



**Nobles Cooperative
Electric**

Your Touchstone Energy® Cooperative 

Regular Board Meeting Minutes

December 21, 2022 – Worthington, MN

Directors in attendance: Lee York, Jerry Beckering, Gary Clarke, Timothy Bickett, and David Dorpinghaus. Directors Schwartau and Hokeness joined via videoconference.

Other attendees: Chief Executive Officer (CEO)/General Manager Adam Tromblay, Chief Financial Officer (CFO) Sherry Swanson, Line Superintendent Brian Postma, and Executive Assistant Amy Rucker. Member Services Manager Tracey Haberman joined via videoconference.

Executive Session

The Board met in executive session.

Call to Order

The meeting was called to order by Chairman Schwartau at 9:33 a.m. and a quorum was acknowledged.

Approval of Agenda

An agenda was presented for the board's consideration and approved.

Notice of Meeting

The notice of the meeting was given in accordance with the bylaws.

Appointment of Recording Secretary

Chairman Schwartau appointed Executive Assistant Rucker as the recording secretary for the meeting.

Board Meeting Minutes

The November 14, 2022, Board Meeting Minutes were approved as presented.

Consent Agenda Items

The following consent agenda items were approved: disbursements for the period of November 2022, membership applications and cancellations, and assignment of membership and capital credits to joint tenants.

February 2023 Board Meeting

February 16, 2023, at 8:30 a.m.

Attorney Invoice

A motion was made, seconded, and carried to approve the attorney invoice.

ORU Trust Board Change

After discussion, a motion was made, seconded, and carried to appoint Cheryl Janssen as the Nobles-Murray Rural Electric Trust Board member for District 3 and Cheryl Dinsmore for District 5, replacing Melissa Runck and Amber Engelkes, who have served two consecutive terms.

Legislative Dinner in Conjunction with MREA 2023 Annual Meeting

The board discussed hosting a legislative dinner event in conjunction with the MREA 2023 Annual Meeting. It was decided to invite the legislators to a separate dinner with the board and staff instead.

Nominating Committee Update

Nominating Committee chair Chuck Vasgaard joined the meeting via videoconference with an update on the Nominating Committee's progress in finding potential director and nominator candidates.

2023 Work Plan and Budget

Management presented key items in the 2023 Work Plan and Budget, which had been previously submitted to the board for review. After discussion, a motion was made, seconded, and carried to approve the 2023 Work Plan and Budget.

Director/Member Engagement

The board discussed conversations with members since the last meeting. Director Bickett heard some positive comments regarding recovery after the ice storm. Director Beckering heard from several members in Leota and took the opportunity to broaden those conversations. Director Dorpinghaus spoke with a member who was unhappy with the cost of the lights on Highway 59.

Course and Meeting Attendees

Upcoming courses and meetings were discussed. Executive Assistant Rucker will register Directors Beckering and York for the MREA Annual Meeting in March.

NRECA Annual Meeting (PowerXchange) Voting Delegates

A motion was made, seconded, and carried to appoint Lee York as the delegate and Adam Tromblay as the alternate for the National Rural Electric Cooperative Association (NRECA) Annual Meeting.

2023 Director Fees and Expenses

The Board approved the 2023 Director Fees and Expenses.

Director Reports

Director York updated the board and staff on Great River Energy, while Director Schwartau updated the board and staff on the Minnesota Rural Electric Association.

Director Beckering and CEO Tromblay reported on the MidWest Electric Consumers Association Annual Meeting.

Management Reports

CEO/General Manager Tromblay gave his monthly report.

CFO Swanson presented the monthly financial report.

A motion was made, seconded, and carried to approve the financial report subject to audit.

Line Superintendent Postma gave the operations department report, including an update on safety activities since the last board meeting.

Member Services Manager Haberman reported on her department’s November activities and statistics.

Adjourn

There being no further business to come before the board, the meeting was adjourned at 12:20 p.m.