



**Nobles Cooperative  
Electric**

Your Touchstone Energy® Cooperative 

## **Regular Board Meeting Minutes**

December 10, 2020 — Worthington, MN

Board of Directors in attendance: Lee York, Cindy Hokeness, Jerry Beckering, and Gary Clarke. Directors Ronald Schwartau and Gary Sieve joined via Zoom.

Other attendees: Chief Executive Officer/General Manager Adam Tromblay, Chief Financial Officer Sherry Swanson, Line Superintendent Brian Postma, Member Services Manager Tracey Haberman, Executive Secretary Julie Baumgard, and Executive Assistant Amy Rucker.

### **Call to Order**

The meeting was called to order by Chairman Schwartau at 8:31 a.m. and a quorum was acknowledged.

### **Cybersecurity Update**

Phil Schilling of GCS Tech, Inc. joined the meeting via Zoom. He updated the Board and staff on cybersecurity. Mr. Schilling explained how the system is constantly being monitored and that the alerts he receives daily notify him of any activity that may interrupt normal business processes. He also reviewed the systems in place for monitoring the AVG antivirus software.

### **Notice of Meeting**

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

### **Appointment of Recording Secretary**

Chairman Schwartau appointed Executive Secretary Baumgard as the recording secretary for the meeting.

### **Approval of Agenda**

Management and staff presented an agenda for the Board's consideration that was approved with one addition.

### **Board Meeting Minutes**

The November 10, 2020, Board Meeting Minutes were approved.

### **Consent Agenda Items**

The following consent agenda items were approved: disbursements for the period November 2020; membership applications and cancellations; along with the settlement of accrued capital credits of deceased members and members requesting transfers of accrued capital credits.

### **February 2021 Board Meeting**

Friday, February 12, 2021, at 8:30 a.m.

### **Attorney Invoice**

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

### **Board Policies**

A motion was made, seconded, and carried to approve the amended Board Policies 5-29 "Employee Paid Time Off (PTO)" and 5-30 "Extended Illness Account."

### **Articles of Incorporation and Bylaws**

After discussion, the board requested additional changes to be made and a revised copy of the Articles of Incorporation and Bylaws be brought back at the January board meeting.

**Board Delegates and Alternates for 2021**

The Board of Directors approved the 2021 Board Delegates and Alternates.

**2021 Director Fees and Expenses**

The Board approved the 2021 Director Fees and Expenses.

**Director Reports**

Director York gave his monthly GRE report, while Director Schwartau updated the Board and staff on MREA and the Mid-West Electric Consumers Association Annual Meeting.

**Great River Energy (GRE) Update**

GRE Vice President and Chief Corporate and Member Services Officer Mark Fagan joined the meeting and gave an update on GRE.

**MyMeter Presentation**

Vice President of Customer Development Ed Houn from Accelerated Innovations gave a presentation on MyMeter. This customer self-service platform would take the place of Watt Watcher.

**Management and Staff Reports**

Management and staff gave their department reports. A motion was made, seconded, and carried to approve the Financial Report. The Board was also updated on safety activities since the last board meeting. Member Services Manager Haberman discussed a solar inquiry in Iowa with the Board. It was decided to have management see how other cooperatives serving members in both Minnesota and Iowa handle their distributed energy resources.

**Wind Turbine**

Manager Tromblay stated that NCE's Suzlon wind turbine has been down since August. There is a pitch bearing out causing the turbine to be inoperable. We are waiting on Suzlon to see what they are planning and willing to do. Once we are notified, we will work through Attorney Chad Felstul to negotiate a solution.

**Executive Session**

The Board met in executive session.

**Presentation of the 2021 Work Plan and Budget**

The staff presented the 2021 Work Plan and Budget to the Board for their approval. After discussion, a motion was made, seconded, and carried to approve the work plan, budget, and compensation package.

**Adjourn**

There being no further business to come before the Board, the meeting was adjourned at 3 p.m.