

**WASHINGTON ELECTRIC COOPERATIVE, INC.**  
**REGULAR MEETING OF THE BOARD OF DIRECTORS**

**January 27, 2021**

The regular meeting of the Board of Directors, conducted via video teleconference, was called to order at 2:02 p.m. by President Barry Bernstein with the following board members present:

Barry Bernstein	Roger Fox	Anne Reed
Donald Douglas	Jean Hamilton (joined at 2:33 p.m.)	Richard Rubin
Steve Farnham	Steve Knowlton	Mary Just Skinner

Also present were General Manager Patty Richards; Attorney Ron Shems of the law firm Tarrant, Gillies, Richardson, & Shems, the Cooperative's legal counsel; Director of Finance & Administration (F&A) Cheryl Willette; and Administrative Assistant Dawn Johnson.

**APPROVAL OF CONSENT AGENDA ITEMS**

The consent agenda included the minutes of the December 2020 regular Board meeting, held January 6, 2021.

*There being no corrections or comments, President Bernstein declared the minutes of the regular December board meeting held January 6, 2021, approved.*

**ADDITIONAL AGENDA ITEMS**

President Bernstein requested that there be a general discussion regarding the transition and succession of the Director of Engineering and Operations position.

**POLICY 23 DIRECTOR PER DIEM RATES 2021**

There was a brief discussion about conducting a comparison of director per diems with other electric co-ops similar to WEC. Director Fox noted that the past per diem rates have been arbitrary in nature and proposed that the current rates remain the same for 2021 and increases to occur in 2022 with a hold for two years. He stated that Policy 23 is slated to be reviewed in the policy review schedule set for 2021.

*A motion was made by Director Fox to hold the current per diem rate for 2021 and then increase the regular (half day) rate to \$150 in 2022, with proportionate increases in the full day and overnight rates and have the Policy committee discuss director compensation in more detail.*

Discussion continued, with suggestions to align compensation with actual time required, and to develop a system of automatic periodic increases.

## **VELCO PUBLIC DIRECTORS**

General Manager Richards provided a brief overview regarding the two public directors elected annually to the VELCO Board. There was a discussion about the succession of directors.

*A motion was made by Director Rubin and seconded by Director Farnham to support the re-election of Sam Anderson and Steve Kaminski as VELCO public directors. The Board approved the motion.*

## **STRATEGIC PLANNING & GOVERNANCE**

President Bernstein informed the board that the Policy Committee reviewed and recommended that plans continue to move forward with board governance training and strategic planning. The committee will be interviewing three different consultants, NRECA, CFC and Vital Leadership Coaching, on February 12. The consultants' proposals will be presented to the board for final decision at the February board meeting. There was consensus that the board is looking for outlines with concrete plans regarding the outcome of the governance training and the strategic planning. There was a brief discussion about the possibility of finding a venue that would accommodate social distancing so the trainings could be offered in person.

## **EMPLOYEE RECOGNITION RESOLUTION**

President Bernstein reviewed the proposed employee recognition resolution for retired Director of Engineering and Operations Dan Weston. With a few additions the resolution will be finalized and presented to Mr. Weston soon.

*On a motion made by Director Douglas, seconded by Director Farnham, the Board adopted a resolution to honor retiring Director of Engineering and Operations Dan Weston.*

## **DIRECTOR OF ENGINEERING AND OPERATIONS POSITION**

President Bernstein noted the opportunity for the board and staff to discuss the interviewing and hiring of a new Director of Engineering and Operations. General Manager Richards stated that she was currently meeting with the operations staff to assign current job duties as well as review the experience and qualities WEC is looking for in the potential position candidates. Further discussion will happen as the hiring process progresses.

## **EXECUTIVE SESSION**

The board entered Executive Session at 3:15 p.m., to discuss the Coventry Tax Appeal, Broadband deployment, and the annual General Manager evaluation. The meeting reconvened in open session at 5:21 p.m.

As there was no further essential business to discuss, the meeting adjourned at 5:21 p.m.

  
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M. Anne Reed, Secretary

The foregoing record of the minutes was duly accepted by the Board of Directors at a regular meeting held on February 24, 2021, at which meeting a quorum of the Board was present and voting.

  
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M. Anne Reed, Secretary

