

A&N Electric Cooperative
Board of Directors Meeting Minutes
March 28, 2024

A regular meeting of the Board of Directors of A & N Electric Cooperative was held Thursday, March 28, 2024, at 1:00 pm at ANEC Headquarters in Tasley, VA.

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

Present: Chairman Addison W. Nottingham, Directors: Chris D. Bott, S. Keith Colonna, Ralph W. Dodd, E. Garrison Drummond, Gregory L. Duncan, Mark A. Hickman. Directors: Penney P. Holland, W.E. "Ted" Shockley and Attorney Cody Murphey attended by via Zoom. Also present, Staff, CEO Butch Williamson, Shawn Hildebrand, Mark Belknap, Todd Bireley, Roger Blizzard, Joe Cataldo, Jay Diem, Robie Marsh, and Bette Cornell.

Minutes of the Regular Meeting of the Board of Directors held on February 22, 2024, were presented.

Motion was made by Director Bott to approve the minutes as presented, seconded by Director Drummond. Upon the motion, the minutes were approved.

Resolution Consent Agenda

The Consent Agenda, which included Memberships, February Safety Report, the February Income Statement and Balance Sheet, February Financial Reports, Outages, Accounts Receivables/Arrears Update, Member Services Report, Investment & Funding Analysis, 2024 Workplan Update, Information Technology Report were provided.

Motion was made by Director Drummond to approve the Consent Agenda, seconded by Director Hickman. Upon the motion, the Consent Agenda was approved. The motion was adopted after debate.

February Operating Reports

The February 2024 Financials and Operating Reports were presented by Shawn Hildebrand.

The Operations, Construction and Engineering Report was presented by Joe Cataldo.

A Right of Way presentation was reviewed by Mark Belknap.

Human Resources Report

Roger Blizzard reviewed an update to the Safety Manual with a major overhaul with updated regulatory guidance from various safety organizations.

Administrative Updates

Jay Diem reviewed the events to take place during the Member Appreciation/Arbor Day Event on April 27, 2024.

Jay Diem reviewed an update with date and time details of the upcoming Annual Meeting of the Members scheduled for August 22, 2024.

Robie Marsh gave a presentation on the employee Lighting the Way organization which supports and enriches the community through monetary donations and volunteer efforts.

Committee Reports

Director Dodd gave the Bylaw/Policies Committee Report. The committee met on March 21, 2024, to review and discuss the policies that were made available to the full board to review; policies with only minor edits of formatting, policies with format edits and changes per staff recommendations, policies to be moved to administrative guide, and a new policy, Categorization of Policies, created to give guidance and usage of policies for the Board and the Cooperative Attorney.

The full board voted unanimously to accept the committee's recommendation of approval.

Chairman Nottingham reported information from the Members Helping Members Committee meeting that was held the morning of March 28, 2024.

Legal Report

There was no Legal Report presented.

ODEC Report

Director Drummond presented an ODEC report.

VMDAEC Report

There was no VMDAEC report presented.

President's Report

Mr. Williamson reviewed some of the upcoming dates and events, noting A&N's Arbor/Member Appreciation Day is on April 27th from 9am – 1pm and this year, it will be held in the detached garage area.

Old Business

There was no Old Business.

New Business

Mr. Williamson reviewed an Access Point and Improvement Plan for Development next door to ANEC.

Other Business

Director Drummond mentioned that the Finance Committee meeting needs to be scheduled with the full board. After some discussion, a decision to schedule the meeting was made for the morning of April 25, 2024.

Mr. Williamson noted the audit findings which were presented at the February Board meeting are to be discussed for acceptance by the board.

Upon the motion properly made, the Board unanimously approved the audit findings presented at the February 22, 2024 Board meeting.

Attorney Cody Murphey reviewed the proposed technical revisions to Section 4.3 of the Bylaws that were presented to the Board at the February Board meeting. Mr. Murphey reexplained that the purpose of the proposed technical revisions is to fix technical errors in Section 4.3 that create a conflict between Section 4.3 and Section 5.9 of the Bylaws. After consideration of alternative options, motion was properly made and seconded to make the following revisions to Section 4.3(B)(4) and (C) to correct the technical errors:

In Section 4.3(B)(4), replace the letter “d” in “possessed” with “s” and strike “(other than an entity in which the Cooperative possesses an ownership interest).”

In the second paragraph of Section 4.3(C), strike the word “shall” and replace it with “may.”

Upon the motion properly made, the Board unanimously approved the revision to the Bylaws.

Executive Session

The Board entered executive session at 2:40 pm.

The Board came out of Executive Session at 3:01 pm.

There being no further business in the regular board meeting, the Board adjourned at 3:05 pm.

The next Board meeting is scheduled for April 25, 2024, at 1:00 pm.

Submitted by:

Assistant Secretary

APPROVED:

APPROVED:

Addison W. Nottingham, Chairman

Ralph W. Dodd, Secretary/Treasurer