

Regular Meeting Minutes
Salem Electric Board of Directors

23 February 2021

6:00 p.m.

1. CALL TO ORDER: The Salem Electric Board of Directors virtual meeting was called to order by President Dave Bauer. Directors present: Dave Bauer, Joe Van Meter, Jerry Berger, Jeff Anderson, Jan Bargen, Cindy Condon, and Angie Onyewuchi. Staff members present were Tony Schacher, General Manager; Chris Kriek, Administrative Services Manager; and Randi Johnson, Executive Assistant. (A list of the members, employees, and guests in attendance is in the Supplemental Minutes Book.)
2. APPEARANCE OF INTERESTED MEMBERS: Members asked questions about the ice storm and power outages and stated they were glad to be members of the Cooperative.
3. MEETING AGENDA: **MOTION** made by Van Meter, seconded by Bargen and **carried unanimously** to approve the Meeting Agenda as presented.
4. CONSENT CALENDAR: **MOTION** made by Anderson, seconded by Berger and **carried unanimously** to approve the Consent Calendar as presented.
5. INFORMATION/ACTION ITEMS:
2021 Budget Adjustments – Action: Kriek reviewed budget adjustments to the 2021 budget. Questions were asked and answered. **MOTION** made by Condon, seconded by Van Meter and **carried unanimously** to approve the adjustments as presented.
Bylaw 2.4 – Transfer of Membership – Action: The Board discussed the proposed amendments as presented. Condon proposed striking the words "...which includes..." because registered domestic partnerships and other civil unions are not recognized as legal marital relationships in Oregon. **MOTION** was made by Bargen, seconded by Van Meter and **carried unanimously** to approve the proposed amendments and the additional changes proposed by Condon. (A copy of the recommendation is in the Supplemental Minutes Book.)
Bylaw 2.5 – Joint Membership – Action: The Board discussed the proposed amendments presented by the Committee. Condon proposed striking the words "...which includes..." because registered domestic partnerships and other civil unions are not recognized as legal marital relationships in Oregon. Further, Condon proposed striking the last sentence of the bylaw, "In the event of death of a husband, wife or marital partner, the joint membership shall automatically transfer to the survivor with the same effect as though the membership had been originally issued thereto; provided, however, that the estate of the deceased member shall not thereby be released from any debt or liability of the deceased member to the Cooperative." because the sentence refers to the transfer of membership and is included in Bylaw 2.4. **MOTION** was made by Berger, seconded by Anderson and **carried unanimously** to approve the proposed amendments, including the additional changes proposed by Condon. (A copy of the recommendation is in the Supplemental Minutes Book.)

Bylaw 3.3 – Notice of Meetings – Action: Staff presented a proposed amendment to change the timeframe for mailing annual and special meeting notices to members from “not less than ten nor more than twenty days” to “not less than ten nor more than thirty days” to accommodate any potential delays in the delivery of the U.S. mail to and from Cooperative members. The Board discussed the proposed change and recommended the language be further amended to “not less than twenty nor more than thirty days.” **MOTION** was made by Van Meter, seconded by Condon and **carried unanimously** to approve the amendment as discussed. (A copy of the recommendation is in the Supplemental Minutes Book.)

Schacher requested that the Board consider an emergency declaration for this election cycle so that the meeting notice may be mailed to members not less than 20 nor more than 30 days prior to the annual meeting on May 4, 2021. **MOTION** was made by Condon, seconded by Anderson and **carried unanimously** to approve the revised mailing timeframe.

Rate Committee – Information: Anderson noted that the Committee met with the FCS Group earlier in February to review the cost of service allocation study. The next meeting of the Committee will regard rate design.

6. MONTHLY REPORTS:

Department Updates: Schacher provided a presentation of department updates. This presentation is available on Call to Order. He discussed the damage from the recent ice storm and thanked the staff and crew for their tireless work to restore power to members. He noted that at one time over half of the members were without power, and metering data indicated nearly 85 percent of members experienced a sustained outage. For the first time in its history, Salem Electric called for mutual aid assistance. Schacher thanked those crews. Staff is calculating the financial impact of the storm.

Manager’s Report: Schacher noted Ms. Julia Ryan of Aether Advisors LLC will facilitate strategic planning efforts and will begin collecting information soon and hold in-person meetings when it is safe to do so. Schacher highlighted employees who celebrated service anniversaries in February. He also noted that Board self-evaluations will be mailed on March 1 and are due March 31.

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

Outside Meeting Reports: Van Meter noted information from ORECA’s Governmental Affairs Committee was recently forwarded to the Board. Condon stated she is attending the NRECA Tech Advantage and PowerXchange meeting sessions February 23 through March 4.

9. APPEARANCE OF INTERESTED MEMBERS: A member stated their appreciation for information regarding the EV Charger program and had further comments regarding the recent power outages.

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10. NEW BUSINESS/GOOD OF THE ORDER: Schacher discussed the issues regarding the lower Snake River dams and presented for the Board's consideration a resolution reaffirming Salem Electric's support of clean, renewable hydropower and opposition to the removal of dams in the lower Snake or Columbia rivers. **MOTION** was made by Anderson, seconded by Van Meter to adopt the resolution as presented. Discussion followed. **MOTION** to amend the resolution striking "...the removal of any of the lower Snake and Columbia River dams, or..." from the second to last paragraph was made by Condon, seconded by Bargaen and **failed with 2 in favor and 5 opposed**. The original **motion passed with Anderson, Bauer, Berger, Onyewuchi, and Van Meter in favor and Bargaen and Condon opposed** to adopt the resolution as presented by staff. (A copy of the resolution is in the Supplemental Minutes Book.)

Schacher noted that the March board meeting will be held virtually.

Due to the continued pandemic, Schacher asked the Board whether to hold the annual meeting in-person or virtually. **MOTION** was made by Anderson, seconded by Bargaen and **carried unanimously** to hold the 2021 annual meeting in a virtual format.

11. ADJOURN: With no further business to come before the board, the meeting adjourned at 8:20 p.m.

Jerry Berger, Secretary/Treasurer

Approved Pursuant to Board Action on
March 17, 2021

Dave Bauer, President

SALEM ELECTRIC BOARD MEETING AGENDA
6:00 p.m. Tuesday February 23, 2021

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
 1. January 26, 2021 Regular Meeting 1-4
 2. January 26, 2021 Executive Session 5
 - B. Acceptance of new members (165)
 - C. Release of members no longer taking service (116)
 - D. Financial Report.....6-14
 - E. Engineering & Operations Report15-21
 - F. Member Services Report.....22-24
 - G. Director Remuneration Forms25-29
5. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)
6. INFORMATION/ACTION ITEMS
 - 2021 Budget Adjustments – Action (Kriek).....30-33
 - Bylaw Review Committee – Bylaw 2.4 Proposed Amendment – Action (Berger)34-35
 - Bylaw Review Committee – Bylaw 2.5 Proposed Amendment – Action (Berger)36-37
 - Rate Committee – COSS Update – Information (Anderson)
7. MONTHLY REPORTS
 - Department Updates (Schacher)
 - Manager’s Report (Schacher)
 - COVID Update
 - 2021 Strategic Planning Meeting Update
 - Board Evaluation Reminder
 - 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
 - Lower Snake River Dams Discussion
 - Proposed Resolution*
10. ADJOURN (Next Meeting: March 17, 2021, 6:00 p.m. For upcoming agenda items, refer to the Annual Agenda Items Calendar on Call to Order (Documents, Board Meeting General).

*Documents located in Miscellaneous Section