

MINUTES OF THE BOARD OF DIRECTORS
OF BARRON ELECTRIC COOPERATIVE
February 28, 2024

Call to Order

The regular meeting of the Board of Directors of Barron Electric Cooperative was held at the cooperative headquarters on February 28, 2024. The meeting was called to order at 9:30 a.m. by President Cook. Board members present included Baker, Bol, Cook, Effertz, Kessler, Kuhl, Mandel, Olson, and Warwick.

Others present were General Manager Torud, and Staff Members Steines & Straw.

Approval of Agenda

The agenda was approved as presented.

Safety Message

Director Kessler gave a safety message.

Minutes of Last Meeting

The minutes of the Special Board Meeting, February 1, 2024, were approved as written.

Treasurer's Report

A report of vouchers for the month was presented as part of the board packet as follows: #102768 through #102841 from CCF Bank in the amount of \$152,991 and capital credit estate checks in the amount of \$25,726. Total receipts in the office \$2,410,184; total receipts by wire and ACH \$1,904,395; disbursements by ACH, EFT, wire \$3,586,444; transfer of funds was made for payroll \$214,934 and the power bill was paid on 02/28/2024 in the amount of \$2,370,388.

Voucher Review

A list of vouchers was reviewed by the board.

Manager and Staff Reports

General Manager Torud and Staff members Steines & Straw presented written and oral reports of their activities for the month.

Dismiss Staff

Membership List

A membership list of 37 was presented and approved without objection.

Other Meetings Attended

Director Olson reported on the Credentialed Cooperative Director (CCD) course he attended on February 13, 2024. Directors Olson & Bol reported on the CCD course they attended on February 14, 2024. Director Mandel reported on the Safety Meeting she attended on February 15, 2024. The directors discussed the DPC District Meeting they attended on February 19, 2024. Directors Baker, Bol, Cook, Mandel & Warwick discussed the Financial Webinar Series they attended virtually on February 22, 2024. The directors reviewed the Monthly Safety Report from Denise Fox, Compliance Safety and Training Officer.

Reports

Reports listed in the board packet were reviewed for the month of January included the power bill, department statistics, fleet management and budget month-to-date.

Inventory of Work Orders

Form 219 summarizing construction activity for the month of January in the amount of \$175,897.31 was presented for approval and included new services \$0; change jobs \$0; Other Work Order Projects \$175,897.31 and 2 retirements. The Form 219 stood approved as presented.

Outage and Overtime

Outages year-to-date stand at 855.65 consumer hours off, which is 66.39% below 2023 hours of 2,545.63. Overtime year-to-date is 72.50 hours, which is 31.92% below 2023 hours of 106.50.

2024 Tellers for Annual Meeting

The board reviewed the list of the 2024 tellers for the Annual Meeting. Director Kessler moved, Director Warwick seconded, to approve the teller list as presented. Motion carried.

NRECA Legislative Conference

The board discussed the NRECA Legislative Conference that is to be held in Washington, D.C. April 21 – 24, 2024. Director Baker moved, Director Bol seconded, to not send anyone from the cooperative, directors or employees, to the NRECA Legislative Conference this year. Motion carried.

3-Year FYF Donation History

The board reviewed the 3-year FYF donation history report.

DPC Cooperative Contributions Program

The board discussed the DPC Cooperative Contributions Program which allows \$1,000 to be donated within a Cooperative's service area if the requirements are met per their policy. The donation request can only be used on one entity and cannot be split between more than one recipient. Director Kuhl moved, Director Effertz seconded, to submit the donation for Regional Hospice Services & Palliative Care in Washburn County. Motion carried.

Donation Request – High School to Heroes Banquet Sponsorship

The directors reviewed the donation request from the Cumberland American Legion – Anderson Thompson Post 98 regarding the High School to Heroes Banquet in which they honor high school seniors who have committed to serve our nation in the Armed Forces. Director Kessler moved, Director Kuhl seconded, to donate \$500 to the High School to Heroes Banquet with funds to be derived from FYF. Motion carried.

Donation Request – Life Link

The directors reviewed the request from Life Link asking for a monetary donation to assist with the cost of their clinical supplies at the Rice Lake base. No action was taken by the board.

Policy No. 103 – Board of Directors Elections

The directors reviewed Policy No. 103 – Board of Directors Elections with suggested edits. Director Effertz moved, Director Mandel seconded, to approve the policy as revised within II. Content, B. Board Members. Motion carried.

B. BOARD MEMBERS:

1. Members of the Board of Directors shall be considered in serious breach of good conduct if they bring to bear, either by threat or by reward, upon any employee of the Cooperative in an attempt to influence or coerce said employee to vote for or work against any candidate seeking election to this Board of Directors.
2. A current director who is up for re-election shall notify the cooperative of their intent to run for the next election by completing a Notification of Candidacy form and it should be completed by the first Monday of December the year prior to re-election.
 - a. If a Nomination of Candidacy form is received by the date requested, communication announcing the current director's intent for re-election will be announced to the membership the following month.
 - b. If a Notification of Candidacy form is not received by date requested, it is presumed the current director is not seeking re-election and communication to the

membership of an open vacancy on the Board of Directors will commence.

3. Once director nominations are open, members interested in running for a director position on the board will be required to turn in their Petition for Nomination forms by the due date requested by the cooperative if they want their name printed on the ballot at the Annual Meeting.
4. All members who turn in their Petition for Nomination forms by the required due date, and receive the minimum signatures per the bylaw requirements, will then be announced to the membership as candidates running for a director position the month following the due date of the Petition for Nomination.

DPC 2024 Wholesale Power Contract Task Force Survey

General Manager Torud discussed the DPC 2024 Wholesale Power Contract with the board. The board completed the DPC Task Force Survey as a group. General Manager Torud will submit the survey to DPC.

The director's expense accounts for the month were reviewed and approved by the board without objection.

Other Business

Director Warwick is scheduled to attend the NRECA PowerXchange Meeting from March 3-6, 2024 in San Antonio, TX.

Director Kessler is scheduled to attend the Safety Meeting on March 14, 2024.

Director Mandel is scheduled to attend the Board Leadership Course (BLC) March 21, 2024 in Eau Claire.

Directors Bol and Cook are scheduled to attend the Legal Updates for Directors and Employees March 22, 2024 in Eau Claire.

The Barron Electric Cooperative Annual Meeting is scheduled for Saturday, March 23, 2024 at the BACC. March Board Meeting and All Employee & Director Service and Safety Lunch is scheduled for March 27, 2024.

The office is closed on March 29, 2024, in observance of Good Friday.

Directors Baker, Bol, Cook, Mandel & Warwick are scheduled to attend the Financial Webinar Series for Directors on April 11, 2024.

The NRECA Legislative Conference is scheduled for April 21-24, 2024 in Washington D.C.

Director Warwick is scheduled to attend the Safety Meeting on April 23, 2024.

The April Board Meeting is scheduled for April 24, 2024.

The office is closed on May 27, 2024 in observance of Memorial Day.

The May Board Meeting is scheduled for May 29, 2024.

The DPC Annual Meeting is scheduled for June 5, 2024 in La Crosse.

Directors Baker, Bol, Cook, Mandel & Warwick are scheduled to attend the Financial Webinar Series for Directors on June 13, 2024.

The June Board Meeting is scheduled for June 26, 2024.

The WECA District 3 Meeting is scheduled for July 10, 2024 at the cooperative headquarters.

The July Board Meeting is scheduled for July 31, 2024.

Directors Baker, Bol, Cook, Mandel & Warwick are scheduled to attend the Financial Webinar Series for Directors on August 15, 2024.

The August Board Meeting is scheduled for August 28, 2024.

The meeting adjourned at 12:23 PM

Scott Warwick, Secretary