



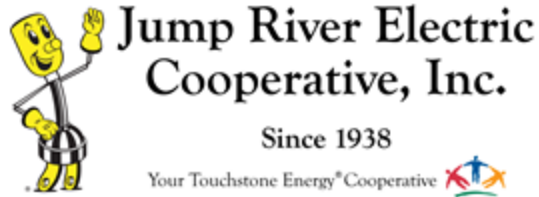
Jump River Electric Cooperative, Inc.

Since 1938

Your Touchstone Energy® Cooperative 

DIRECTOR POLICIES - TABLE OF CONTENTS

Category	Policy #	Subject
Director	201	Delegation of Authority
Director	202	Director & GM-CEO Vacancy
Director	203	Director Expectations
Director	204	Director Communication Policy
Director	205	Director Meeting Attendance Reimbursement
Director	206	Directors Attendance of Associated Organization Meetings
Director	207	Director Education Course Attendance & Reimbursements



Director Policy No. 201

I. **SUBJECT:** Delegation of Authority

II. **PURPOSE:**

The purpose of this policy is to delegate authority to and define the responsibilities of the Jump River Electric Cooperative, Inc. (the “Cooperative”) General Manager and Chief Executive Officer (the “GM/CEO”); to specify the authority retained by, and responsibilities of, the Cooperative Board of Directors (the “Board”); and to set forth the boundaries of the relationship between the GM/CEO and the Board. This policy recognizes that the success of the Cooperative requires the joint effort and cooperation of the Board and management.

III. **POLICY:**

The GM/CEO shall be capable of binding the Cooperative to the extent authorized in this policy or by specific resolution of the Board, except as provided otherwise in the Cooperative’s Articles of Incorporation or Bylaws.

IV. **RESPONSIBILITIES OF THE BOARD OF DIRECTORS:**

A. The following are responsibilities of the Board:

1. Direct the affairs of the Cooperative;
2. Act as a trustee on behalf of the Cooperative and its members;
3. Establish the Cooperative’s mission, vision, values, and purposes;
4. Adopt and revise, as necessary, written policies, rules, and regulations for internal and external compliance;
5. Engage in strategic planning and on-going strategic discussions;
6. Review, monitor, and inform the members regarding the critical operating and financial performance of the Cooperative and its strategic direction;
7. Establish processes for maintaining the integrity and transparency of the Cooperative, including the integrity of the financial statements, compliance with laws and ethics, the integrity of relationships with members, and the integrity of relationships with other stakeholders;

8. Maintain general financial control;
9. Contract for and approve an annual independent financial audit, select and oversee legal counsel, and engage other consultants, as necessary;
10. Employ a GM/CEO and set clear performance expectations, regularly monitor and evaluate the GM/CEO's performance, and establish the GM/CEO's compensation and other terms of his or her employment; and
11. Perform any other responsibilities the Board may designate.

V. RESPONSIBILITIES OF THE GM/CEO:

A. Responsibilities.

Under the Board's direction, guidance, and oversight, and recognizing that ultimate responsibility and authority rests with the Board, the GM/CEO shall have the authority to, and shall fulfill, the following responsibilities:

1. Implement the Cooperative's mission, objectives, and strategic priorities with periodic updates to the Board in a formal planning process;
2. Serve as the authorized spokesperson of the Cooperative to develop and maintain public, business, and political alliances that may be beneficial to the Cooperative and its members;
3. Within the limits of budgeted resources, and without detracting from the Cooperative's ability to provide reliable service to its members, participate in and support efforts that contribute to the economic or social development of the Cooperative service area for the purpose of enhancing members' quality of life;
4. Establish policies for recommendation and consideration to the Board and, if adopted, review such policies at least annually to provide recommendations for revisions, if any;
5. Develop financial plans, work plans, and budgets for recommendation to and consideration by the Board and, if approved, provide regular and periodic revenue, expenses, and other reports with a comparison to such plans and budgets;
6. Conduct Cooperative forecasting and use such forecasting information when planning for power supply and delivery requirements, energy management requirements, risk management requirements, and any other related requirements;

7. Analyze the systems' rates, services, rules, and regulations at least annually to ensure compliance with operating, financing, and other requirements and, if appropriate, make recommendations to the Board for any changes;
8. Organize, plan, and execute all annual and other member meetings and any Board or committee meetings in consultation with the Board;
9. Promote member information and educational activities, including educating members on the safe use of electricity;
10. Conduct periodic measurements of member needs and satisfaction with current and proposed service, product offerings, and/or other coop matters, as appropriate;
11. Oversee all Cooperative staffing and related personnel practices, including but not limited to selecting, training, and supervising Cooperative personnel and performing succession planning;
12. Develop a compensation plan for recommendation to and consideration by the Board and, once approved, determine all Cooperative personnel salary adjustments, except for the GM/CEO, within the approved compensation plan and within the limitations of the Cooperative budget;
13. Maintain sound labor relations, wage policy and safety programs, and a culture that motivates employees to engage in work practices that avoid accidents and injuries;
14. Coordinate with the statewide Wisconsin Electric Cooperative Association ("WECA") and National Rural Electric Cooperative Association (the "NRECA") regarding state and federal legislative and regulatory matters and, if appropriate, recommend to the Board whether the Cooperative should adopt a position in regard to such matters;
15. Ensure that appropriate accounting and recordkeeping practices, risk management practices, cyber security practices, and internal controls are in place and working effectively;
16. Select and appoint consultants and negotiate contracts or agreements for services of such consultants, provided such action is within the limitations of the work plan and budget;
17. Procure real property, equipment, facilities, insurance coverage, and any other necessary resources for operating the Cooperative, which resources shall have been approved by the Board or for which no Board approval is required by law, the Bylaws, or any Director policy;

18. Direct the day-to-day operations of the Cooperative, except as specified otherwise by the Bylaws or by specific resolution of the Board;
19. Identify and recommend to the Board an appropriate person to serve as acting GM/CEO in an extended absence of the GM/CEO as further explained in Director Policy No. 202; and
20. Perform any other tasks as outlined in the GM/CEO job description or as delegated by specific resolution of the Board.

B. Delegation of Authorized Responsibilities.

Under the Board's direction, guidance, and oversight, the GM/CEO may delegate the above authorized responsibilities as follows:

1. Except as otherwise limited by law, by the Cooperative's Articles of Incorporation or Bylaws, or by any other Director policy, the GM/CEO is authorized to delegate specific authorities or responsibilities to other Cooperative officers and personnel with the recognition that the GM/CEO remains at all times responsible and accountable for any and all actions taken under such sub-delegations;
2. The GM/CEO shall exercise due care in such delegations and regularly monitor the performance of the responsibility delegated; and
3. The GM/CEO shall inform the Board as to how any such delegations are being carried out.

VI. RELATIONSHIP BETWEEN THE GM/CEO AND THE BOARD.

To ensure the success of the Cooperative, the Cooperative Board and management must work together with mutual respect and support. At the same time, the Board must maintain a governing role, which is to direct, guide, and oversee the Cooperative and to protect its interests and members.

A. Expectations of the GM/CEO in Working with the Board.

To fulfill the above expectations, the GM/CEO shall:

1. Develop, with the direction of the Board, an annual timeline of topics to be discussed and reports to be presented to the Board;
2. Assist the Officers in developing an agenda for each Board meeting;
3. Ensure that all appropriate financial, operational and other information and reports are provided to the Board in a timely and understandable fashion, so Directors are able to make informed decisions;

4. Report to the Board on conformity with approved policies, programs, plans, and budgets and recommend any appropriate revisions requiring Board approval;
5. Provide advice and counsel to the Board and ensure that important issues are timely presented and explained to the Board;
6. Review with the Board the annual financial audit, monthly financial statements, progress on strategic plan initiatives, period reports, evaluations of internal controls or risk management systems, ethics, compliance programs, and any other items delegated within this policy or by specific resolution of the Board; and
7. Seek the Board's advice and counsel whenever needed or desired.

B. Expectations of the Board in Working with the GM/CEO.

To fulfill the above expectations, the Board shall maintain the following principles and guidelines in its relationship with the GM/CEO:

1. Since good management is a key factor in the success of the Cooperative, the GM/CEO must be delegated sufficient authority to manage the operations of the Cooperative on a day-to-day basis. While specific authority may be described here, these powers are intended to be expansive in nature and substantial in depth. The GM/CEO is permitted and expected to make decisions that bind the Cooperative legally and that impact its on-going viability, consistent with the Board's policies, plans, budgets, and specific directives.
2. Mutual understanding and cooperation between management and the Board is needed for management to be effective. The GM/CEO is expected to produce results and give an account to the Board. The best results cannot be achieved unless the GM/CEO is given latitude to perform within the confines of board policy and budgeting. The Board is responsible for ensuring that the GM/CEO knows and understands its expectations and any limitations it has placed on his or her discretionary decision-making. These expectations and limitations are identified in this policy, which shall be used as the foundation for an annual appraisal of the GM/CEO's performance;
3. The Board is responsible for establishing clear goals regarding the GM/CEO's performance, for appraising the performance of the GM/CEO each year, for discussing the results of such appraisal with the GM/CEO, and for acting on any appropriate salary adjustment for the GM/CEO based on that appraisal;

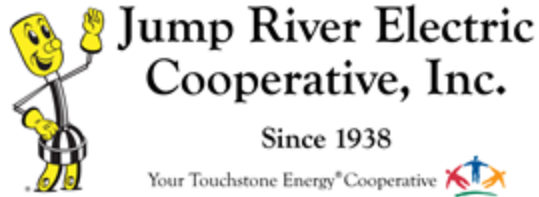
4. Authority shall flow from the Board as a whole to the GM/CEO to the other Cooperative employees. The Board shall refrain from discussing management and personnel issues with personnel of the Cooperative, other than the GM/CEO. The Board, in consultation with the GM/CEO, may confer with appropriate personnel at regular or special meetings of the Board. Unless otherwise determined by the GM/CEO, Directors may confer with appropriate Cooperative employees regarding routine administrative matters; and
5. For any Director to undertake private conversations with others that might appear to make commitments for the Board or the Cooperative, unless directed officially by the Board, would be a serious breach of policy, and the Director may be subject to reprimand by the Board for such a breach.

VII. RESPONSIBILITY.

The Board shall be responsible for ensuring compliance with the portions of this policy that relate to the responsibilities and expectations of the Board and to Board oversight. The General Manager/CEO shall be responsible for ensuring compliance with the portions of this policy that relate to the responsibilities and expectations of the General Manager/CEO.

Date Adopted: October 30, 2018
Date Reviewed: October 25, 2022

PREVIOUSLY BOARD POLICY No. 1



Director Policy No. 202

I. **SUBJECT:** Director & General Manager / CEO Vacancy

II. **PURPOSE:**

The purpose of this policy is to establish, in advance, a sound approach that the Jump River Electric Cooperative, Inc. (the “Cooperative”) Board of Directors (the “Board”) may follow in searching for and selecting the most qualified person(s) available to fill either a vacancy for the position of Director or for the position of General Manager and Chief Executive Officer (the “GM/CEO”).

III. **POLICY:**

- A. The Board shall oversee the appointment of a Director when a vacancy occurs in order to maintain a Board make up of qualified individuals who can serve the best interests of the Cooperative and who understand the responsibilities of the position and the commitment needed to effectively fulfil those responsibilities. As provided in the Bylaws, the successor shall serve for the unexpired remainder of the term.
- B. The Board shall oversee the appointment of a GM/CEO when a vacancy occurs in order to ensure that the Cooperative is managed by an individual possessing the competencies necessary to carry out the smooth functioning of the Cooperative’s business.

IV. **DIRECTOR VACANCY:**

- A. In the event of a Director vacancy for any reason:
 - 1. Every effort shall be made to anticipate, as far in advance as possible, vacancies that may occur on the Board.
 - 2. When a Director vacancy occurs or is anticipated, the Board shall direct management to mail a letter to every active member within the district of the vacancy. Such letter shall notify the members of the Director vacancy and provide a deadline to submit an expression of interest in the position and description of the applicant’s qualifications. The letter shall include a copy of the qualifications for Director set forth in the Bylaws and

notification that a background check will be conducted to confirm applicants meet those qualifications.

3. The Board may also direct management to submit information regarding the Director vacancy to the *Wisconsin Electric Cooperative News*, if time allows.
4. The Board may also direct management to display information regarding the Director vacancy on the Cooperative's website.
5. The Board shall only consider applicants for the Director vacancy whose principal residence is served by the Cooperative in the area of the vacancy and who are confirmed to meet the requirements for tenure and qualifications as set forth in the Bylaws.
6. The Board may interview any applicant(s) they consider the best qualified for the available Director position. The Board, by an affirmative vote of a majority of the remaining Directors, may appoint an applicant to fill the Director position from those applicants interviewed by the Board, for the remainder of the term.
7. If the Board does not interview any applicant(s) or does not appoint an applicant as Director from those interviewed, the Board may decide to establish a director search and selection committee. That committee shall be composed of three (3) Directors from the Board and three (3) members from the district in which the Director vacancy exists. The current Director from the district may not serve on the committee.
 - a. The purpose of the committee is to recommend to the Board no more than three (3) members for the Director vacancy position in order of preference.
 - b. Those members recommended by the committee will be contacted by the Board to see if they are interested in applying for the Director vacancy. If so, an interview may be scheduled and conducted by the Board. The Board, by an affirmative vote of a majority of the remaining Directors, shall appoint the recommended member who the Board determines to be the most qualified to serve as Director.
8. If the Director vacancy occurs within six (6) months of the annual meeting and there is sufficient time to complete the nomination and election procedures set forth in the Bylaws, the Board shall implement the nomination and election procedures for the balance of the term of the vacant Director position, along with the nomination and election of candidates for Director position(s) whose terms are schedule to expire at the annual meeting.

VI. GM/CEO VACANCY:

A. Acting GM/CEO Designations.

1. The GM/CEO shall designate a member of the Cooperative's executive staff to act in the GM/CEO's routine absences not exceeding three (3) weeks.
2. The GM/CEO will use his or her own discretion in such temporary designation as to whether to use a rotating method or to designate one (1) specific executive staff member to fulfill that position.

B. Vacancy Due to Incapacitation or Emergency.

1. In the event the GM/CEO is temporarily incapacitated, the Board shall designate an Acting GM/CEO. In the event of temporary incapacitation, the Acting GM/CEO shall be a member of the Cooperative's senior staff. The Board shall consider the GM/CEO's recommendation.
2. The Board may provide a temporary salary differential to compensate a Cooperative staff member who is fulfilling the temporary role as Acting GM/CEO.

C. Vacancy Due to Resignation or Retirement.

In the event of a GM/CEO vacancy due to resignation or retirement, and after considering the Cooperative's Succession Plan:

1. If a majority of the Board is of the opinion that the GM/CEO vacancy should be filled, a search shall be conducted to identify appropriate candidates. The Board shall establish clearly defined qualifications for the position and shall communicate any position requirements to interested parties, as appropriate.
2. The Board may consider using a professional search resource to obtain the names of competent, retired individuals who can manage the Cooperative while the Board considers conducting a search, to assist the Board in recruiting a candidate for the available GM/CEO position, and/or to handle the logistics of conducting a search to fill the available GM/CEO position.
3. The Board may also consider entering into a management agreement with a neighboring cooperative to provide an individual who can manage the Cooperative while the Board considers conducting a search.

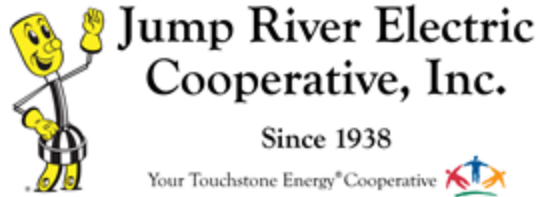
4. If the Board decides to fill the GM/CEO vacancy the Board is responsible for the final selection and orientation of the GM/CEO.

VII. RESPONSIBILITY:

The General Manager/CEO shall be responsible for designating a staff member to act in their absence, as provided in the policy. The Board shall be responsible for seeing that all other aspects of this policy are adhered to.

Date Adopted: October 30, 2018

PREVIOUSLY BOARD POLICY NO. 2



Director Policy No. 203

I. **SUBJECT:** Director Expectations

II. **PURPOSE:**

The purpose of this policy is to describe the expectations of the Jump River Electric Cooperative, Inc. (the “Cooperative”) Board of Directors (the “Board”) in exercising its authority and discretion.

III. **POLICY:**

The Board possesses significant authority and discretion to exercise all powers of the Cooperative and to oversee the business and affairs of the Cooperative, unless limited otherwise by the Cooperative’s Articles of Incorporation or Bylaws, Director policy, or specific resolution of the Board. To ensure that all actions and decisions performed by the Board on behalf of the Cooperative are performed in the best interests of the Cooperative and its members, each Director is required to comply with the expectations set forth in this policy.

Failure to adhere to the expectations set forth in this policy can cause loss to the Cooperative, disruption of its operations, and/or harm to its reputation. Therefore, if a Director violates any provision of this policy, the Director may be asked to resign and/or may be subject to disciplinary action.

A. **DIRECTOR ETHICS:**

1. Each Director is expected to and shall conduct themselves and all of his or her actions and decisions in a lawful manner consistent with the highest standards of personal and professional honesty, integrity, and ethics at all times while Director.
2. Each Director shall treat each other Director and each employee and member with courtesy and respect.
3. Each Director is expected to and shall, through his or her actions and decisions, promote the best interest of the Cooperative and its members.
4. Each Director is expected to avoid engaging in the following misconduct:

- i. Dishonesty of any type. This includes but is not limited to theft or other misappropriation of assets, whether of the Cooperative, its members, or its other customers, suppliers, or any other person;
- ii. Fraud;
- iii. Misstatements or other irregularities in company records, including but not limited to the intentional misstatement of the results of operations;
- iv. Forgery or other alteration of documents; and
- v. Other similar wrongful acts.

B. DIRECTOR FIDUCIARY DUTIES:

1. Fiduciary Duty of Care:

Each Director is expected to and shall adhere to the fiduciary duty of care by devoting the necessary time and attention to Director expectations and responsibilities and by making all decisions on an informed basis.

2. Fiduciary Duty of Loyalty:

Each Director is expected to and shall adhere to the fiduciary duty of loyalty by acting only in good faith and in the best interest of the Cooperative and its members.

3. Fiduciary Duty of Compliance.

Each Director is expected to and shall adhere to the fiduciary duty of compliance by ensuring actions of the Board and Cooperative comply with all applicable legal requirements as set forth in federal, state, and local statutes and with the Articles of Incorporation, the Bylaws, and any other contracts, written policies, rules, and/or regulations of the Cooperative.

C. DIRECTOR CONFIDENTIALITY:

Each Director is expected to and shall treat Cooperative information not generally available to the public and/or not normally divulged to the public in the normal course of business as confidential. Such confidential information includes but is not limited to employee records, salaries, disciplinary action, computer programs, pricing information on equipment purchases, marketing data and plans, locations of vital equipment, and engineering design information.

D. DIRECTOR CONFLICT OF INTEREST:

1. Each Director is expected to and shall avoid activities that create a conflict of interest or the appearance of a conflict of interest. Conflicts of interest involving the personal interests of a Director are most likely to occur when the Director or members of his or her family are in a position to obtain

some personal benefit at the expense of the Cooperative's best interests. Conflicts of interest involving the outside activities of a Director are most likely to occur when the Director's outside activity, such as participation in a government or charitable organization, may have a potential effect on the Cooperative's interests. If a conflict of interest arises, the Director is expected to and shall advise the Board Governance Committee.

2. Directors shall complete the Cooperative's conflict of interest disclosure form at least annually and update the disclosure when circumstances change.

The following are examples of conflicts of interest but are not an exhaustive list:

1. A Director or member of his or her family shall not have a significant financial interest, either directly or indirectly, in any supplier of the Cooperative or in any business transaction involving the Cooperative.
2. A Director or a member of his or her family shall not accept, either directly or indirectly, any money, gifts of other than token value, unusual hospitality, lavish entertainment, loans, or other preferential treatment or substantial favors from any party with which the Cooperative does business. In the event a Director receives such gift, the Director shall notify the Board Governance Committee in writing.
3. If a Director or a member of his or her family receives a gift or award of one hundred dollars (\$100) or more from the Cooperative or from any other person or firm, regardless of whether such party does business with the Cooperative but due to the Director's position with the Cooperative, the Director shall notify the Board Governance Committee in writing.
4. Directors are not discouraged from serving on public bodies or charitable organizations, such as school boards, town boards, hospital boards, state government-related organizations, and the like. However, Directors shall be sensitive that such outside organizations may have potential business relations with the Cooperative or may have direct or indirect regulatory effects on the Cooperative. The presence of a Cooperative Director on the board of a public body or within a municipal government organization may create the appearance of or actual conflict of interest if that organization considers or engages in a business transaction with the Cooperative. If such appearance of or actual conflict of interest should arise, the Director shall refrain from acting in any situation in which his or her actions or possession of knowledge could be or could appear to be of either benefit or detriment to the Cooperative's interests. A Director serving on a governmental body or on the board of a public organization shall disclose such outside position or activity in such form and at such time as the Board Governance Committee may request.

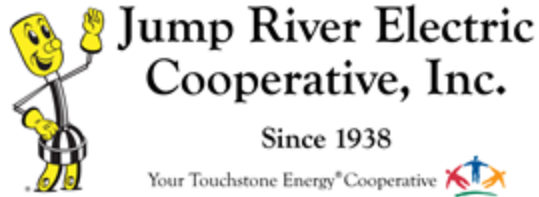
5. A Director entrusted with or knowledgeable of Cooperative information that is confidential or proprietary in nature or potentially useful to the Cooperative's competitor(s) or parties with the Cooperative does business shall not disclose such information outside of the Cooperative, whether during or after completion of his or her service with the Cooperative. Information obtained by a Director during his or her service may not be used for personal profit or as the basis for influencing others, unless such information has been made generally available to the public by the Cooperative.

IV. RESPONSIBILITY:

The Board is responsible for adherence to and implementation of this Policy.

Date Adopted: October 30, 2018

PREVIOUSLY BOARD POLICY NO. 3



Director Policy No. 204

I. **SUBJECT:** Director Communication

II. **PURPOSE:**

The purpose of this policy is to set forth the procedure for internal and external communications of the Jump River Electric Cooperative, Inc. (the “Cooperative”) Board of Directors (the “Board”).

III. **POLICY:**

A. **General Communications.**

1. Directors may interact in an unofficial capacity with Cooperative members or others through various communication methods and/or technologies, to generally keep the members informed of Cooperative matters. Such communications shall not involve disclosure of confidential Cooperative matters.
2. Directors may be given the authority to interact in an official capacity with Cooperative members or others through various communication methods and/or technologies. Such communications may involve discussions of Cooperative business.
3. In all of their communications, the Directors shall comply with this policy, being mindful that they are representing the Cooperative and not expressing views that conflict with the Cooperative. This policy also applies to electronic communications that occur through the use of e-mail, blogs, or social networking services.
4. Directors shall apply the following guidelines when communicating in an authorized capacity:
 - a. Each Director shall not state that he or she is speaking for the Cooperative, unless he or she has the specific authority to do so.
 - b. Each Director shall conduct internal and external communications in a respectful, positive, courteous, helpful, and prompt manner.

- c. Each Director shall never reveal Cooperative internal policy disputes or express opinions that may conflict with the Cooperative's official policies or publicly-stated positions.
 - d. Each Director shall never hold himself or herself out as an expert on an issue by virtue of his or her position as Director, unless he or she has obtained prior permission.
 - e. Each Director, when commenting about his or her position, shall be constructive and understand his or her authorized role as an advocate for the Cooperative and its members.
 - f. Each Director shall never reveal confidential information, proprietary information, security information, or trade secrets of the Cooperative, including all matters discussed in executive sessions of the Board.
 - g. Each Director, when communicating through electronic equipment, shall never compromise the safety of any person or the security of the Cooperative's systems.
 - h. Each Director shall follow all state and federal laws and regulations, any Cooperative safety manual or policy, and any policies governing the use of communications and electronic equipment.
5. Communications among Directors shall be handled as follows:
- a. Each Director shall allow ample opportunity for every other Director to be heard on any matter being considered by the Board and shall listen carefully to the other Directors' judgment, views, and factual observations.
 - b. The Bylaws set forth transparency requirements which the Board shall adhere to in conducting Cooperative business. The Board also recognizes that it is important for all Directors to have the same information before they are asked to act on Cooperative matters. For these reasons, Cooperative business shall not be discussed among individual Directors outside meetings of the Board and its committees.
 - c. Each Director shall not reveal the difference of opinions amongst Directors on matters considered and acted upon by the Board to persons other than other Directors, the General Manager and Chief Executive Officer ("GM/CEO"), or the Cooperative's legal counsel, unless a Director feels he or she must do so because of

some compelling and overriding legal consideration for the best interests of the Cooperative. This standard shall apply to informal and formal communications but does not preclude fair and accurate publication of such differences to the Cooperative's members in relation to contests for Director elections or other matters to be voted upon by the members.

6. Each Director's communications with Cooperative employees, other than the GM/CEO, shall be casual and conducted on a friendly and courteous basis but shall not be for the purpose of influencing an employee's position or attitude on the Director's Cooperative-related activities, shall not be concerning management, operational, and employee relations or personnel issues, and shall not be for the purpose of seeking Cooperative information or data that is available to the Board.

B. Crisis Communications.

1. The Cooperative shall be proactive in using the media to keep its members informed of and during any crisis situation. The GM/CEO shall be the primary spokesperson responsible for communicating with the media and public. If the GM/CEO is not available, the Succession of Responsibilities listed below shall be followed. This policy shall be followed throughout the crisis.
2. Succession of Responsibilities:
 - a. GM/CEO
 - b. Finance Manager
 - c. Operations Manager
 - d. Line Superintendent (for Hayward-area matters)
 - e. Executive Assistant.

IV. RESPONSIBILITY:

The Board has the responsibility and authority to enforce this policy as it applies to the Directors and the GM/CEO has that responsibility as this policy applies to employees.

Date Adopted: October 30, 2018

PREVIOUSLY BOARD POLICY NO. 4



Director Policy No. 205

I. **SUBJECT:** Director Meeting Attendance Reimbursement

II. **PURPOSE:**

The purpose of this policy is to define the expectations of the members of the Jump River Electric Cooperative, Inc. (the “Cooperative”) Board of Directors (the “Board”) for attending meetings of the Cooperative and to specify reimbursing per diems or expenses to each Director for attending such meetings.

III. **POLICY:**

A. **Director Meeting Attendance.**

1. Each Director shall attend all Board meetings, special meetings, committee meetings, annual and other member meetings, district meetings, and any other meetings affiliated with the Cooperative that are authorized by the Board or Board Chairperson.

B. **Reimbursement of Per Diems and Expenses.**

1. A reimbursement for per diems and/or expenses shall be paid to Directors only for such meetings that have prior Board approval. In the event of an emergency, the Board Chairperson or Executive Committee may grant that approval.
2. Each Director shall be paid a per diem for each day or part thereof for authorized attendance at any meeting of the Cooperative or for serving on any committee of the Cooperative where the Director represents the Cooperative or otherwise advances the Cooperative’s business, whether attendance is in person or virtual, as follows:
 - a. Board Chairperson: Three hundred fifty dollars (\$350);
 - b. Board Secretary-Treasurer: Three hundred twenty-five dollars (\$325); and
 - c. All other Directors: Three hundred dollars (\$300).

3. A Director shall be reimbursed a mileage expense for attending any meeting of the Cooperative at the then-current Internal Revenue Service mileage allowance. If more than one (1) Director travels in the same vehicle, only the Director who furnishes the vehicle shall be reimbursed for the mileage expense. In the event a Director chooses to travel separately to a meeting of the Cooperative, his or her mileage expense will only be reimbursed upon prior Board approval.
4. If a Director is in attendance for at least half of a meeting, the Director shall be paid a one hundred and fifty dollar (\$150) per diem.
5. If a Director travels to any meeting of the Cooperative by common carrier, the Director shall be reimbursed for actual costs, subject to prior Board approval. In the event of an emergency, the Board Chairperson may grant that approval. The Director should make every effort to make travel arrangements with the Executive Assistant of the Cooperative.
6. If a Director is required to and does participate in a phone conference for the purpose of conducting Board-related business, the Director shall receive fifty dollars (\$50) per hour or per major portion of an hour for that call. If a Director voluntarily chooses to participate in the conference call as an observer the Director shall not receive any payment.
7. If attending a meeting of the Cooperative requires a Director's absence from home, the actual and reasonable cost of subsistence (i.e., room, meals, tips, taxi, etc.) shall be reimbursed to the Director. Tips are not to exceed twenty percent (20%) of the total meal expenses, and drinks containing alcohol shall not be reimbursed. The Director shall provide itemized receipts for all out-of-pocket expenses for attending such meeting before the Cooperative reimburses the Director. Directors' expenses shall not be combined, unless the General Manager and Chief Executive Officer (the "GM/CEO") requests otherwise.
8. If a Director, in his or her discretion due to travel each way exceeding one hundred (100) miles or due to weather, chooses to travel to a meeting a day early, the Director shall be reimbursed for the cost of lodging and evening meal at or near the scheduled meeting site. The cost of the lodging shall not exceed the amount that would normally be paid by the Cooperative for equivalent lodging that the Cooperative would have normally provided to the Director. A per diem of \$150 shall be paid to the Director for this discretionary day for one way of travel only.
9. Notwithstanding the above, if a Director attends a meeting of or on behalf of the Cooperative that is located outside of the state of Wisconsin, the Director may receive a per diem for any travel day but only upon prior Board approval.

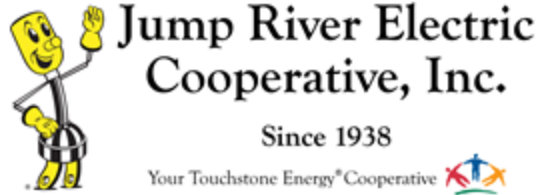
10. In the event a Director must change his or her travel plans due to an emergency, inclement road or weather conditions, or other extenuating circumstances and incurs additional travel expenses, the Cooperative shall reimburse the Director for such additional expenses subject to the approval of the Board. In an emergency the Board Chairperson or Executive Committee may grant that approval.
11. In the event a Director cancels his or her attendance of any meeting of the Cooperative, the Director shall be responsible for any unrecoverable expenses incurred by the Cooperative, unless determined otherwise by the Board.
12. Each Director shall submit reimbursement requests for per diem and expenses on the form prescribed. The completed form shall include a summary of the meeting to the extent required by the Transparency provision of the Bylaws (Article V, Section 7. Either as part of the reimbursement request or separately, that written meeting summary shall be submitted to the Cooperative no later than the Friday preceding the next Board meeting. The Director shall also present his or her report in open session at a meeting of the Board. The Audit Committee shall review all reimbursement requests on a monthly basis and, once approved, shall authorize the GM/CEO to reimburse the applicable Director for such sums owed by the Cooperative.
13. Any expenses or fees paid to a Director by another organization for attending any meeting of the Cooperative shall be deducted from the Director's per diem and expense reimbursement sum payable by the Cooperative. If the amount paid by the other organization to the Director is more than the amount owed by the Cooperative, the Director shall retain that difference.
14. Directors may receive mileage reimbursement, but no per diem, for attending Member Appreciation Days. Per diem and expenses shall not be paid or reimbursed for any social events, including but not limited to parties, picnics, retirements, etc., unless otherwise specifically approved by the Board.
15. Within the first 12 months following election or appointment of a new director and upon each re-election, the Cooperative will pay up to a maximum of \$120 towards the purchase of designated garments with the Cooperative emblem. The application of the Cooperative logo will be handled strictly through authorized Cooperative personnel and will be at the Cooperative's expense.
16. Each Director shall be responsible for any and all expenses and fees incurred by his or her spouse and/or family member(s).

IV. RESPONSIBILITY:

The General Manager/CEO shall be responsible for ensuring compliance with this policy.

Date Adopted: October 30, 2018
Date Revised: April 23, 2019
Date Revised: October 27, 2020
Date Revised: November 24, 2020
Date Reviewed: April 26, 2022

PREVIOUSLY BOARD POLICY NO. 5



Director Policy No. 206

I. **SUBJECT:** Directors Attendance of Associated Organization Meetings

II. **PURPOSE:**

The purpose of this policy is to provide a rotating basis for members of the Jump River Electric Cooperative, Inc. (the “Cooperative”) Board of Directors (the “Board”) who are eligible to attend National Rural Electric Cooperative Association (“NRECA”) annual or regional meetings, or Wisconsin Electric Cooperative Association (“WECA”) statewide meetings, or other affiliated organization meetings, and to specify reimbursing per diem or expenses to each Director for attending such meetings.

III. **POLICY:**

A. **NRECA Annual and Regional Meetings.**

1. No more than (3) Directors shall attend an NRECA annual or regional meeting in one (1) year.
2. Each Director shall become eligible to attend an NRECA annual meeting once during each Director term. These same Directors shall be eligible to attend one (1) regional meeting during their term. In no event, shall there be more than three (3) Directors attending an NRECA annual or regional meeting in any one (1) year.
3. A Director appointed to the Board to fulfill the unexpired term of a former Director or a newly-elected Director shall become eligible to attend an NRECA annual or regional meeting upon prior Board approval.

B. **WECA Statewide Meetings.**

The number of Directors and the specific Directors eligible to attend a WECA statewide meeting is subject to prior approval of the Board.

C. **Affiliated Organization Meetings.**

The number of Directors and the specific Directors eligible to attend a meeting of an affiliated organization is subject to prior approval of the Board.

D. Reimbursement of Per Diems and Expenses.

Each Director shall be eligible for per diem and reimbursement of expenses for attending any of the above meetings in accordance with Section B of Director Policy No. 205.

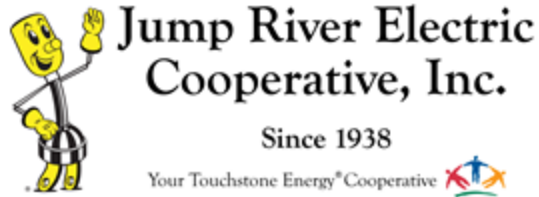
IV. **RESPONSIBILITY:**

The Board shall be responsible for implementing this policy.

Date Adopted: October 30, 2018

Date Revised: April 26, 2022

PREVIOUSLY BOARD POLICY NO. 6



Director Policy No. 207

I. **SUBJECT:** Director Education Course Attendance & Reimbursement

II. **PURPOSE:**

The purpose of this policy is to specify the required, optional, unrestricted, and restricted education courses available to members of the Jump River Electric Cooperative, Inc. (the “Cooperative”) Board of Directors (the “Board”) and to specify reimbursing per diem or expenses to each Director for attending such courses.

III. **POLICY:**

A. **Director Education Courses.**

1. New Directors (Required).

Credentialed Cooperative Director Certificate: Each new Director shall earn his or her Credentialed Cooperative Director (“CCD”) Certificate. The CCD Certificate curriculum consists of five (5) courses designated to provide basic knowledge and skills required of cooperative directors in general. These courses are taken over two (2) to three (3) years and are usually at Wisconsin Electric Cooperative Association (“WECA”) sponsored programs. These courses are also offered at National Rural Electric Cooperative Association (“NRECA”) pre-conferences and summer schools. Each Director is encouraged to attend the closest NRECA Directors’ School to complete his or her required courses in one (1) trip. Upon completion of the CCD Certificate, the Director will be recognized at the NRECA regional meeting. To complete the CCD Certificate, the Director shall take the NRECA 2600 series courses.

2. All Directors (Optional).

Board Leadership Certificate. Each Director may also earn his or her Board Leadership Certificate (“BLC”). The BLC program consists of a series of more advanced issues and skill-based courses for cooperative directors in general. In order to acquire the BLC, the Director must have earned his or her CCD Certificate. To complete the BLC, the Director shall complete ten (10) credits from the NRECA 900 series courses.

3. Unrestricted Enrollment.

All Directors are eligible each year for the following courses/meetings:

- a. Dairyland Power Cooperative (“DPC”) Annual Meeting,
- b. WECA Education & Lobby Day,
- c. WECA Annual Meeting,
- d. WECA District Meeting, and
- e. DPC District Meeting or Symposium.

4. Restricted Enrollment.

- a. A three (3) year rotation schedule is followed for the following meetings:
 - i. NRECA Regional
 - ii. NRECA Annual Meeting*
 - iii. NRECA Directors Conference*

** Choice of NRECA Annual Meeting or Directors Conference.*

- b. No more than two (2) Directors may attend the NRECA Legislative Conference each year. Preference may be given to any director who has not attended in a previous year. The Directors may be selected by lottery, if needed.
- c. Each Director may attend a DPC Board meeting as an observer one (1) time during his or her three (3) year term.

B. Reimbursement of Per Diem and Expenses.

- 1. Each Director shall be eligible for per diem and reimbursement of expenses for attending the above education courses/meetings in accordance with Section B of Director Policy No. 205.
 - a. Each Director shall not attend the same Director education course, unless determined otherwise by the Board.

IV. RESPONSIBILITY:

The Board will be responsible for implementing this policy.

Date Adopted: October 30, 2018
Date Revised: April 26, 2022

PREVIOUSLY BOARD POLICY NO. 7