CALL TO ORDER: The Salem Electric Board of Directors meeting was called to order by Vice President Dave Bauer. Directors present: Dave Bauer, Joe Van Meter, Alicia Bonesteele, Jerry Berger, Cindy Condon, and Jan Bargen. Staff members present: Tony Schacher, General Manager; Adam Deshon, Engineer; Chris Krieck, Administrative Services Manager; Britni Davidson, Member Services Manager; Michael Richman, IT Manager; and Cindy Lenker, Executive Assistant. (A list of the members, employees, and guests in attendance are in the Supplemental Minutes Book.)

MOTION made by Condon, seconded by Van Meter and carried unanimously to approve moving the approval of the Meeting Agenda ahead of the Appearance of Interested Members and to add a discussion item under New Business/Good of the Order regarding the PV Program.

APPEARANCE OF INTERESTED MEMBERS: Three members shared their concerns regarding the board’s approval to change the annual PV true up to a monthly true up giving examples of how the change will negatively affect them. A member asked how PV members had been notified of the changes, staff responded, by letter. A member commented that PV customers in California do not have a monthly or annual true up option, their meters provide an instant true up.

MEETING AGENDA: See action above.

CONSENT CALENDAR: MOTION made by Van Meter, seconded and carried unanimously to approve the Consent Calendar as presented.

CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT CALENDAR: None.

INFORMATION/ACTION ITEMS:

Board Meetings – Minutes (Rescind) - Action: MOTION made by Van Meter, seconded by Bonesteele to approve the recommendation to rescind the policy. After discussion, MOTION was made by Bargen, seconded by Condon and carried with three in favor and two opposed to table the motion.

Rate to Provide Cooperative Documents to Members - Action: There was discussion regarding incorporating the Board Meetings – Minutes Policy into the Member Access to Cooperative Documents Policy. MOTION was made by Bargen, seconded by Condon and carried unanimously to approve adding the following language to the policy:

“Board meeting minutes, other than executive sessions, will be supplied to any member of the cooperative if requested. Each meetings’ minutes reflect those directors in attendance at the start of the meeting. Unanimous decisions reflect those who are in attendance at the time a vote is taken. If a director leaves the meeting prior to adjournment it will be noted in the minutes.”

MOTION was made by Van Meter, seconded by Bonesteele and failed with two in favor, two opposed, and two abstained to approve the committee recommendation approving the Member Access to Cooperative Documents. Discussion ensued regarding the proposed rate to charge for providing cooperative documents to members. MOTION was made by Bargen, seconded by Berger and carried unanimously to add the following language to the policy and approve the policy as amended:

“Minutes dated after February 2016 will be provided at no charge when requested by members. With regard to all other documents, if...”
**MOTION** was made by Bargen, seconded by Condon and *carried unanimously* to remove the motion to rescind the Board Meetings – Minutes from the table. **MOTION** was restated by Van Meter, seconded by Bonesteel and *carried unanimously* to approve rescinding the Board Meetings – Minutes Policy.

**Executive Committee Roles and Responsibilities - Action:** **MOTION** made by Van Meter and seconded by Bonesteel to approve the recommendation as presented. After discussion a **MOTION** made by Condon, seconded by Bargen and *carried with four in favor and two opposed* to remove, “...or in urgent and crisis situations” from the opening paragraph. **MOTION** made by Condon, seconded by Bargen and *failed with three in favor and three opposed* to strike from Item #6, “Monitors progress toward strategic goals and...” **MOTION** made by Condon, seconded by Bargen and *failed with three in favor and three opposed* to strike Item #11 in its entirety. **MOTION** made by Berger, seconded by Condon and *passed with four in favor and two opposed* to add “as approved by the board,” to the first sentence in item #11 so that the sentence reads, “Directs the selection process of the General Manager as approved by the board” and make the second sentence item #12 that reads, “Provides hiring and separation recommendations of the General Manager for the full board’s consideration.” **MOTION** made by Van Meter, seconded by Bonesteel and *carried unanimously* to approve the Executive Committee Roles and Responsibilities as amended.

**Elections – Candidate Statement - Action:** **MOTION** by Bonesteel, seconded by Van Meter to approve the recommendation as presented. After discussion **MOTION** was made by Bargen, seconded by Condon and *carried unanimously* to change the “Responsibility for the Policy” language to read, “The board assigns responsibility of the implementation of this policy to the general manager with review or input by the board president and/or the board executive committee as needed.” **MOTION** made by Bargen, seconded by Condon and *carried unanimously* to change the ‘Results for Non-Adherence” language to read, “Non-adherence to the policy requirements and standards must be reported to the full board.” **MOTION** made by Condon, seconded by Bargen and *carried unanimously* to change “in the office lobby or parking lot,” to be “on the premises...” **MOTION** made by Bonesteel, seconded by Van Meter and *carried unanimously* to approve the Elections – Candidate Statement Policy as amended.

**General Manager Compensation – Action:** **MOTION** made by Van Meter and seconded by Bonesteel to approve the recommendation as presented. After discussion, **MOTION** made by Condon, seconded by Bargen and *failed with two in favor and four opposed* to include language in the policy that salaries of executives and management personnel from the area, outside of the utility industry, would also be considered. **MOTION** made by Van Meter, seconded by Bonesteel and *carried with four in favor and two opposed* to approve the General Manager Compensation Policy as presented.

At 8:10 p.m., there was a five-minute recess. The meeting reconvened at 8:15 p.m. **MOTION** made by Condon, seconded by Berger and *carried unanimously* to move to the PV Program discussion under New Business/Good of the Order. **MOTION** made by Condon, seconded by Bonesteel and *carried unanimously* to postpone the November 1, 2019 implementation of the PV monthly true up and have the Rate Committee revisit the issue and report to the board.
Budget Presentation - Information: Staff presented the 2020 proposed budget. The board was asked to direct any questions regarding the 2020 proposed budget to Schacher via email by November 19.

7. MONTHLY REPORTS:
   Manager’s Report: Schacher said that, to date, no Leadership Youth student has been assigned to Salem Electric’s board.

   Strategic Planning Document Update: Schacher reviewed updates to the Strategic Planning Document.

   Outside Meeting Reports: Several reported on the NRECA Region 7 & 9 Conference. Bonesteele reported on the ORECA board meeting where they discussed dues, the Guatemala Project, and the 2020 Annual Meeting.

8. APPEARANCE OF INTERESTED MEMBERS: A member commented that the $35/hour fee charged to members for cooperative documents could “add up” and also thanked Salem Electric for the timeliness used in repairing streetlights.

9. NEW BUSINESS/GOOD OF THE ORDER: Van Meter thanked staff for responding so quickly to getting both the U.S. and Oregon flags in the meeting room. MOTION by Van Meter, failed for lack of a second, asking staff to assess whether additional personnel is needed to meet the board’s inquiries. Condon said the Salem City Club is having a presentation by Oregon Department of Energy and FORTH on Oregon’s EV infrastructure plan. MOTION made by Van Meter, seconded by Condon, and carried with four in favor and two opposed to have staff research the feasibility of incentivizing electric landscape equipment.

10. EXECUTIVE SESSION: MOTION made by Van Meter, seconded by Bonesteele and carried with four in favor and two opposed to approve the General Manager Annual Compensation Recommendation as presented.

11. ADJOURN: At 9:55 p.m., at the conclusion of the Executive Session, the board reconvened in regular session and immediately adjourned.

____________________________________
Joe Van Meter, Secretary/Treasurer

Approved Pursuant to Board Action on
November 26, 2019

____________________________________
Jeff Anderson, President
1. CALL TO ORDER
2. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
3. MEETING AGENDA (Approve)
4. CONSENT CALENDAR (Approve)
   A. Minutes of Prior Meetings
      September 18, 2019 ................................................................. 1-4
   B. Acceptance of new members (218)
   C. Release of members no longer taking service (161)
   D. Financial Report ................................................................. 5-15
   E. Engineering & Operations Report ........................................ 16-22
   F. Member Services Report .................................................... 23-27
   G. Director Remuneration Forms ............................................. 28-59
5. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)
6. INFORMATION/ACTION ITEMS
   Policy Committee Recommendations
   ▪ Board Meetings – Minutes (Rescind) – Action (Bauer) .................... 60
   ▪ Rate to Provide Cooperative Documents to Members – Action (Bauer) ....61-62
   ▪ Executive Committee Roles and Responsibilities – Action (Bauer) ..........63-64
   ▪ Elections – Candidate Statement – Action (Bauer) ........................ 65-66
   ▪ General Manager Compensation – Action (Bauer) ......................... 67-68
   Budget Presentation – Information (Schacher)
   ▪ Budget Detail (Krieck)
   ▪ Capital Budget (Deshon)
   ▪ Information Technology (Richman)
   ▪ Member Services (Davidson)
7. MONTHLY REPORTS
   Manager’s Report (Schacher)
   Strategic Planning Document Update (Schacher)
   Outside Meetings Reports (Directors)
8. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
9. NEW BUSINESS/GOOD OF THE ORDER
10. EXECUTIVE SESSION (GM Evaluation)
11. ADJOURN (Next Meeting: November 26 – 6:00 p.m.)