

# MEETING MINUTES



## September 28, 2023 Board of Directors Meeting Minutes

### Dakota Electric Association Board Members in Attendance

<u>DISTRICT 1</u>	<u>DISTRICT 2</u>	<u>DISTRICT 3</u>	<u>DISTRICT 4</u>
John DeYoe	Terry Donnelly	Ken Danner	Paul Bakken
David Jones	Bill Middlecamp	Cyndee Fields	Jenny Hoeft
Jerry Pittman	Clay Van De Bogart	Margaret Schreiner, virtual	Stacy Miller

### Staff in Attendance

Jon Beyer	Adam Heinen	Corey Hintz	Mjyke Nelson
Melissa Cherney	Ryan Hentges	Sara McGrane	Jeff Schoenecker

### Guests in Attendance

Richard Billion, virtual	Derik Dautel
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### Minutes

TOPIC	DETAILS
<b>Call to order</b>	Chair Paul Bakken called the regular meeting of the Dakota Electric Association Board of Directors to order at 8:30 a.m. and presided. A quorum was present.
<b>Agenda adoption</b>	✓ A motion was made, seconded, and carried to adopt the agenda.
<b>Member comments</b>	Members Richard Billion and Derik Dautel addressed the board with concerns regarding the recent appointment of Director Cyndee Fields.
<b>Policy updates</b>	✓ A motion was made and seconded to approve revisions to Section I, Policy 1.5 – Code of Ethics. ✓ A subsidiary motion was made, seconded and carried to table the motion until the October board meeting.
<b>Consent agenda</b>	✓ A motion was made, seconded and carried to approve the consent agenda. <ul style="list-style-type: none"><li>▪ Minutes of the August 24, 2023 board meeting</li><li>▪ August board legal fees</li><li>▪ 2022 form 990</li></ul>

<b>DEI board initiative</b>	<p>Chair Bakken presented an idea to implement a board workgroup to begin discussions related to diversity, equity and inclusion and the board’s impact. The board appointed Directors Stacy Miller, Cyndee Fields, Margaret Schreiner, Clay Van De Bogart and Paul Bakken as ex-officio. Workgroup recommendations to the full board due by March 2024.</p> <p>✓ A motion was made, seconded, and carried to implement the DEI workgroup.</p>
<b>Vegetation Management</b>	<p>Vice President of Utility Services Jeff Schoenecker provided a vegetation management plan update noting the significant decreases in the backlog of tree trimming member requests, the number of requests remaining in the queue and the time it takes to respond.</p> <p>✓ A motion was made, seconded, and carried to move into closed session at 10:25 a.m.</p>
<b>Executive closed session</b>	<p>The board reviewed information related to 2024 Dakota Electric labor budget items and the details related to the Great River Energy wind contract.</p> <p>✓ A motion was made, seconded, and carried to move into regular session at 11:06 a.m.</p>
<b>Resolution</b>	<p>✓ A motion was made, seconded and carried to approve the NextEra Energy Resources – amended terms for Dodge County wind energy purchase – Resolution 23-9-1.</p>
<b>Governance definition review</b>	<p>Director John DeYoe reviewed definitions of governance as stated by NRECA.</p> <p>✓ A motion was made and seconded to recommend a Dakota Electric bylaw amendment in reference to Article III Directors, Section 5 – Vacancies to add after “shall be elected and qualified”: <i>The board of directors will provide the appointment process of: 1. Informing members of a vacancy, in a manner similar to how the cooperative communicates scheduled director elections. 2. Providing appropriate time and opportunity for members to express interest in or ask questions regarding the vacancy.</i></p> <p>✓ A subsidiary motion was made, seconded and carried to table the motion and assign to the Election Committee for standard review process.</p>
<b>Board education and training</b>	<p>Attorney Sara McGrane presented two consultant proposals for board consideration regarding future education and training.</p> <p>✓ A motion was made, seconded and carried by a 10-2 majority to move forward with the proposal made by Bridges Consulting.</p>
<b>Facility assessment</b>	<p>Vice President Schoenecker reviewed the current state of the Dakota Electric building facilities and the required needs moving forward due to safety and infrastructure. He presented various options to consider. Additional information will be brought forward at a future board meeting.</p>
<b>Great River Energy</b>	<p>Directors Clay Van De Bogart and Margaret Schreiner provided a Great River Energy update including business improvement, 2024 budget, staff update, contract extension, annual audit and policy revisions.</p>
<b>CEO report</b>	<p>CEO Ryan Hentges provided updates related to the Vice President of People and Culture position, safety, grants, property tax, staffing issues and Prairie Island.</p>
<b>Minnesota Rural Electric Association</b>	<p>Director John DeYoe noted there was no meeting this month and provided a Minnesota Rural Electric Association update including communication plans, 2024 budget, facility upgrades and building needs.</p>

**NRECA Regional 5 & 6 meeting update**

Directors Margaret Schreiner and John DeYoe provided an update related to their meeting attendance.

**Board Retreat Delegation update**

Director Stacy Miller noted that it was determined the next board retreat will be held on June 27, 2024. The month of June will be designated for board retreats moving forward.

**Attorney update**

Attorney Sara McGrane provided an overview of this month's work on Dakota Electric related topics including property easement issues, property tax appeal, staffing agreement and a confidentiality and disclosure document.

**Board legal fees**

The board discussed previous and future extraordinary legal fees related to board issues.

**Adjournment**

✓ A motion was made, seconded, and carried to adjourn at 3:09 p.m.