

# MEETING MINUTES



## March 28, 2024 Board of Directors Meeting Minutes

### Dakota Electric Association Board Members in Attendance

#### DISTRICT 1

John DeYoe  
David Jones  
Jerry Pittman

#### DISTRICT 2

Terry Donnelly, virtual  
Bill Middlecamp  
Clay Van De Bogart

#### DISTRICT 3

Ken Danner  
Cyndee Fields  
Margaret Schreiner, virtual

#### DISTRICT 4

Paul Bakken  
Jenny Hoeft,  
Stacy Miller, virtual

### Staff in Attendance

Jon Beyer  
Melissa Cherney  
Adam Heinen

Ryan Hentges  
Corey Hintz  
Betty Jo Kiesow

Sara McGrane  
Mjyke Nelson  
Trina Sandlie

Jeff Schoenecker

### Guests in Attendance

Richard Billion, virtual

Jerry Brown, virtual

Derik Dautel, virtual

### 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>	Member Jerry Brown addressed the board and presented a proposed amendment to consider a fifth member district and adding additional director representation to the board due to an increase in membership. It was noted that staff does have a process in place to review membership numbers and district boundaries. Staff will provide an update to that process next month.
<b>Consent agenda</b>	✓ A motion was made, seconded and carried to approve the consent agenda as amended. <ul style="list-style-type: none"><li>▪ Minutes of the February 22, 2024 board meeting</li></ul>
<b>February board legal fees</b>	Board legal fees for the month of February were pulled from the consent agenda for further discussion. The board discussed removing the director anonymity on the detailed invoices. It was determined the process would remain the same. ✓ A motion was made, seconded and carried to approve the February board legal fees.
<b>Proposed bylaw amendment</b>	Additional discussion was had regarding a possible bylaw amendment to consider adding a fifth member district and additional director representation. The board determined this topic would be added to the board retreat agenda in June for further discussion.

<b>Facility Planning</b>	Cooperative Building Solutions Representatives Tim Masa, Scott Luecal and Andy Kalicak, along with M + H Architect James Bever were in attendance to present their findings following the facility planning study that had been completed for Dakota Electric. The facility planning study focused on determining short and long term goals, a needs assessment, facility conceptual design options, estimate summary, schedule and next steps. Staff will gather more in-depth information related to the options presented and bring to the board for additional discussion in April.
<b>CEO report</b>	CEO Ryan Hentges provided updates related to the strategic plan, balanced scorecard, upcoming strategic projects with increased focus on people initiatives, grants and safety. CEO Hentges noted Dakota Electric is still in the process of filling the Safety Manager position.
<b>Executive closed session</b>	<p>✓ A motion was made, seconded, and carried to move into closed session following the lunch recess at 12:40 p.m.</p> <p>Discussion and review of the 2023 audited financials. The Board of Directors, Attorney Sara McGrane and Eide Bailly representatives Kellen Garrison and Parker Van Zee were present.</p> <p>✓ A motion was made, seconded, and carried to move into regular session at 12:45 p.m.</p>
<b>Auditor's report</b>	<p>Kellen Garrison presented the 2023 audited financials and communication. The results reflect a clean audit report for Dakota Electric Association.</p> <p>✓ A motion was made, seconded, and carried to accept the 2023 audit report – resolution 24-3-4.</p>
<b>Purchasing resolutions</b>	<p>Vice President of Engineering Betty Jo Kiesow reviewed with the board upcoming purchasing needs.</p> <p>✓ A motion was made, seconded, and carried to approve distribution transformer purchase – resolution 24-3-1 and substation transformer purchase – resolution 24-3-2.</p>
<b>Donation process</b>	Vice President of Energy and Member Services Jon Beyer reviewed the operating guidelines and procedures regarding review and distribution of Dakota Electric community donations. Quarterly reports will be provided in the future.
<b>Elko New Market franchise agreement</b>	✓ A motion was made, seconded, and carried to approve the Elko New Market franchise agreement – resolution 24-3-3.
<b>Great River Energy and MREA updates</b>	Great River Energy Directors Clay Van De Bogart and Margaret Schreiner, and MREA Director John DeYoe referred to their written reports included in the board packet and stood for questions.
<b>Workshop items</b>	Chair Bakken made a recommendation to the board to consider utilizing workshopping at monthly board meetings to allow time for directors to bring forth various items for board discussion separate from a formal review or action item. The board will consider applying the workshop process for items at future board meetings and the annual board retreat.
<b>Board Retreat update</b>	Director Stacy Miller provided an update to the board regarding plans for the 2024 full day board retreat and presented a planning agenda.
<b>2024 Annual Meeting</b>	<p>CEO Hentges provided an update regarding the 2024 annual meeting and reviewed the agenda.</p> <p>✓ A motion was made, seconded, and carried to approve the 2024 annual meeting agenda.</p>

**Attorney update**

Attorney Sara McGrane provided an overview of this month's work on Dakota Electric related topics and noted that the Minnesota Revenue issue has been placed in the budget to be fixed.

**Adjournment**

✓ A motion was made, seconded, and carried to adjourn at 2:18 p.m.