

**Minutes of the Regular Board Meeting of the
Jump River Electric Cooperative, Inc.
Tuesday, October 25, 2022**

A Regular Meeting of the Board of Directors of the Jump River Electric Cooperative, Inc. was held on Tuesday, October 25th, 2022, at the Cooperative headquarters building in Ladysmith, Rusk County, Wisconsin.

Thank you cards from Hayward Community Choir was circulated by Brooks.

1. **Call the Meeting to Order.** Chairman Brooks called the Regular Board Meeting to Order at 8:55a.m.
2. **Roll Call.** Chairman Brooks stated that the following Board Members were present at the start of the meeting: Jane Reich, District 1; Myron Brooks, District 2; Joe Lorence, District 3; Jerry Carow, District 4; Bill van Doorn, District 5; Bill Amery, District 6; Walter Kruk, District 8; Sandra Schara; District 9, Kurt Harris, CEO / General Manager; Lori Davis, Finance Manager; Jordan Behreandt, Operations Manager; and Jennifer Belk, Executive Assistant.
3. The **Pledge of Allegiance** was recited.
4. **Acceptance of the Agenda.** A motion was made by Schara and seconded by Reich to accept the agenda as presented. Unanimously approved.
5. **Open Comment Session.** No one in attendance.
6. **Safety Moment** – District 3, Lorence reported on electric vehicle fire hazards.
7. **Consent Agenda.** The September board meeting minutes, member refunds, new membership applications, outages, director expenses, check register, and director reports were posted to Call of Order prior to the meeting for review by the Board. A motion was made by Reich and seconded by Schara to approve the consent agenda as presented. Unanimously approved.
8. **Operations Report.** Operations Manager Jordan Behreandt reported on new services, upgrades, underground projects, 3-phase staking, and retired idle services. A motion was made by Lorence and seconded by van Doorn to approve the operations report as presented. Unanimously approved.

Jason Weaver, District 7, entered the meeting at 9:06am

Behreandt left the meeting at 9:09a.m.

9. **Financial Report.** Finance Manager Davis reviewed the operating report including income statement, balance sheet, and supplemental data.
 - a. **2021 Form 990.** Davis reviewed the revised Form 990 as requested during the September board meeting.

A motion was made by Schara and seconded by van Doorn to approve the financial report as presented. Unanimously carried.

10. **General Manager Report.** CEO / General Manager Harris reported on policy formatting changes, staff promotions, RESCO materials increases, CRC price increase, and vegetation management. Harris presented a proposed travel budget for CEO education. A motion was made by Carow and seconded by Amery to send Harris to the CEO Close-Up Conference in 2023. Unanimously carried.

Harris reported on the ARC Flash policy, EV safety event, RESAP, increasing reliability through infrastructure projects, competition of Karcz utility pole testing, RUS lending, September rate increase, CFC forecasting, DPC projections, employee survey, Halloween events, PCA letters and calls, EV charger rate agreement, and manager expenses. Harris presented the employee engagement survey results. A motion was made by Lorence and seconded by Weaver to approve the General Manager report as presented. Unanimously carried.

The Board took a break from 10:09 a.m. to 10:14 a.m.

Sebastian Halmstad and Jessica Bingham entered the meeting at 10:15a.m. Dawn Zahurones entered the meeting virtually.

The Board moved to Item 13a. **CFC - KRTA** presentation.

11. **Dairyland Power Cooperative (DPC).** DPC Director Reich presented on the Rock Gen plant, CO2 market and carbon offset update, A motion was made by Weaver and seconded by van Doorn to approve the DPC Director report as presented. Unanimously carried.
12. **Wisconsin Electric Cooperative Association (WECA).** Reports were posted to Call to Order prior to the Board Meeting recapping the Directors van Doorn, Lorence, and Schara
 - a. WECA Annual Meeting reminder
13. **RUS/CFC/CoBank**
 - a. **KRTA Presentation.** Amanda Segar presented Key Ratio Trend Analysis from 10:31a.m. to 10:56a.m.

Sebastian Halmstad, Jessica Bingham, and Dawn Zahurones left the meeting at 11:10a.m. and the Board moved back to Item 11. Dairyland Power Cooperative (DPC).

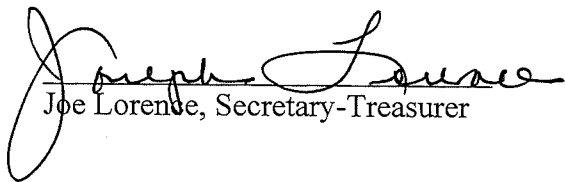
14. **Unfinished Business**
 - a. Capital Budget. Harris presented proposed capital budget to purchase new trucks to replace retired ones. A motion was made by Lorence and seconded by Reich to approve the truck purchase as presented by Harris. Unanimously carried.

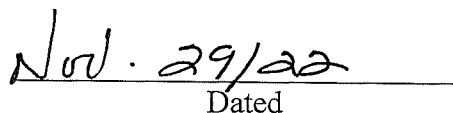
The Board returned from lunch at 12:25pm.

15. **New Business.**
 - a. **Policy Update & Review.**
 - i. **Cooperative Policy No. 105.** Harris reviewed proposed changes to Cooperative Policy No. 105; previously Employee Guideline No. 1. A motion was made by Amery and seconded by Schara to approve the revision of Cooperative Policy No. 105 as presented. Unanimously carried.
 - ii. **Cooperative Policy No. 106.** Harris presented Cooperative Policy No. 106; previously Board Policy No. 14 for Board review. A motion was made by Schara and seconded by Weaver to keep Cooperative Policy 106 the same. Unanimously carried.
 - iii. **Cooperative Policy No. 107.** Harris reviewed proposed changes to Cooperative Policy No. 107; previously Board Policy No. 21. A motion was made by Weaver and seconded by Amery to approve the revision of Cooperative Policy No. 107 as presented. Unanimously carried.

- iv. **Director Policy No. 201.** Harris presented Director Policy No. 201 for Board review. A motion was made by Reich and seconded by Schara to keep Director Policy 201 the same. Unanimously carried.
 - v. **Member Policy No. 313.** Harris reviewed proposed changes to Member Policy No. 313; previously Member Policy No. 13. A motion was made by Reich and seconded by Amery to approve the revision to Member Policy No. 306 as presented. Unanimously carried.
 - vi. **Member Policy No. 314.** Harris reviewed proposed changes to Member Policy No. 314; previously Member Policy No. 14. A motion was made by Reich and seconded by van Doorn to approve the revision to Member Policy No. 314 as presented. Unanimously carried.
- b. **Christmas Party.** A motion was made by van Doorn and seconded by Reich to purchase holiday hams for cooperative employees and retirees and eliminate them for Director. Carried by consensus.
 - c. **GM/CEO Appraisal.** Discussion held. No action taken.
 - d. **November Meeting Date.** A date was set for Tuesday, November 29, 2022.

A motion was made by Carow and seconded by Amery to **Adjourn the Meeting at 12:58 p.m.** Unanimously carried.


Joe Lorente, Secretary-Treasurer


Dated

(CORPORATE SEAL)

October 25,2022

Director District 3 Report

Greetings:

On October 12th There was a Board Leadership class in Black River Falls attended by Director van doom, Director Schara and me. Was one of my last Board Leadership classes. BLC 929.01 Current Governance Issues in Policy Development. An excellent Instructor I've had in the past The Instructor was John Penry that I have worked with in previous Course classes.

The course objectives upon completion were to help us describe the fundamental of board governance and the roll that policies play in demonstrating the board's duty of attention to effective oversight. We should be able to understand the difference between governing and operating policies. Implementing a standardized policy structure and format. Be able to discuss current issues facing rural electric co-op boards, and how policies are coming into play with consumer members, regulators, and the courts. A successful approach to reviewing and updating policies.

A board policy should be about the outcome.

Do we have a social media policy?

Should the Board positions rotate?

Should the Board have an Attorney at meetings?

It was a very educational class, and the book is also a very good reference guide with lots of examples that will be a great resource as we move forward.

I believe this is one of my last Board Leadership classes I need for the certificate, I am looking forward to attending the NRECA Annual meeting in Stevens Point on Nov 15 and 16.

One thing I was able to verify after talking with Directors from other local co-op's is that we are all concerned about is maintaining reliability and keeping member costs to a minimal.

Joe Lorence
Director District #3

October 2022 Report
District 5 Report
William van Doorn

Energy prices are up, just as I predicted last month and month before. Our country and Europe are going to experience some tough times for a long time. The policies this country has made in more recent years have put the cart ahead of the horse concerning green energy.

On the 12th of this month, I attended class 929.1 (Current Governance Issues in Policy Development). This is where our governments above us went wrong, in my judgement.

The class only considered subjects that we at the local level have control of. The instructor, John Penry, emphasized governance responsibilities and procedures to take as a board. Also, it was noted that if the coop doesn't follow a policy, it should be removed. We should be flexible in order to change policies when situations call for a change.

We went through exercises that could duplicate scenarios we may run into in real life. We were presented with scenarios and asked to determine whether or not it was a governance issue or operational. Operations are not the responsibility of the board but are the manager's realm of responsibility. This was a concern years back and caused a lot of issues for our coop. We have learned from our mistakes and are moving in the correct direction.

It has been said that we go to these classes and become indoctrinated, but I whole heartedly disagree. Personally, I become more questioning in my responsibility to help guide this coop for its members. Do I get embarrassed at times? Yes, but that's my job as we move forward.

Respectfully Submitted
District 5 Director
Bill van Doorn

I attended a class in Black River Falls on October 12, 2022. It was on Current Governance Issues in Policy Development. It was pointed out that your policy issues/concerns are how you operate, give direction, and is an operational roadmap that gives equal treatment. Things ONLY the Board can do are select the CEO, the Auditor, and the Attorney. They can appraise the CEO performance, provide resources for budget, determine policies (board changes policies), and determine the strategic plan. The instructor was John Penry and I have had him for two other classes in the past. I think he is the best presenter ever. I always enjoy his classes.

Respectfully Submitted,
Sandy Schara