MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS
OF CHERRY-TODD ELECTRIC COOPERATIVE, INC.
(June 25, 2024)

A regular meeting of the board of directors of Cherry-Todd Electric Cooperative, Inc., was held at the headquarters of the cooperative on June 25, 2024.

Roll Call: Present at the start of the meeting were Directors Yellow Eagle, Brickner, Fullerton, Tucker and Meek. Director Antoine and President Bordeau entered the meeting at 10:10 and 10:12 respectively.

Minutes: Director Yellow Eagle moved, seconded by Director Tucker to approve the minutes of the May meeting subject to correction of "Eide Bailly". Motion approved.

Common Motion: Director Meek moved, seconded by Director Fullerton, to approve work order inventories, memberships, refunds, and estate capital credits as printed Motion approved.

Financial Reports: Office Manager Farley presented the financial report. Margins are down due to wet weather conditions, and approximately $850,000 in current billings due to the two new bucket trucks, RESCO billings and gross receipt taxes all coming due at the same time.

Managers Report: Mgr. Grablander presented his manager's report as printed in Call to Order.

Check Review: Director Tucker performed the check audit. All pulled checks were appropriately explained.

Basin Decision: The preliminary FERC decision was issued. It was not favorable to Basin. The preliminary decision will be appealed to the Commission with the process expected to take as long as an additional two years.

Policy Updates: The board considered updates to Polity 40-1 "Board Management Employee Relations" and adoption of policies, "Board, Management & Employee Interactions;" "Organizational Chart, Cain of Command, and Temporary Succession;" and "Board Political Activity." "Board Political Activity" was tabled. The other proposals were approved on motion by Director Yellow Eagle, seconded by Director Brickner.

Explanation of Audit Anomalies: Chris Rahn entered the meeting to provide an explanation of the anomalies in the way records were kept which explained the audit note made by Eide Bailly. The informatin will be submitted to Eide Bailly. Mgr. Grablander will request that Eide Bailly provide advance notice and an opportunity to discuss proposed audit notes before they are made a part of future audits.

Annual Meeting: Chris also reported on plans for the annual meeting. There will also be a backpack give away at schools.

TUC and Resco: It was decided that Cherry-Todd should send a representative along with TUC and Resco's proposed meeting with Basin. Motion by Director Yellow Eagle, second by Director Fullerton. Motion approved. It was noted that TUC is in the process of selecting a new director.

Mark Iyotte: Mark entered the meeting to give a brief description of the new phone app, including issues involved with automatic inventory selections that are made according to job descriptions.

Attorney's Report: Attorney Larson reported on the successful completion of contract negotiations, including the adoption of a paid call out procedure, and reported on the proposed wage increases. He requested a motion to implement the wage increase as of July 1 while the contract was being re-written. Motion by Director Yellow Eagle, seconded by Director Meek. Motion approved.

Adjournment: Motion by Director Brickner, seconded by Director Fullerton to adjourn the meeting. Motion approved, meeting adjourned.

Approved:

By _____
President

Attest:

By _____
Secretary

CHERRY-TODD ELECTRIC COOPERATIVE, INC.
POLICY # _____
BOARD, MANAGEMENT, AND EMPLOYEE INTERACTIONS

I. **Objective:** To establish the policy governing the basic relationship between the Board of Directors, General Manager, and Employees.

II. Policy:

A. The Board of Directors ("Board") delegates the responsibility of management of the Cooperative to the General Manager and their staff. The Board delegates to the General Manager full authority to operate Cooperative within the established policies and procedures as the General Manager interprets them. The General Manager shall operate Cooperative in a manner that best serves the needs of Cooperative.

B. The General Manager shall be the connecting link between the Board and Employees. Directors shall refrain from discussing management with Employees, except in special cases where the Board as a whole may deem it necessary to confer with an Employee(s) at a regular or special Board Meeting.

C. The Board grants the General Manager and their designated Supervisory Employees the right to:

1. Control and supervise the operation of Cooperative;
2. Determine job requirements and the Employees needed;
3. Eliminate jobs determined unnecessary;
4. Direct the workforce, including assignment of duties;
5. Determine crew make-up and size;
6. Employ, discharge, transfer, promote, demote, and discipline Employees;
7. Schedule hours of work, including overtime work;
8. Change methods of operation;
9. Subcontract work;
10. Maintain control over standards of performance; and
11. Resolve all problems related to the daily operation of Cooperative including the interpretation of Board and administrative policies.

D. The General Manager expects each Cooperative Employee to:

1. Perform their work in an efficient manner and in the best interest of Cooperative;
2. Protect and preserve the property of Cooperative to the best of their ability;

3. Conduct themselves with Members and the general public in such a way as to reflect favorably upon Cooperative; and

4. Respect the position, dignity, and rights of all other Employees.

E. The General Manager, Supervisory Employees, and all other Employees shall be guided by the conditions stated in this policy to create a basis for the daily operation of Cooperative. This policy is not all-inclusive and all management rights not specifically listed are reserved to Cooperative's Board and/or management.

III. **Responsibility:** It shall be the responsibility of the Board of Directors, General Manager, and all Employees to ensure adherence to this Policy.

SIGNATURE:

Amanda Antoine

Board Secretary

ADOPTED: 10-26-2010

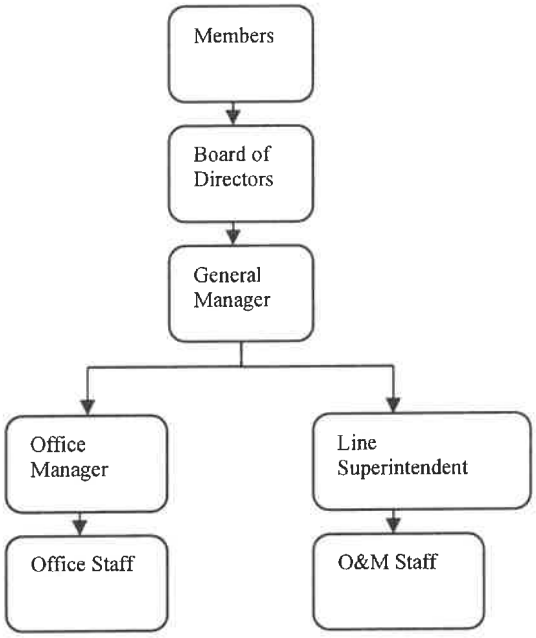
REVISED:

CHERRY-TODD ELECTRIC COOPERATIVE, INC.
POLICY # _____
ORGANIZATIONAL CHART, CHAIN OF COMMAND, AND TEMPORARY SUCCESSION

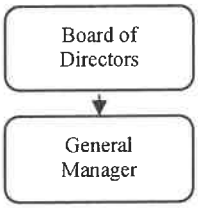
I. **Objective:** To establish the organization of the Cooperative, chain of command for Cooperative Employees, and temporary succession as necessary for the efficient operation of the Cooperative.

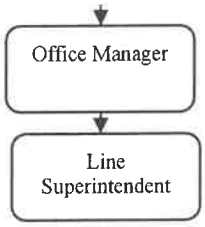
II. **Policy:**

A. **Organization Chart and Chain of Command:** Unless otherwise directed by the Board, the chain of command and line of authority for the operation of the Cooperative shall be as set forth in the following diagram:



B. **Temporary Succession**: In the event of the temporary or permanent incapacity of the General Manager, the Office Manager shall assume the duties of the General Manager until such time as the General Manager is able to resume their duties or until the Board of Directors shall otherwise provide. The line of authority for temporary succession shall be as set forth in the following diagram:





III. **Responsibility:** The Board of Directors and General Manager will review the organizational chart and temporary succession provisions on an annual basis. It shall be the responsibility of the Board of Directors and General Manager to ensure adherence to this Policy.

SIGNATURE:

Amanda Antoine

Board Secretary

ADOPTED:

REVIEWED:

REVISED: