

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, October 31, 2019

TIME ALLOCATED	OBJECTIVE	RESPONSIBILITY
	■ Directors Code of Conduct	Directors
8:30 a.m. – 8:35 a.m.	■ Call to Order	
8:35 a.m. – 9:05 a.m.	■ Executive Session <ul style="list-style-type: none">• CEO Employment Contract<ul style="list-style-type: none">○ Proposed Amendment to the Deferred Compensation Pension Restoration Plan○ New Executive Employment Agreement	Directors Sara McGrane
9:05 a.m.	■ Regular Meeting Commences	Directors Sara McGrane Staff
9:05 a.m. – 9:10 a.m.	■ Pledge of Allegiance ■ Additions or Changes to Agenda ■ Visiting Member Comments	Jerry Pittman Jerry Pittman Jerry Pittman
9:10 a.m. – 9:15 a.m.	■ CONSENT AGENDA – Items for approval – any item may be pulled for further discussion: ➔ Minutes of September 26, 2019 Board Meeting ➔ Attorney’s Monthly Fees – Resolution 19-10-1 <ul style="list-style-type: none">• Attorney’s Monthly Fees	

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**DAKOTA ELECTRIC ASSOCIATION
Board of Directors Meeting
Thursday, October 31, 2019**

Agenda Continued

TIME ALLOCATED	OBJECTIVE	RESPONSIBILITY
	<p>➔ Recognition of Retiring Employee – James Bormann - Resolution 19-10-2</p> <p>➔ Meeting Attendance Authorization – Resolution 19-10-3</p> <ul style="list-style-type: none"> • MREA Annual Meeting – February 18 - 19, 2020, St. Paul, MN <p>➔ Section I Policy Updates – Resolution 19-10-7</p> <ul style="list-style-type: none"> • Section I, Policy 4 – Director Compensation and Expense Reimbursement – Red-lined • Section I, Policy 4 – Director Compensation and Expense Reimbursement - Updated • Section I, Policy 5.23 – Responsibilities and Functions of the Audit Committee – Red-lined • Section I, Policy 5.23 – Responsibilities and Functions of the Audit Committee – Updated 	
9:15 a.m. – 9:35 a.m.	<ul style="list-style-type: none"> ■ Dakota Electric Association 401(k) Audit Update <ul style="list-style-type: none"> • Dan Kelly, CPA and Linda Udlinek, CPA for EBP (Employee Benefit Plan) – CliftonLarsonAllen • 401(k) Audit Presentation 	Corey Hintz

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Agenda Continued

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9:35 a.m. – 9:55 a.m.	<ul style="list-style-type: none"> ■ President & CEO Report/Strategic Plan 	Greg Miller
9:55 a.m. – 10:05 a.m.	<ul style="list-style-type: none"> ■ AGi Update <ul style="list-style-type: none"> • AGi Major Milestones Timeline and Financial Update • Load Control Receiver Permit Fee Update 	Greg Miller Mjyke Nelson Mike Fosse
10:05 a.m. – 10:20 a.m.	<ul style="list-style-type: none"> ■ 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 • Electric School Bus #2 <u>Committee Minutes</u> <ul style="list-style-type: none"> • Corporate Services • Finance and Audit • Power Supply • Transmission 	Clay Van De Bogart Margaret Schreiner Greg Miller Greg Miller

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10:20 a.m. – 10:30 a.m.	■ GRE Guest Directors Update (October 2-3, 2019)	Jerry Pittman John DeYoe
10:30 a.m. – 10:45 a.m.	■ Recess	
10:45 a.m. – 11:20 a.m.	■ Cyber Security Month Update ■ Cyber Security Update	Mjyke Nelson
11:20 a.m. – 11:25 a.m.	■ Rate Case Update	Doug Larson
11:25 a.m. – 11:30 a.m.	■ Audit Committee Report	Jim Sheldon
11:30 a.m. – 12:00 p.m.	■ Survey & Ballot Systems ● Proposed Bylaw Amendment (Red-lined) ● Proposed Bylaw Amendment Final	Peter Westerhaus David Jones Sara McGrane
12:00 p.m. – 12:30 p.m.	■ Lunch	
12:30 a.m. – 12:40 a.m.	■ Approval of State of Minnesota Charitable Organization Annual Report Form – Resolution 19-10-4 Form	Corey Hintz
12:40 p.m. – 12:50 p.m.	■ Quarterly Financial Update	Corey Hintz
12:50 p.m. – 12:55 p.m.	■ Capital Credit Retirement – Resolution 19-10-5	Corey Hintz

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12:55 p.m. – 1:15 p.m.	■ Vegetation Management Assessment	Jeff Schoenecker
1:15 p.m. – 1:20 p.m.	<p>■ Sections I and II Policy Changes – Resolution 19-10-6</p> <ul style="list-style-type: none"> ● Section II, Policy 1, Employee Benefits – Red-lined ● Section II, Policy 6 – Drug and Alcohol Free Workplace Policy – Red-lined ● Section I and II, Policy 22 – Whistleblower (this policy is being added to Section II and updated in Section I) – Red-lined 	Greg Miller
1:20 p.m. – 1:30 p.m.	■ 2019 Board Retreat Recap (Board Retreat October 30, 2019)	Judy Kimmes Jerry Pittman
1:30 p.m. – 1:35 p.m.	■ Selection of 2020 Board Retreat Delegation (2019 Board Retreat Delegation: John DeYoe, Judy Kimmes, Jerry Pittman (Ex-Officio), Margaret Schreiner)	Directors
1:35 p.m. – 1:40 p.m.	■ Recognition of John DeYoe – NRECA Board Leadership Program Certification	Jerry Pittman
1:40 p.m. – 1:50 p.m.	■ Attorney	Sara McGrane
1:50 p.m.- 2:00 p.m.	<p>■ Minnesota Rural Electric Association</p> <ul style="list-style-type: none"> ● MREA October 2019 Board Meeting Summary 	Janet Lekson

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	<ul style="list-style-type: none"> • MREA Voting Delegates for 2020 – MREA Annual Meeting, February 18 - 19, 2020 – St. Paul, MN 	
2:00 p.m. – 2:05 p.m.	<ul style="list-style-type: none"> ■ New or Unfinished Business 	Directors
2:05 p.m.	<ul style="list-style-type: none"> ■ Adjournment 	
	<ul style="list-style-type: none"> ■ RESOURCE MATERIALS ➔ Monthly Financial Statements ➔ Board Calendars ➔ Director Event Attendance ➔ DEA Donation Summary ➔ Cooperative Scorecard ➔ October 2019 Clips 	

Revised 10/24/19