

Strategic Plan Correlation

1. Financial Stewardship
2. Power Supply
3. Reliability
4. Energy Conservation, Renewable Energy, Environmental Stewardship
5. Member-Owner Services, Communications, Community Involvement
6. Information Technology
7. Safety /Human Resources
8. Legislative and Regulatory Affairs

**DAKOTA ELECTRIC ASSOCIATION
Board Meeting Agenda**

Thursday, May 30, 2019

TIME ALLOCATED	OBJECTIVE	RESPONSIBILITY
	<ul style="list-style-type: none"> ■ Directors Code of Conduct 	Directors
<p>8:30 a.m. – 8:35 a.m.</p>	<ul style="list-style-type: none"> ■ Call to Order ■ Pledge of Allegiance ■ Additions or Changes to Agenda ■ Visiting Member Comments 	<p>David Jones</p> <p>David Jones</p> <p>David Jones</p> <p>David Jones</p>
<p>8:35 a.m. – 9:35 a.m.</p>	<ul style="list-style-type: none"> ■ Annual Board Reorganization <ul style="list-style-type: none"> ● Election of Board Officers (One-year term) ● Election of GRE Directors (One-year term) ● Election of MREA Director (One-year term) ● Director Seating Assignments – does anyone want to move? ● Board appoints Committee Members for the Unclaimed Capital Credits, Scholarships, and Donation Committee – Section I, Policy 5.11 (annual appointment) ● Board appoints Committee Members for the Compensation and Performance Review Committee – Section I, Policy 5.12 (annual appointment) <ul style="list-style-type: none"> ○ Section I, Policy 5.12, Responsibilities and Functions of the Compensation and Performance Review Committee – Red Lined Version 	<p>Directors Attorney McGrane Cherry Jordan</p> <p>Ken Danner</p>

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Board of Directors Meeting
Thursday, May 30, 2019**

Agenda Continued

TIME ALLOCATED	OBJECTIVE	RESPONSIBILITY
	<ul style="list-style-type: none"> ○ Section I, Policy 5.12, Responsibilities and Functions of the Compensation and Performance Review Committee – Updated ● Mentor Assignment for New Director ● Board appoints Committee Members for the 2019/2020 Election Committee (Section I, Policy 5.10) ● Board appoints Committee Members for the 2019/2020 Audit Committee (Section I, Policy 5.23) ● Treasurer Delegation of Authority (for <u>new</u> treasurer if necessary) ● 2018 Board Compensation Adjustment (June 1) (Section I, Policy 4) ○ Director Compensation History ● Board appoints Delegates to NRECA/NRTC/Federated/CFC Regional Meetings, September 11-12, 2019, Milwaukee, WI ● Board appoints Delegates to NRECA/NRTC/Federated/CFC Annual Meeting, February 27 – March 4, 2020, New Orleans, LA ● Board appoints Delegates for the NCSC Annual Meeting 2019: July 2, 2019, New York, NY 	

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Board of Directors Meeting
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Agenda Continued

TIME ALLOCATED	OBJECTIVE	RESPONSIBILITY
	<ul style="list-style-type: none"> • Board appoints Delegates to NARUC 131st Annual Meeting – San Antonio, TX - November 17-20, 2019 (Section I, Policy 5.14) • Code of Ethics (Section I, Policy 5.53) • Annual Director Certification (Section I, Policy 5.54) • Annual Signature Renewal of Automobile License and Insurance Coverage Form (Section I, Policy 4) • Duties of Directors (30 Minutes) • Annual Fire Drill Procedures Reminder for Board/Corporate Attorney 	Attorney McGrane
9:35 a.m. – 9:50 a.m.	<ul style="list-style-type: none"> ■ Executive Session <ul style="list-style-type: none"> • Crow Wing Issue <ul style="list-style-type: none"> ○ South Carolina Electric Co-ops Pay Scandal 	Directors Attorney McGrane Margaret Schreiner
9:50 a.m. – 10:05 a.m.	<ul style="list-style-type: none"> ■ Recess 	
10:05 a.m.	<ul style="list-style-type: none"> ■ Regular Meeting Commences 	Directors Attorney McGrane Staff

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10:05 a.m. – 10:10 a.m.	<p>■ CONSENT AGENDA – Items for approval – any item may be pulled for further discussion:</p> <ul style="list-style-type: none"> ➔ Minutes of April 25, 2019 Board Meeting ➔ Attorney’s Monthly Fees – Resolution 19-5-1 <ul style="list-style-type: none"> • Attorney’s Monthly Fees ➔ Recognition of Retiring Employee – Lou Ann Weflen - Resolution 19-5-2 ➔ Recognition of Retiring Employee – Sharon Curtis - Resolution 19-5-5 ➔ Meeting Attendance Authorization – Resolution 19-5-3 <ul style="list-style-type: none"> • Director Orientation before Energy Issues Summit – July 30, 2019, St. Cloud, MN • Board Chair Roundtable – July 30, 2019, St. Cloud, MN • MREA Energy Issues Summit – July 31 – August 1, 2019, St. Cloud, MN • NRECA/CFC/Federated Region VI Meetings – September 11-12, 2019, Milwaukee, WI • NARUC 131st Annual Meeting – November 17-20, 2019, San Antonio, TX 	

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	➔ Approval of Updated Section I, Policy 5.12, Responsibilities and Functions of the Compensation and Performance Review Committee	
10:10 a.m. – 10:30 a.m.	■ President & CEO Report/Strategic Plan	Greg Miller
10:30 a.m. – 10:40 a.m.	■ AGi Update <ul style="list-style-type: none"> • AGi Major Milestones Timeline • Budget Update 	Greg Miller
10:40 a.m. – 11:00 a.m.	■ Great River Energy <u>Big Three</u> <ol style="list-style-type: none"> 1. GRE Strategic Planning 2. GRE Rate Trajectory 3. GRE Communication Transparency <ul style="list-style-type: none"> • Great River Energy Board Meeting Summary and Minutes • Member Manager Report <u>Committee Minutes</u> <ul style="list-style-type: none"> • Corporate Services • Finance and Audit • Generation and Power Supply • Transmission 	Clay Van De Bogart Margaret Schreiner

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11:00 a.m. – 11:05 a.m.	■ 2019-2020 Corporate Insurance Recommendation – Resolution 19-5-4	Lou Ann Weflen
11:05 a.m. – 11:15 a.m.	■ 2019 DEA Annual Meeting Review and 2020 DEA Annual Meeting Date	Joe Miller
11:15 a.m. – 12:00 p.m.	■ Post-Election Wrap Up – Survey & Ballot Systems <ul style="list-style-type: none"> ● 2019 Distribution of Web Votes Report ● 2019 Voter Survey Report ● 2019 Daily Participation Report ● 2019 Analytics Report ● 2019 Point of Contact Report ● 2019 Annual Election Official Vote Tabulation ● Survey & Ballot Systems Presentation 	Peter Westerhaus
12:00 p.m. – 12:30 p.m.	■ Lunch	
12:30 p.m. – 1:00 p.m.	■ Discuss Energy Alternatives Sale and GRE Capital Credits – Use of Funds	Lou Ann Weflen Doug Larson
1:00 p.m. – 1:10 p.m.	■ Board Retreat Committee <ul style="list-style-type: none"> ● Board Self-Assessment Schedule 	Judy Kimmes John DeYoe
1:10 p.m. – 1:20 p.m.	■ Minnesota Rural Electric Association	Janet Lekson
1:20 p.m. – 1:30 p.m.	■ Attorney	Attorney McGrane

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1:30 p.m. – 1:35 p.m.	■ 2019 Capital Scholarship Presentations Schedule	Directors
1:35 p.m. – 1:45 p.m.	■ New or Unfinished Business	Directors
1:45 p.m.	■ Adjournment	David Jones
	■ RESOURCE MATERIALS → Monthly Financial Statements → Board Calendars → Director Event Attendance → DEA Donation Summary → Cooperative Scorecard → May 2019 Clips	

Revised 05/23/19