

CLAIBORNE ELECTRIC COOPERATIVE, INC.
BOARD MEETING MINUTES
JANUARY 31, 2023

- ❖ **Call to Order** – Mr. Elkins called the meeting to order at 6 pm.
- ❖ **Invocation**
- ❖ **Pledge** – Mr. Elkins led the group in the pledge of allegiance.
- ❖ **Attendance**
 - Hez Elkins, President
 - Phillip Fincher, Vice President
 - Rand Killgore, via phone
 - Lane Davidson
 - Scott Jones
 - Leroy Perritt
 - Butch Sensley
 - Benjamin Abshire
 - Jody Woodard
 - Others in attendance
 - Mark Brown, CEO
 - Kathy Tanner, CFO
 - Paul E. Kitchens, Corporate Counsel - absent
 - Lisa Ledbetter, Administrative Assistant
- ❖ **Request for Items to be Added to the Agenda** – None
- ❖ **Consent Agenda** – Mr. Elkins entertained a motion by Mr. Davidson duly seconded by Mr. Killgore to approve the Consent Agenda as presented. The motion carried unanimously.
 - Approve January 3, 2023 Regular Meeting Minutes
 - Approve Expense Reports
 - Accept New Members
 - Approve Capital Credits
 - Approve Monthly Loss Control & Safety Report
 - Approve Homer & Farmerville Operations Report

Upon motion by Mr. Jones duly seconded by Mr. Abshire, the board entered into executive session to discuss Strategic and Long-Term Planning issues facing the Cooperative.

- ❖ **Attorney Report**
- ❖ **1803 Power Supply Cooperative**

Upon motion by Mr. Davidson duly seconded by Mr. Woodard, the board rose from executive session.

The Attorney's report and Dr. Fincher's 1803 report were approved on a motion made by Mr. Abshire and duly seconded by Mr. Perritt.

- ❖ **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 Dr. Fincher and duly seconded by Mr. Killgore.

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

- ❖ **CEO's Report** – Mr. Brown gave a report on the following:
 - 2023 Nominations – District 3, 7, 8 – Upon Motion by Mr. Killgore and duly seconded by Mr. Perritt, Mr. Scott Jones, Mr. Lane Davidson, and Dr. Phillip Fincher were re-elected to the board as no other nominations were received.
 - ORU Update
 - Knuckols, Duvall, Hallum & Co Engagement 2023 – Upon motion by Mr. Woodard and duly seconded by Mr. Abshire, the engagement letter with Knuckols, Duvall, Hallum & Co for the purpose of the 2023 audit was approved.
 - SWAP 2023 - Upon motion by Dr. Fincher and duly seconded by Mr. Jones, the SWAP program for 2023 was approved.
 - Advisory Committee Meetings – Week of May 22nd.

Upon motion by Mr. Davidson duly seconded by Mr. Killgore, the CEO report was approved as presented.

- ❖ **Executive Session (if needed) to discuss Strategic and Long-Term planning**
Upon motion by Mr. Abshire duly seconded by Mr. Davidson, the board entered into executive session to discuss Strategic and Long-Term Planning issues facing the Cooperative.

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

Upon motion by Mr. Woodard duly seconded by Mr. Sensley, the wage adjustment Plan D was approved as presented.

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

- ❖ **Confirm Next Meeting Date** – Mr. Elkins confirmed the date of our next regular Board meeting – February 28, 2023.

Mr. Elkins also confirmed that a special called meeting will be held March 21, 2023 for CEO recruitment discussions.

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

The minutes above were approved by the board of directors during its regularly scheduled meeting held on February 28, 2023.

Hez Elkins, President

Scott Jones, Secretary -Treasurer