion on the development of a code of ethics and conduct policy with examples drawn from various resources included in the meeting packet. Discussion ensued. Committee members gave input. There was consensus among the committee to redevelop the policy. There was acknowledgement that this was a big task and needed more time. Once the policy is developed and approved, staff discussed working with the board on a strategic retreat and training on how the board can best work together and uphold the code of ethics and conduct. Attorney Denning will provide a redline draft for further discussion at the upcoming Policy Committee meeting.

REVIEW BOARD POLICY 201 FINANCIAL MANAGEMENT AND GOALS – VP of Finance Karl Ramsey presented recommended revisions to the policy. Discussion ensued. Committee members gave input. Attorney Denning will provide a final redline draft for presentation to the full board.

Motion: Committee member Matlock moved to approve revised Policy 201 Financial Management and Goals for recommendation to the full board with appropriate formatting modifications. Motion seconded and carried without dissent.

REVIEW BOARD POLICY 304 ON-BILL FINANCING FOR ENERGY EFFICIENCY AND BENEFICIAL ELECTRIFICATION – VP of Finance Karl Ramsey presented recommended revisions to the policy. Discussion ensued. Committee members gave input. Attorney Denning will provide a final redline draft for presentation to the full board.

Motion: Committee member McWilliams moved to approve revised Policy 304 On-bill Financing for Energy Efficiency and Beneficial Electrification for recommendation to the full board. Motion seconded and carried without dissent.

REVIEW BOARD POLICY 120 FILLING BOARD VACANCIES – Committee Chairman Huntington addressed the policy. There was consensus among the committee that no further revisions were necessary to the policy that was approved by the board at the August 19, 2020 board meeting.

NEW BOARD POLICY 000 DIRECTOR RECALL – Attorney Denning discussed proposed language for a new policy to address director recalls. Discussion ensued. Committee members gave input. Attorney Denning will assign this board policy number 113, and provide a revised draft for further discussion at the upcoming Policy Committee meeting.

DEVELOP SCHEDULE FOR REVIEW AND UPDATE OF ALL BOARD POLICIES

Due to time constraints, this item will be addressed at a subsequent Policy Committee meeting.

FUTURE MEETING SCHEDULE

Committee Chairman Huntington advised that committee members will be contacted to set the next quarterly meeting date in December.

ATTORNEY UPDATE

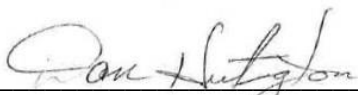
Attorney Denning advised that an update was not necessary at this time.

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 11:04 a.m.

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



Dan Huntington, Committee Chairman