



**Nobles Cooperative
Electric**

Your Touchstone Energy® Cooperative 

Regular Board Meeting Minutes

November 17, 2023 – Worthington, MN

Directors in attendance: Lee York, Cindy Hokeness, Jerry Beckering, Gary Clarke, Timothy Bickett, and David Dorpinghaus. Director 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 Representative Beverly Fowler, and Executive Assistant Amy Rucker.

Executive Session

The board met in Executive Session

Call to Order

The meeting was called to order by Chairman York at 8:47 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 York appointed Executive Assistant Rucker as the recording secretary for the meeting.

Getting to Know NCE Employees

Member Services Representative Brenda Schroeder and Accountant Pam Clarke joined the meeting and talked with the board for a few minutes regarding their families, backgrounds, interests, etc.

Explanation of Proposed Changes to Great River Energy's (GRE) Articles of Incorporation and Bylaws

Eric Olsen, Vice President and General Counsel at Great River Energy, joined the meeting at 8:56 a.m. to explain GRE's rationale for the proposed changes to their Articles of Incorporation and Bylaws.

Board Meeting Minutes

The October 20, 2023, Board Meeting Minutes were approved as presented.

Consent Agenda Items

The following consent agenda items were approved: disbursements for the period of October 2023, membership applications, membership cancellations, settlement of accrued capital credits of deceased members along with members requesting transfers of accrued capital credits, and an assignment of stock certificate and capital credits to joint tenants.

January 2024 Board Meeting

January 23, 2024, at 8:30 a.m.

Attorney Invoice

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

Resolution 23-11-01: Vote in Connection with the December 6, 2023, Great River Energy Special Member Meeting

Subsequent to a lengthy discussion, a motion was made, seconded, and carried to approve a resolution to vote “yes” at the December 6, 2023, Great River Energy Special Member Meeting (NCE 23-11-01).

2022 Form 990

Each director reviewed the 2022 Form 990 and a motion was made, seconded, and carried to approve it.

ORU Trust Board Change (District 6)

A motion was made, seconded, and carried to appoint Daniel Bogie as the Nobles-Murray Rural Electric Trust Board member for District 6 replacing LeAnn Thiner, who has served two consecutive terms.

Director/Member Engagement

Director York said that he’s heard of a local company selling wind turbines to area businesses and individuals. Director Schwartau said that if any board members are approached, they should listen to the sales pitch so that we know what is being told to our members.

Delegates and Alternates for 2024

The Board of Directors approved the 2024 Board Delegates and Alternates.

Course/Conference Attendees

Director Bickett will attend BLC 961.1 The Evolution of Electric Cooperative Power Supply and BLC 973.1 Moving the Fence: A Guide to Shared Services, System Mergers, and Territory Acquisitions in Maple Grove in January. Directors Beckering and Clarke may attend BLC courses in Maple Grove in January as well.

Directors Beckering, Hokeness, and York will attend the NRECA PowerXchange conference in March.

Governance Talk Video

All in attendance watched a video entitled “Risk Management”.

Director Reports

Directors York gave an update on GRE.

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

CEO/General Manger Report

CEO/General Manager Tromblay gave his monthly report.

Following in-depth discussion, a motion was made, seconded, and passed to authorize CEO/General Manager Tromblay to engage Contegrity Group, Inc. to help select an architect to design and estimate the cost of a new office building on NCE’s Slayton property.

Management Reports

CFO Reemtsma presented the monthly financial report.

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

Line Superintendent Hansen gave the operations department report, including the work plan and an update on safety activities since the last board meeting.

CEO/General Manager Tromblay reported on upcoming events.

Innovative Ideas

Bickett talked about an article he read about carbon capture technology that converts carbon into a stable electrical source.

Adjourn

There being no further business to come before the board, the meeting was adjourned at 11:59 a.m.