

REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES – January 26, 2023

A regular meeting of the Board of Directors of A & N Electric Cooperative was held Thursday, January 26, 2023, at the Eastern Shore Community College at 1:00 p.m.

The meeting was called to order by Chairman Nottingham, followed by the invocation by Director Holland.

The following were present: Vice-Chair: Christopher D. Bott, Secretary/Treasurer: Ralph W. Dodd, Directors: James N. Belote, III, E. Garrison Drummond, Gregory L. Duncan, Mark A. Hickman, Penney P. Holland, and W.E. “Ted” Shockley. Attorney Sam Brumberg and ODEC President and CEO Marcus Harris were also present. Also present: Todd Bireley, Jay Diem, Kevin Harmon, Shawn Hildebrand, James Johnson, Robie Marsh, CEO Butch Williamson, and Bette Cornell.

Minutes of the Regular Meeting of the Board of Directors held on December 15, 2022, were presented. ***Upon motion properly made and seconded, the minutes were approved.***

Resolution Consent Agenda

The Consent Agenda, which included Memberships, December Work Order Schedule #1156-1157, December Safety Report, the December Income Statement and Balance Sheet, Outages, Accounts Receivables/Arrears Update and Products and Services were provided.

Motion was made by Director Duncan to approve the Consent Agenda, seconded by Director Drummond. Upon the motion, the Consent Agenda was approved.

December Operating Reports

Mr. Hildebrand reported that there was no **Financial Report** this month but will have a full report at next month’s meeting.

The **Engineering Report** was presented by Todd Bireley.

The **Operations/Construction Report** was presented by Kevin Harmon on behalf of Joe Cataldo’s absence.

Human Resources – There was no HR report presented.

Administration Updates

Mr. Hildebrand gave an update on progress of moving back into the renovated building.

Committee Reports

Members Helping Members -- Chairman Nottingham reported that a pilot program has been created to help members by modifying available funds and that this program will be revisited at the next Members Helping Members meeting. Both counties are handling this.

Legal Report

Attorney Sam Brumberg reported that A & N Electric Cooperative is in good legal standing.

ODEC Report

There was no ODEC Report presented.

VMDAEC Report

Vice-Chair Bott gave an overview of the meetings held this week during Legislative Day.

President's Report

Mr. Williamson noted the tragic loss of an Ohio electric apprentice during the winter storm this past December. Mr. Williamson stated that A & N had our Stand Down Safety Day and we will continue to spend regular time with staff to help with the importance of safety being the top priority.

Mr. Williamson mentioned the tariff that we are expanding on and being submitted for approval for community solar. He encouraged individual Board of Directors to take on some income blocks of 50 kilowatt hours to claim as renewable energy.

One of our objectives for when we moved back into the new facility is to conduct an orientation for both employees and the Board of Directors.

Mr. Williamson noted that this year's Arbor Day will coincide with an Open House and would like to have all the Board of Directors present. The date will be April 29, 2023. We will provide more information as we get closer to the date.

Old Business

Attorney Sam Brumberg mentioned the use of subsidiary for A & N which will allow to do some things on an unregulated basis. He provided a brief overview of the entity that has been incorporated for A & N. The name is "A & N Innovative Solutions." A & N Electric will be the owner of the stock corporation. A proposal was announced to the board to keep the Board of Directors smaller by having less directors and to include the CEO on the Board. It was remarked that perhaps the entire Co-op board should be members of the board of the subsidiary. Mr. Brumberg asked the Board to review this and that a decision could be made at the next board meeting. Mr. Belote remarked that there may have been a subsidiary already incorporated from long ago, during the days of deregulation. Mr. Brumberg indicated he would research the matter and report to the Board at the next meeting.

Governance Update & Acceptance – Mr. Williamson gave a summary of how all the Co-ops of VA, MD and DE are trying to be consistent with providing information to its members. He mentioned that we had a small subcommittee to look at information to be placed on our website. Mr. Williamson reviewed where the information and forms are on our website. He asked the Board of Directors to

view the information by using the link in order to access. This link is not available for public view. The meeting minutes from the last two years are also available to view.

The full Board unanimously agreed to move forward with this.

New Business

The DEI Policy (Diversity, Equity, and Inclusion) and the Environmental Justice Policies were provided for the Board to review. Mr. Williamson stated that we need to look at having policies in place in order to plan on grants/funding and asked that the full board review these policies. Vice Chair Chris Bott recommended that these two policies be reviewed by the Bylaws/Policy Committee. The full Board agreed, and a date will be set to review these policies. After a brief discussion, a Bylaw/Policy Committee meeting will be held prior to the next regular board meeting on February 23, 2023 at 9:30 am to review the recommendation of the policies presented.

An updated Disclosure form based on A&N’s Code of Ethics and Conflict of Interest Policy was made available for the Board members to review and signed. A Review of the changes to the disclosure form will be added to the Bylaw and Policy Committee’s agenda for review as well.

Review of the Cooperative Attorney Policy – Mr. Williamson indicated he placed this policy out there for review and to receive feedback on the direction we want to go with appointing a Cooperative Attorney so we can move forward. Mr. Brumberg stated he would have some recommendations on this policy. There was some discussion on identifying an attorney.

Other Business

The selection for the 2023 Certification of Voting Delegates was done.

Executive Session

The Board entered into executive session at 2:45 pm.

After coming out of Executive Session at 3:50 pm, the board met with Mr. Williamson to discuss options and direction for the Cooperative’s Corporate Attorney. The board asked Mr. Williamson to confirm and finalize a temporary engagement for the board to consider.

There being no further business in the regular board meeting, the meeting was adjourned at 4:15 pm.

The next board meeting is scheduled for February 23, 2023, at 1:00 pm.

APPROVED:

Secretary

Assistant Secretary
APPROVED:

Chairman