




**Nobles Cooperative  
Electric**

Your Touchstone Energy® Cooperative 

## **Regular Board Meeting Minutes**

December 19, 2019 — Worthington, MN

---

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

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 8:30 a.m. and a quorum was acknowledged.

### **Executive Session**

The board met in executive session. A motion was made, seconded, and carried to vote in favor of the Energy Storage System Pilot Project Resolution.

### **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 November 26, 2019, Board Meeting Minutes were approved as presented.

### **Consent Agenda Items**

After the staff answered questions regarding the disbursements, the following consent agenda items were approved: disbursements for the period November 2019; membership applications and cancellations; along with the settlement of accrued capital credits of deceased members and members requesting transfers of accrued capital credits.

### **February 2020 Board Meeting**

Tuesday, February 25, 2020, at 8:30 a.m.

### **Presentation of the 2020 Work Plan and Budget**

The staff presented the 2020 Work Plan and Budget to the Board for their approval. After discussion, a motion was made, seconded and carried to approve the work plan, budget and compensation package.

### **Board Policies**

A motion was made, seconded and carried to approve the new Board Policies 5-31 "Commercial Driver License Holders – DOT Controlled Substances and Alcohol Use" and 5-32 "Social Media Communications".

### **Board Delegates and Alternates for 2020**

The Board of Directors approved the 2020 board delegates and alternates.

### **GRE Board Meeting Visiting Director**

The Board approved Director Beckering as NCE's visiting director for the October 7-8, 2020, GRE Board Meeting.

**Meeting Attendees**

- GRE Regional Meeting (February 11-12 or 12-13): Director York will be representing GRE.
- CoBank Minnesota Customer Meeting (March 23-24): Directors Sieve and York

**2020 Director Fees and Expenses**

The board approved the 2020 Director Fees and Expenses.

**Cybersecurity RC3 Update**

Metering/Mapping Coordinator Cody Hansen joined the meeting to present a cybersecurity RC3 update to the board and staff.

**Governance Talk**

All in attendance watched a video entitled “The Director’s Role in Grassroots” and went through the discussion guide.

**Attorney Invoice**

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

**Director Reports**

Director York gave his monthly GRE report, while Director Schwartau updated the board and staff on MREA and NRECA. Mr. York also updated the board on the Mid-West Electric Consumers Association Annual Meeting he attended.

**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.

**Miscellaneous**

- Recognition Banquet Budget and Actual Costs

**Adjourn**

There being no further business to come before the board, the meeting was adjourned at 12:54 p.m.