



**Nobles Cooperative
Electric**

Your Touchstone Energy® Cooperative 

Regular Board Meeting Minutes

March 23, 2023 – Worthington, MN

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

Other attendees: Chief Executive Officer (CEO)/General Manager Adam Tromblay, Chief Financial Officer (CFO) Michael Reemtsma, Line Superintendent Cody Hansen, Member Services Manager Tracey Haberman, Member Services Representative Beverly Fowler, and Executive Assistant Amy Rucker.

Call to Order

The meeting was called to order by Chairman Schwartau at 8:30 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 February 16, 2023, Board Meeting Minutes were approved with one correction.

Getting to Know NCE Employees

Kathleen Johnson joined the meeting for a few minutes to reintroduce herself to the board and share highlights of her career.

Consent Agenda Items

The following consent agenda items were approved: disbursements for the period of February 2023, membership applications, membership cancellations, assignment of stock certificate and capital credits to joint tenants, and a request to change the name on a capital credits account.

May 2023 Board Meeting

May 19, 2023, at 8:00 a.m.

Attorney Invoice

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

Project Falcon Update

CEO Tromblay gave an update on Project Falcon.

Board Policies

A motion was made, seconded, and carried to approve the following board policies: “Political Action Plan”, 2-26 “Rules Governing the Election of Directors”, 4-1 “Service Extension, Service Upgrades, and Member Requests”, 4-30 “Damages to Cooperative Property”, 4-32 “Landlord-Tenant Rule”, 5-1 “Delegation of Authority from the Board of Directors to the CEO/General Manager”, 5-22 “Clothing Allowance for Inside Personnel”, and 5-24 “Service Award and End of Employment Gift Guidelines”, Policy 1-8 “Diversity, Equity, and Inclusion”.

CEO and CFO Resolution

A motion was made, seconded and carried to approve the Chief Executive Officer and Chief Financial Officer resolution (NCE 23-03-01).

Financial Institution Authorization Resolution

A motion was made, seconded, and carried to approve the Financial Institution Authorization resolution (NCE 23-03-02).

Authorization to Execute Rural Utility Service (RUS) Form 595 Resolution

A motion was made, seconded, and carried to approve the Authorization to Execute RUS Form 595 resolution (NCE 23-03-03).

Designation of Certifier and Security Administrator – Rural Development Utilities Program (RDUP) Form 674 Resolution

A motion was made, seconded, and carried to approve the Designation of Certifier and Security Administrator – RDUP Form 674 resolution (NCE 23-03-04).

CoBank Authorization Resolution

A motion was made, seconded, and carried to approve the CoBank Authorization resolution (NCE 23-03-05).

RESCO Director Candidate Nomination

A motion was made, seconded, and carried to nominate Adam Tromblay for election to the RESCO Board of Directors.

Meeting Attendees

The CFC Forum was discussed, with a few directors expressing interest in attending. It will be discussed again at the April meeting.

Director/Member Engagement

Director York has heard a lot of comments about wind and solar. Director Beckering listened to a member’s concerns about “green energy”.

Director Reports

Director York updated the board and staff on Great River Energy.

Director Schwartau updated the board and staff on the Minnesota Rural Electric Association (MREA), including the MREA annual meeting. He added that the logistics of the meetings with legislators weren’t optimal and that board members should try to talk with our legislators when they are in the area.

Director Schwartau also talked about the need to change the governance model of the National Rural Electric Association. He will draft a resolution for the rest of the board to review.

Management Reports

CEO/General Manager Tromblay gave his monthly report.

CFO Reemtsma presented the monthly financial report.

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

Line Superintendent Hansen 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 February activities and statistics.

Strategic planning options will be discussed at the next board meeting.

Innovative Ideas

Director Bickett talked about a speaker from the Blue Angels at the Director's Conference who stressed the importance of the brief/debrief process. Bickett thinks it could be applied to lineworker safety and wants to explore how it could be used for our cooperative and beyond.

Adjourn

There being no further business to come before the board, the meeting was adjourned at 11:29 a.m.