

The regular monthly Board meeting occurred on February 25, 2020 beginning at 6:00 p.m. at the Rockingham Office Complex in Rockingham County, Virginia. Board Chair Howdyshell presided and all Board members were in attendance throughout the meeting. CEO Hastings and Attorneys Davenport and Hutman were also present during the meeting except as noted. Senior Staff members attended the open portion of the meeting to present their reports. Copies of all materials described or referenced below had been mailed to Board members several days prior to the meeting, except as otherwise stated.

Ms. Obenshain gave the invocation and led the group in the Pledge of Allegiance.

The minutes of the regular Board meeting of January 30, 2020 were approved as delivered to members.

The Board Chair recessed the meeting by consensus so that the Compensation and Benefits Committee could conduct a meeting. All Board members attended the Committee meeting.

After the Compensation and Benefit Committee recessed its meeting, the Board of Directors resumed its meeting.

Compensation and Benefits Committee Chair Burkholder reported that the Committee recommended a modification related to a personnel matter. The Board approved the Committee report.

The Board recessed again by consensus so that the Compensation and Benefits Committee could consider another matter.

After the Compensation and Benefit Committee adjourned its meeting, the Board of Directors resumed its meeting.

CEO Hastings presented the first part of his report.

Mr. Hannah provided training to Board members on the new program by which Cooperative documents can be accessed remotely on devices used by Board members.

Ms. Brown presented the monthly financial reports. She noted that very warm weather in January resulted in low sales and below-budget revenue, and that despite a lower power cost, operating margins were considerably below budget. Ms. Brown reviewed the monthly liquidity/funding strategy.

Ms. Brown presented a recommended resolution for a new 457(b) plan. She said that the plan is needed due to the replacement of the NRECA RS Plan by a new 401(k) plan, with the contribution limitations of the latter, and answered questions from Board members. After a discussion among Board members, resolutions were adopted for this purpose.

CEO Hastings and Ms. Marchant presented the ODEC report. Mr. Hastings said that an ODEC committee is recommending to its board, a periodic rate revision to take effect in 2021.

Attorney Davenport presented a number of additional recommended changes to the Cooperative Bylaws, to permit mailed balloting and voting online at the 2020 Annual Meeting, along with related changes. A motion was unanimously passed by the Board to amend and restate the Bylaws.

Ms. Slaven reported on Virginia legislative developments.

After a brief recess the Board reconvened in executive session.

Mr. Howdyshell said the Executive Committee is making progress updating the CEO annual evaluation form.

CEO Hastings reviewed the outcome of the 2019 incentive plans. By motion, the Board approved the payments consistent with the goals achieved.

CEO Hasting presented the safety report.

CEO Hastings left the meeting for the consideration of other business.

There being no further business to come before the meeting, the meeting was adjourned at 9:21 p.m.