

JO-CARROLL ENERGY, INC. (NFP)

February 28, 2023

Board Meeting Minutes Summary

The regular board meeting of Jo-Carroll Energy, Inc. (NFP) was held on Tuesday, February 28, 2023.

Approval of Agenda – A motion was made, seconded, and carried unanimously approve the meeting agenda.

Consent Agenda – A motion was made, seconded, and carried unanimously to approve the consent agenda.

Presentation One – Paula Keck, Graphic Design and Marketing Coordinator, and Peggy Francomb, Director of Marketing & Communications presented the Annual Meeting Report Cover with the theme of *“Together Toward Tomorrow”*.

Safety Moment – A Safety Moment was provided by Director Jerry Meyer on the importance of knowing how to perform CPR. Jerry provided scenarios and discussed the use of Automated External Defibrillator’s (AED’s), and its ease of use.

Presentation Two – Ken Sivertsen, Director of Member Services, provided information and statistics on member bill payment methods, including use of Jo-Carroll Energy Offices.

Governance Topics and Board Policy Review

Governance Talk Video – A Governance Talk Video on *“Effective Member Advisory Groups”* was presented.

Board Policy Review

- I. A motion was made by the Policy Committee to approve Board Policy 108.1/Communication and Support to the Board, which was seconded and carried unanimously.
- II. A motion was made by the Policy Committee to table Board Policy 108.2/Position Description/JCE Board Chair for further review.
- III. A motion was made by the Governance Committee to approve Board Policy 108.3/President and CEO Succession Planning, which was seconded and carried unanimously.
- IV. A motion was made by the Governance Committee to approve Board Policy 109/Signing of Documents, which was seconded and carried unanimously.
- V. A motion was made by the Governance Committee to approve Board Policy 109.1/Delegation of Authority, which was seconded and carried unanimously.

- VI. A motion was made by the Governance Committee to approve proposed revisions to the bylaws related to District representation, which was seconded and carried unanimously. The proposed bylaw revisions will be presented to the membership during the June 5th annual meeting.

CEO/Financial Operating Report

CEO Report – President and CEO Mike Casper noted that the 2023 budget factored in the past two years of higher-than-normal inflation, which considers the backlog of supplies with backlogs of up to 3 years. In addition, Casper commented on the Member Advisory Council (MAC) Meeting that will be scheduled in March and topics of discussion for the meeting.

Financial Operating Report – Chuck Woods, Chief Financial Officer provided a summary of the financial operating report for January. Revenue year-to-date (YTD) is approximately \$6.8 million. Total operations and maintenance expenses are approximately \$5 million, which is approximately \$614,000 under budget of \$5.6 million. Margins are approximately \$753,000 vs. a budgeted amount of approximately \$323,400 and amounts to \$430,000 over budget. By general consent, the board moved to file the financial operating report with the auditor.

Operations and Regulatory/Legislative Update

Operations Update – Senior V.P. and Chief Operating Officer, Kyle Buros provided an update on the recent ice storm that affected the JCE service territory. Kyle noted that our cooperative was very well prepared for the storm and the crews did an amazing job, especially considering the number of outages scattered throughout our electric service territory. In addition, Buros reported on the continuous planning and work that is being done to prepare for added electrification and distributed energy resources.

Member Services Update – V.P. of Member Services, Jennifer Meyer provided an update on the Strategic Planning process and associated initiatives.

External Affairs/Legislative Update – Terry Kurt, Outside General Counsel had nothing to add outside of the staff report.

Human Resources – Merri Sevey, V.P. of Human Resources provided an update on new hires and open positions at the cooperative.

Executive Assistant – Amy Johnston, Executive Assistant, provided information to the board on the upcoming NRECA Power Exchange Annual Meeting, noting that there was an app available to download to assist with meeting logistics.

Board Issues and Action Items

Discuss NRTC candidates to serve on the NRTC Board of Directors – The NRTC candidates were discussed, and a selection was made.

Designate Voting Delegate/Alternate to cast vote at the CRC's Board of Directors Election (May 2023) held in conjunction with the CFC Annual Meeting – Director Dan Tindell was selected as the Voting Delegate to cast vote(s) in the CRC's Board of Directors Election.

Open Board Meeting Discussion – A date of October 25 was selected to hold an open board meeting at the cooperative. Official notice of the open board meeting will be posted closer to the date.

Into Executive Session – A motion was made, seconded, and carried unanimously to go into executive session at 12:00 PM.

Out of Executive Session – A motion was made, seconded, and carried unanimously to come out of Executive Session at 12:22 PM.

Action Resulting from Executive Session – None

Reports/Updates

Association of Illinois Electric Cooperatives (AIEC) Report – Director Senn provided highlights from the AIEC Report and commented on the number of energy bills introduced to legislation.

American Public Gas Association (APGA) Report – Director Carroll shared information on various new and proposed regulations affecting the natural gas (NG) industry and commented that the banning of NG in federal buildings was being considered.

Dairyland Power Cooperative (DPC) – Director Mattingley discussed the Dairyland Board Highlights and provided an update on future generation options that DPC are considering as part of their sustainability goals for 2030.

Prairie Power Incorporated (PPI) Report – Director Kuhns had nothing to report outside of his written report.

Other Business – None.

Adjournment – Chairman Senn adjourned the meeting at 12:45 PM.
