

Regular Meeting Minutes
Salem Electric Board of Directors

22 June 2021

6:00 p.m.

1. CALL TO ORDER: The virtual meeting of the Salem Electric Board of Directors 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: A member asked if any members sustained damage to household appliances or electronics due to voltage surges during the February ice storm and if Salem Electric is responsible for those damages. Schacher stated that surge protection is a homeowner's responsibility. Additional comments were made regarding the forecasted heatwave.
3. MEETING AGENDA: The agenda was amended to include a report from the rate committee. **MOTION** made by Anderson, seconded by Van Meter and **carried unanimously** to approve the Meeting Agenda as amended.
4. CONSENT CALENDAR: **MOTION** made by Anderson, seconded by Berger and **carried unanimously** to approve the Consent Calendar with the removal of Items E – Engineering & Operations Reports and F – Member Services Reports.
5. CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT CALENDAR: Questions regarding the April and May Engineering & Operations and Member Services reports were asked and answered. **MOTION** made by Condon, seconded by Anderson and **carried unanimously** to approve Items E and F.
6. INFORMATION/ACTION ITEMS:

Board Committee Appointments – Action: Bauer reviewed the list of committees and appointments. Formerly an ad hoc committee, the resolutions committee is now a standing committee. New ad hoc committees were appointed for the purpose of developing questions for a member survey and to review the board's self-evaluation process. **MOTION** made by Anderson, seconded by Van Meter and **carried unanimously** to approve the committee appointments as discussed.

Member Document Request – Action: The board discussed a member's request for copies of the last three years of audited financial reports. The member was reminded that the information is for member use only and may not be shared with the public. **MOTION** made by Van Meter, seconded by Anderson and **carried unanimously** to honor the member's request and for staff to charge an appropriate fee based on policy. (A signed copy of the request is in the Supplemental Minutes Book.)

Employee Personal Liability Protection – Action: The policy committee recommended that the board approve drafts of a policy and resolution to indemnify certain employees who

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make critical decisions on behalf of the cooperative during emergency events. Without such a policy, those employees could be personally subject to legal action. **MOTION** made by Van Meter, seconded by Bargaen and **carried unanimously** to approve the policy as presented. **MOTION** made by Van Meter, seconded by Bargaen and **carried unanimously** to adopt Board Resolution 06-22-21 as presented. (Copies of the policy and the resolution are in the Supplemental Minutes Book.)

Conflict of Interest/Code of Ethics – Information: In accordance with board action in November 2005, each June the board is provided a copy of the Conflict of Interest and Code of Ethics policies and asked to sign a certificate indicating they agree to comply with the policies' provisions. Staff has received signed certificates from all directors.

Report of Rate Committee – Information: Anderson provided an overview of the ~~proposed~~ a considered rate design that incrementally increases both the basic charge and the rate per kWh over a 10-year period for all classes of service. Further, it eliminates the tiered structure for general service members and creates three classes of general service members.

7. MONTHLY REPORTS:

Department Updates: Schacher stated that the lobby is once again open for service to members and noted that the board will meet virtually in July and August. Schacher announced a personnel update in Operations.

Manager's Report: Schacher provided information about BPA's Public Safety Power Shutoff (PSPS) plan. Salem Electric has developed a webpage that has information about a PSPS, tips to prepare for such an event, and links to additional resources. He highlighted employees who celebrated service anniversaries in May and June.

Strategic Planning Document Update: There were no updates to the Strategic Planning Document.

Outside Meeting Reports: Anderson reported on the CFC Summer Summit conference he attended in San Antonio, Texas. Condon stated that she attended the NWPPA annual business meeting as a voting delegate. Onyewuchi reported on the Columbia Basin Collaborative meeting.

8. APPEARANCE OF INTERESTED MEMBERS: A member thanked the board for approving his request for information. Another member asked if the cooperative continues to experience delays with mail delivery.
9. NEW BUSINESS/GOOD OF THE ORDER: Van Meter stated he has been asked to serve as the ORECA representative on the resolutions committee at the Region 9 meeting. **MOTION** made by Anderson, seconded by Condon and **carried unanimously** to approve the appointment.

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Bauer congratulated Onyewuchi for achieving the Credentialed Cooperative Director certificate.

10. EXECUTIVE SESSION: The Board convened in Executive Session at 7:40 p.m. and reconvened in regular session at 8:30 p.m.
11. ADJOURN: With no further business to come before the Board, the meeting adjourned at 8:30 p.m.

Jerry Berger, Secretary/Treasurer

Approved Pursuant to Board Action on
July 27, 2021

Dave Bauer, President

SALEM ELECTRIC BOARD MEETING AGENDA
6:00 p.m. Tuesday June 22, 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. April 27, 2021 Regular Meeting..... 1-3
 2. April 27, 2021 Executive Session..... 4
 3. May 4, 2021 Organizational Meeting..... 5
 - B. Acceptance of new members (April 190) / (May 199)
 - C. Release of members no longer taking service (April 180) / (May 201)
 - April / May**
 - D. Financial Report..... 6-14..... 15-23
 - E. Engineering & Operations Report 24-30..... 31-36
 - F. Member Services Report..... 37-39 40-42
 - G. Director Remuneration Forms 43-62
5. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)
6. INFORMATION/ACTION ITEMS
 - Board Appointments – Information (Bauer) 63
 - Member Document Request – Action (Schacher)..... 64-66
 - Employee Personal Liability Protection – Action (Schacher) 67-70
 - Conflict of Interest / Code of Ethics – Information (Schacher) Misc. Section
7. MONTHLY REPORTS
 - Department Updates (Schacher)
 - Manager’s Report (Schacher)
 - COVID Update
 - 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** (Retirement Plan Consolidation)
11. ADJOURN (Next Meeting: July 27, 2021, 6:00 p.m. For upcoming agenda items, refer to the Annual Agenda Items Calendar on Call to Order (Documents, Board Meeting General).