



**Nobles Cooperative
Electric**

Your Touchstone Energy® Cooperative 

Regular Board Meeting Minutes

May 19, 2023 – Worthington, MN

Directors in attendance: Ron Schwartau, Cindy Hokeness, Jerry Beckering, Gary Clarke, Timothy Bickett, and David Dorpinghaus. Director Lee York was absent.

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, and Executive Assistant Amy Rucker.

Executive Session

The board met in executive session.

Call to Order

The meeting was called to order by Chairman Schwartau at 8:36 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 April 14, 2023, Board Meeting Minutes were approved as presented.

Annual Meeting Minutes

The April 11, 2023, Annual Meeting Minutes were provided for information only.

Organizational Meeting Minutes

A motion was made, seconded, and carried to approve the April 14 Annual Organizational Meeting minutes.

Consent Agenda Items

The following consent agenda items were approved: disbursements for the period of April 2023, membership applications, membership cancellations, and settlement of accrued capital credits of deceased members along with members requesting transfers of accrued capital credits.

July 2023 Board Meeting

July 24, 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.

Auditor's Report

Craig Popenhagen of CliftonLarsonAllen LLP joined the meeting via videoconference. He reviewed the Auditor's Report, previously provided to the directors and management. The board met in executive session and subsequently a motion was made, seconded, and carried to approve the report.

Project Wildcat Update

CEO Tromblay gave an update on Project Wildcat.

Strategic Planning for 2024 – 2025 Plan

Strategic planning for 2024 – 2025 was discussed and will be scheduled for August 30 and 31.

Director/Member Engagement

Holiday Open House events were discussed.

Ideas for more director engagement with members during the Grab-N-Go events were discussed.

Before the end of the year, a board meeting will be held at the Ellsworth Community Center with a “coffee with directors” event immediately following.

Executive Summary – Board Peer Evaluation Discussion

The board reviewed the Board Peer Evaluation facilitated by Shannon Lechtenberg of Great River Energy (GRE).

Review of Member and Meters per District

Counts of members and meters per district were reviewed. It was decided that no action is needed at this time.

Meeting Attendees

Directors Beckering, Clarke, Hokeness, and Schwartau will attend the MREA District 5 Meeting.

Director Reports

CEO/General Manager Tromblay gave an update on GRE.

Director Schwartau updated the board and staff on the Minnesota Rural Electric Association.

Management Reports

CEO/General Manager Tromblay gave his monthly report.

CFO Reemtsma presented the monthly financial report and a summary of the factors leading to the selection of a new enterprise software vendor.

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

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 April activities and statistics.

Adjourn

There being no further business to come before the board, the meeting was adjourned at 11:45 a.m.

Executive Session

The board met in executive session.