

## REGULAR MEETING OF MEMBERS OF THE BOARD

December 16, 2019

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, December 16, 2019, at 12:30 p.m. at the cooperative headquarters in Blythewood, South Carolina. The following board members were present:

Mitchell D. Rabon	Robert Entzminger	Robert K. Miles
Peggy B. Jeffcoat	Joseph E. Sharpe	Donald Keith Lewis
John E. Roberts, III	Cynthia E. Able	Allen Beer
William C. Good		

Attorney Ken DuBose was present. Tim Hopkins was absent.

President Mitch Rabon called the meeting to order and Robert Entzminger gave the invocation.

President Rabon welcomed Morgan Armstrong, CEO and Suzanne Corey, Sr. Account Executive with Plan Benefit Services, who reviewed their consultation services, benefit quoting process, and discussed general plan design considerations for cost savings on medical insurance coverage. Chip Hardy of FinTrust Advisors reported on the status of the overall benefit review.

Upon motion made by John Roberts, seconded by Cynthia Able, motion carried, the board entered an executive session to have additional discussions with Chip Hardy and to discuss the CEO's performance review and evaluation. At the conclusion of the executive session, upon motion made, seconded, and carried, the board returned to its regular meeting session.

Minutes of the board meeting held on November 25, 2019, were approved as presented upon motion made by John Roberts, seconded by Joe Sharpe, motion carried.

Upon motion made by Robert Entzminger, seconded by William Good, motion carried, 225 new consumers for the month of November were accepted as members of Fairfield Electric Cooperative, Inc.

Vicky Melvin, Controller, presented and discussed the financial and statistical reports for the month of November and reported new accounting requirements for unbilled revenue has now been implemented.

Bruce Bacon, Chief Executive Officer, reported the Operation Round Up board met on December 9 and made donations to needy families, American Red Cross – Fairfield County, and the Christian Assistance Bridge in Blythewood.

Bruce Bacon reported five new security systems were sold and two other systems were converted from other companies within the last month.

Bruce Bacon advised the cooperative will be closed on December 24, 25, and January 1 in observance of holidays and duty personnel will be on stand-by to respond to any outages or emergencies.

Bruce Bacon provided updates on the Santee Cooper lawsuits.

Bruce Bacon advised the Nominating Committee will need to be appointed at the January Board meeting along with scheduling the date and location for the 2020 annual meeting. He also reported the following board members will be up for re-election at the 2020 annual meeting:

<b>District 1</b>	<b>District 2</b>	<b>District 3</b>	<b>At Large</b>
Allen Beer	Kenny Miles	Peggy Jeffcoat	Robert Entzminger

## MEETING OF MEMBERS OF THE BOARD CONTINUED

December 16, 2019

Bruce Bacon reported \$300,000.00 in RDA funds are being provided to the I-77 Alliance with \$150,000.00 allocated to the Peach Road project in Fairfield County and \$150,000.00 for the Blythewood Business Park in Richland County.

Bruce Bacon provided updates on developing a short-term investment policy, Marlboro-Central issue, and advised CPA's from Elliott Davis will be at the January board meeting.

Bruce Bacon reported Chad Capps has been hired as President and CEO of CEE-US and provided brief biographical information on Mr. Capps as to his qualifications and employment history.

A list of delinquent accounts totaling \$2,015.75 for the month of November 2019 were approved for write off against the cooperative's reserve for uncollectible accounts upon motion made by Joe Sharpe, seconded by Keith Lewis, motion carried.

A list of deceased patron's estates requesting payment of capital credits was presented for consideration. After discussion and upon motion made by Joe Sharpe, seconded by Cynthia Able, motion carried, the following resolution was adopted:

The estates of 8 deceased members have requested the Board of Directors give consideration to approving the retirement of \$4,001.64 as an administrative convenience to the estates. After reviewing the Cooperative's financial statements and determining such retirement will not adversely impact the Cooperative's financial condition, Management recommends capital credits totaling \$4,001.64 be approved for payment. In addition, it should be noted that such approval does not obligate this Board or any future Board to retire the capital credits of the estates of deceased members presented at any future date.

In accordance with Section 4.05 of the By-Laws, Trustee Districts, the Trustee District Map dated September 2019 was reviewed and approved upon motion made by Cynthia Able, seconded by Joe Sharpe, motion carried. The Trustee District after review will remain unchanged pending a membership vote as to nine (9) single member districts and an at large district with two (2) trustees. If the board recommended single member district question is approved by the membership and a corresponding bylaw change is subsequently approved then a totally new trustee district map would be drawn.

After discussion of governance legislation, upon motion made by Keith Lewis, seconded by Joe Sharpe, motion carried Policy Bulletin # 32 Board Campaigns and Policy Bulletin # 33 Board Executive Sessions and Minutes were approved as follows. Policy Bulletin No. 28 Board Statutory Conflicts of Interest Policy was tabled until the next meeting for verification of specific legislative language.

Policy Bulletin No. 32

### BOARD CAMPAIGNS

#### I. OBJECTIVE:

To set forth a policy prohibiting advocacy or campaigning near the polling place to reasonably ensure that cooperative members can vote without harassment, intimidation, or interference. The polling place, for purposes of this policy, is the location where votes are collected for tabulation.

## MEETING OF MEMBERS OF THE BOARD CONTINUED

December 16, 2019

Policy Bulletin No. 32 – Board Campaigns Continued

### II. POLICY CONTENT:

Be it resolved that the Board of Trustees has established the following policy concerning Board candidate campaigns:

- A. Bribery: Members, including candidates for the Board, may not procure, by the payment, delivery, or promise of money or other article of value, another person to vote for or against any candidate or measure at any election conducted by the Cooperative. It is also prohibited for a member to accept such procurements.
- B. Threats: Members, including candidates for the Board, may not, by threats or any other form of intimidation, procure, offer, or promise to endeavor to procure another to vote for or against any candidate or measure in any election conducted by the Cooperative. Members, including candidates for the Board, may not threaten, mistreat, or abuse voters with a view to control or intimidate them in the free exercise of their rights of suffrage.
- C. Interference: Members, including candidates for the Board, may not:
  - 1. interfere with voters who are inside of the polling place or are marking their ballots;
  - 2. unduly influence or attempt to unduly influence voters in the preparation of their ballot;
  - 3. endeavor to induce voters to show how they marked their ballot; or
  - 4. aid or attempt to aid voters by means of any mechanical device in marking their ballot.
- D. Distribution of campaign literature: A candidate for the Board may not distribute any type of campaign literature or place any political posters within 200 feet of any entrance used by the voters to enter the polling place on a Cooperative election day. Cooperative personnel or poll managers may remove or cause to be removed any such material. A candidate may wear within 200 feet of the polling place a label no larger than 4.25 inches by 4.25 inches that contains the candidate's name and the office sought. If the candidate enters the polling place, the candidate may not display any of this identification including, but not limited to, campaign stickers or buttons.
- E. Vandalizing or removing political campaign signs: Members, including candidates for the Board, may not deface, vandalize, tamper with, or remove a lawfully placed political campaign sign prior to the election without the permission of the candidate. This section does not apply when a political campaign sign is removed because of noncompliance with applicable law.
- F. Campaign signs on poles: Members, including candidates for the Board, may not place campaign signs on telephone/utility poles. The staples and nails left in the poles are very dangerous for the workers who must climb these poles in the performance of their work.
- G. Cooperative intellectual property: Before or during the election, no campaign material (print or electronic) can be used that includes the NRECA, Cooperative, or Touchstone Energy logo, as these are registered trademarks for use by the Cooperative only.

# MEETING OF MEMBERS OF THE BOARD CONTINUED

December 16, 2019

## Policy Bulletin No. 32 – Board Campaigns Continued

- H. Poll watchers: Each candidate may appoint one Poll Watcher who should be introduced to Cooperative staff as soon as possible on election day. The Poll Watcher will be permitted to observe the voting process and the vote counting and report any irregularity or problem. The Poll Watcher will not be allowed to campaign for any candidate during the voting process.
- I. In the conduct of the annual election of trustees, any member or district information provided to an incumbent trustee for use in campaigning for the board of trustees must be provided to all candidates for the board of trustees on the same terms and conditions.

### III. RESPONSIBILITY

- A. The Chief Executive Officer shall ensure compliance with this policy.
- B. The General Counsel shall advise and support the Chief Executive Officer regarding compliance with this policy.

ADOPTED: 12/16/2019

EFFECTIVE: 12/16/2019

#### IMPORTANT NOTICE

**This policy is not a contract between Fairfield Electric Cooperative, Inc. and any individual or entity and it should not be construed as such. This policy is a guide and describes the practices Fairfield Electric Cooperative will follow in most cases.**

**Fairfield Electric Cooperative, Inc. reserves the right to revise, vary, or modify policies. Fairfield Electric Cooperative, Inc. also reserves the right to vary policies in compelling circumstances as needed in the discretion of the Chief Executive Officer of Fairfield Electric Cooperative, Inc.**



## MEETING OF MEMBERS OF THE BOARD CONTINUED

December 16, 2019

Policy Bulletin No. 33

### BOARD EXECUTIVE SESSION AND MINUTES

#### I. OBJECTIVE:

To set forth a policy ensuring appropriate confidentiality for Board discussion and action while providing transparency to the Cooperative's membership.

#### II. POLICY CONTENT:

Be it resolved that the Board of Trustees has established the following policy concerning executive session and minutes for Board meetings:

- A. All votes cast by Trustees at Board meetings must be taken on the record and out of executive session except where votes concern:
    - 1. matters related to employees of the cooperative;
    - 2. matters related to contracts or agreements with vendors or suppliers;
    - 3. matters related to specific cooperative members involving account or personal information;
    - 4. matters related to economic development that involve the discussion of potentially identifiable information about businesses or industries that might be locating or expanding in or near the cooperative service territory;
    - 5. matters related to information or physical security measures;
    - 6. matters related to legal advice; and
    - 7. matters not specifically listed but determined by the board, on the advice of counsel, to constitute a reasonable risk of damage to the cooperative membership due to the release of proprietary, personnel, member, or account information.
  - B. Approved board minutes detailing the actions taken at these meetings must be provided within ten days of their approval to cooperative members in the same manner that notice of the meeting was provided.
  - C. Copies of the Minutes of the Cooperative for the current year and going forward likewise shall be posted on the website within thirty (30) days of adoption by the Board of Trustees and that further any matter of a personal nature or that would disclose propriety information of Fairfield Electric Cooperative, Inc. will be redacted from the Minutes prior to posting with a notice of redaction and an explanation.
- #### III. RESPONSIBILITY:
- A. The Chairman of the Board and Chief Executive Officer shall be responsible to see that this Policy is carried out during meetings.

**MEETING OF MEMBERS OF THE BOARD CONTINUED**

**December 16, 2019**

Policy Bulletin No. 33 – Board Executive Sessions and Minutes (Continued)

- B. The Secretary of the Board shall be responsible to see that this Policy is carried out regarding notice and minutes.

ADOPTED: 12/16/2019

EFFECTIVE: 12/16/2019

**IMPORTANT NOTICE**

**This policy is not a contract between Fairfield Electric Cooperative, Inc. and any individual or entity and it should not be construed as such. This policy is a guide and describes the practices Fairfield Electric Cooperative will follow in most cases.**

**Fairfield Electric Cooperative, Inc. reserves the right to revise, vary, or modify policies. Fairfield Electric Cooperative, Inc. also reserves the right to vary policies in compelling circumstances as needed in the discretion of the Chief Executive Officer of Fairfield Electric Cooperative, Inc.**

John Roberts reported on the recent Trustee Association meeting. They will continue to sponsor representatives for the Washington Youth Tour and he will attend a meeting on January 31 to start planning the Trustee Association’s Spring Conference.

Chairman Rabon appointed Cynthia Able, Joe Sharpe, Robert Entzminger, John Roberts, and Tim Hopkins to a Benefit Review Committee along with the CEO and administrative staff members to continue to explore, study, and recommend cost savings measures on non-pension benefits.

At the request of Chairman Rabon, CEO evaluation forms were turned into Cynthia Able who will tabulate them and report on at the next meeting.

There was no old business to come before the board.

There was no new business to come before the board.

A special presentation was made and Director Billy Good was recognized and honored for receiving the “Order of the Palmetto Award” from the Governor for having served on the cooperative’s board for 67 years making him the longest serving board member in America, and for his lifelong service to his community.

There being no further business to come before the Board, upon motion made, seconded, and carried, the meeting adjourned.

Signed: \_\_\_\_\_  
Peggy B. Jeffcoat, Secretary

ATTEST: \_\_\_\_\_  
Mitchell D. Rabon, President