



**Nobles Cooperative  
Electric**

Your Touchstone Energy® Cooperative 

## **Regular Board Meeting Minutes**

July 12, 2021 —Worthington, MN

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Directors in attendance: Ronald Schwartau, Lee York, Cindy Hokeness, Jerry Beckering, Gary Clarke, Timothy Bickett, and David Dorpinghaus.

Other attendees: Chief Executive Officer (CEO)/General Manager Adam Tromblay, Chief Financial Officer Sherry Swanson, Line Superintendent Brian Postma, Member Services Manager Tracey Haberman, and Executive Assistant Amy Rucker.

### **Executive Session**

The board met in executive session. After discussion, a motion was made, seconded, and carried to adopt a Resolution of Vote in Connection with the July 30, 2021, Great River Energy Special Member Meeting (NCE 21-07-01).

### **Call to Order**

The meeting was called to order by Chairman Schwartau at 8:00 a.m. and a quorum was acknowledged.

### **Notice of Meeting**

The notice of the meeting was given in accordance with the bylaws.

### **Appointment of Recording Secretary**

Chairman Schwartau appointed Executive Assistant Rucker as the recording secretary for the meeting.

### **Approval of Agenda**

An agenda was presented for the board's consideration and approved with one addition.

### **Board Meeting Minutes**

The June 10, 2021, Board Meeting Minutes were approved.

### **Consent Agenda Items**

The following consent agenda items were approved: disbursements for the period of June 2021; membership applications and cancellations, along with the settlement of accrued capital credits of deceased members and members requesting transfers of accrued capital credits.

### **August 2021 Board Meeting**

The August board meeting was rescheduled to Thursday, August 19, 2021, at 8:00 a.m. Directors Beckering and Dorpinghaus will not be able to attend.

### **September 2021 Board Meeting**

Thursday, September 16, 2021, at 1:00 p.m. at Arrowwood Resort in Okoboji, Iowa.

### **Attorney Invoice**

A motion was made, seconded, and carried to approve the attorney invoice.

### **Auditor Proposals**

The board discussed proposals from three auditing firms: Eide Bailly LLP; Brady, Martz & Associates P.C.; and CliftonLarsonAllen LLP. A motion was made, seconded, and carried to approve CliftonLarsonAllen LLP as auditor for years 2021-2024.

**2022 Annual Meeting Location and Date**

After discussion, the board decided to continue the success of last year’s mail-in voting, provide members with the financial reports and updates by mail and sponsor other events throughout the year as a more effective way to reach members than an in-person annual meeting. A conference call annual meeting will be scheduled Tuesday, April 5, 2022, at 7 p.m., with voting by mail and results announced on the call.

**Training and Event Attendees**

The board reviewed and discussed upcoming training and event opportunities.

**Board Policy**

A motion was made, seconded, and carried to amend proposed changes to Board Policy 2-26 “Rules Governing the Election of Directors”.

A motion was made, seconded, and carried to approve changes to Board Policy 2-26 “Rules Governing the Election of Directors”.

**Governance Talk**

All in attendance watched a video entitled “The Business Judgment Rule” and reviewed the discussion guide.

**Director Reports**

Director York gave his monthly Great River Energy report, while Director Schwartau updated the board and staff on the Minnesota Rural Electric Association.

**Management Reports**

Management gave their department reports. CEO/General Manager Tromblay explained his procedure for the rate analysis being conducted on current rates and the development of potential changes. The co-op will continue the study for a future rate discussion and recommendation. A motion was made, seconded, and carried to approve the Financial Report subject to audit. The board was also updated on safety activities since the last board meeting.

**Member Complaint**

All in attendance watched a video recorded by Director Schwartau showing tire tracks from a contractor at the edge of a member’s planted field. A discussion was held with the contractor regarding this issue, and after discussion with the member, the matter was resolved.

**RESCO Director Election**

The board authorized CEO/General Manager Tromblay to cast a vote for director in the 2021 RESCO Director Election.

**Adjourn**

There being no further business to come before the board, the meeting was adjourned at 11:46 a.m.