

CLAIBORNE ELECTRIC COOPERATIVE, INC.

BOARD MEETING MINUTES

MARCH 29, 2022

- ❖ **Call to Order** – Mr. Elkins called the meeting to order at 6:30 pm.
- ❖ **Invocation**
- ❖ **Pledge** – Mr. Elkins led the group in the pledge of allegiance.
- ❖ **Attendance**
 - Hez Elkins, President
 - Phillip Fincher, Vice President – via phone
 - Rand Killgore
 - Lane Davidson
 - Scott Jones
 - Leroy Perritt
 - Butch Sensley
 - Jody Woodard
 - Benjamin Abshire
 - Others in attendance
 - Mark Brown, CEO
 - Kathy Tanner, CFO
 - Jeremy Skipper, COO
 - Paul E. Kitchens, Corporate Counsel
 - Lisa Ledbetter, Administrative Assistant
- ❖ **Request for Items to be Added to the Agenda** – None
- ❖ **Consent Agenda** – Mr. Elkins entertained a motion by Mr. Jones duly seconded by Mr. Davidson to approve the Consent Agenda as presented. The motion carried unanimously.
 - Approve February 22, 2022 Regular Meeting Minutes with changes noted.
 - Approve Expense Reports
 - Accept New Members
 - Approve Capital Credits
 - Approve Monthly Loss Control & Safety Report
 - Approve Homer & Farmerville Operations Report

Mr. Brown requested that the board enter into executive session to discuss the attorney's report on the legal matters currently facing the Cooperative and for the 1803 Power Supply Cooperative update. Upon motion by Mr. Davidson duly seconded by Mr. Sensley, the board entered into executive session to discuss the legal matters facing the Cooperative and 1803.

❖ **Attorney Report**

❖ **1803 Power Supply Cooperative**

Upon motion by Mr. Killgore duly seconded by Mr. Abshire, the board rose from executive session.

Mr. Kitchens' report and Dr. Fincher's 1803 report were approved on a motion made by Mr. Perritt and duly seconded by Mr. Killgore.

- ❖ **ALEC Report** – Mr. Davidson made a brief report on the ALEC meeting held via conference call. Mr. Davidson's report was then approved on a motion made by Mr. Sensley and seconded by Mr. Abshire.

- ❖ **Financial Report** – Ms. Tanner made the monthly financial report.
 - February 2022 Financial Report – This report was approved on a motion made by Mr. Abshire and seconded by Mr. Davidson.
 - Write-offs – The write-off report was approved on a motion made by Mr. Killgore and seconded by Mr. Sensley.

- ❖ **CEO's Report** – Mr. Brown gave a report on the following:
 - ORU Update
 - ORU Director Nominations – District #1, District #3, District #5
 - COVID 19 Plan Update – Mr. Brown presented an update to streamline the COVID 19 plan to take effect on March 23, 2022. Upon motion by Mr. Jones duly seconded by Mr. Woodard, the motion was approved.
 - GP 105.1 Equity Management – Upon motion by Mr. Killgore and duly seconded by Mr. Abshire, the GP 105.1 Equity Management Policy was approved.
 - By-Law Amendment – Annual Meeting Format – Upon motion by Mr. Davidson and duly seconded by Mr. Woodard, the amendment to the by-laws was approved.
 - CEO Evaluation – Executive Session. Upon motion by Mr. Abshire and duly seconded by Mr. Killgore, the board entered into executive session. Upon motion by Mr. Mr. Davidson and duly seconded by Mr. Killgore, the board rose from executive session.
 - Upon rising from executive session, Mr. Abshire presented a motion duly seconded by Mr. Killgore to immediately adjust Mr. Mark Brown's salary to the national average of all CEO's as presented in NRECA's 2022 National Compensation Survey (NCS). The motion carried.

- ❖ **Approve Meeting Expenses** – Mr. Elkins then accepted a motion made by Mr. Sensley and seconded by Mr. Davidson to approve the expenses associated with this meeting. The motion carried.

- ❖ **Confirm Next Meeting Date** – Mr. Elkins confirmed the date of our next Board meeting – May 3, 2022 at 6:30 pm in Homer

- ❖ **Adjourn** – The meeting was then adjourned upon a motion made by Mr. Killgore and seconded by Mr. Perritt.

The minutes above were approved by the board of directors during its regularly scheduled meeting held on May 3, 2022.

Hez Elkins, President

Scott Jones, Secretary -Treasurer