



**Nobles Cooperative  
Electric**

Your Touchstone Energy® Cooperative 

## **Regular Board Meeting Minutes**

October 22, 2019 — Worthington, MN

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Board of Directors in attendance: Ronald Schwartz, Lee York, Gary Sieve, Cindy Hokeness, Bruce Barber, Jerry Beckering and Gary Clarke.

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

### **Call to Order**

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

### **Executive Session**

The board met in executive session.

### **Notice of Meeting**

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

### **Appointment of Recording Secretary**

Chairman Schwartz appointed Member Services Manager Haberman as the recording secretary for the meeting.

### **Approval of Agenda**

Management and staff presented an agenda for the board's consideration that was approved.

### **Board Meeting Minutes**

The September 19, 2019, Board Meeting Minutes were approved as presented. The board approved putting the highlighted minutes on the cooperative website each month.

### **Consent Agenda Items**

The following consent agenda items were approved: disbursements for the period September 2019; membership applications and cancellations; along with the settlement of accrued capital credits of deceased members, members requesting transfers of accrued capital credits and general retirement option chosen.

### **December 2019 Board Meeting**

Thursday, December 19, 2019, at 8:30 a.m.

### **CFC Financial Workshop**

Director Hokeness brought up the CFC's Statewide Financial Workshop for Minnesota Cooperative Directors in Brooklyn Park on December 3-4. After discussion, she will attend the workshop.

### **Cybersecurity**

Phil Schilling of Computer Networks Tech joined the meeting via a conference call. Mr. Schilling explained his role in keeping NCE's systems safe. Phil discussed that he can monitor remotely and that a backup is in place. It was also discussed that all personnel are being tested through the KnowB4 training program.

### **Board Policies**

The following amended or new policies were approved: Board Policy 5-12 "Leave of Absence"; 5-16 "Employee Use of Cooperative-Owned Property, Tools, Vehicles and Equipment for Purposes Other than the Normal Use for Cooperative System Operations"; 5-29 "Employee Paid Time Off (PTO)"; and 5-30 "Extended Illness Account".

**Director and Nominating Committee Packets and Questionnaires**

The Director and Nominating Committee Packets and Questionnaires were included for review. After discussion, changes were made to the packets and questionnaires. A candidate search form was also discussed and will be added to the process.

**Nominating Committee Per Diem**

The board approved the Nominating Committee per diem.

**City of Currie REDLG Grant Resolution**

After discussion, a motion was made, seconded and carried to approve the Resolution Authorizing Application for Rural Economic Development Loan & Grant Program for the City of Currie.

**Director Reports**

Director York gave his monthly GRE report, while Director Schwartau updated the board and staff on MREA and NRECA. Director Beckering reported on the D.C. Legislative Visit he attended. Director Sieve asked the staff about a member’s billing question.

**CEO/General Manager and Department Reports**

CEO/General Manager Tromblay and staff gave their department reports. A motion was made, seconded and carried to approve the Financial Report. Line Superintendent Postma also updated the board on safety activities from the last board meeting. Member Services Manager Haberman asked the board their preference for the 2020 Annual Meeting attendance gift. The board approved the blue First Aid Kit. It was also decided not to have the Coal Creek Tour in 2020.

**Attorney Invoice**

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

**Adjourn**

There being no further business to come before the board, the meeting was adjourned at 11:32 a.m.