

REGULAR MEETING OF MEMBERS OF THE BOARD

October 26, 2020

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, October 26, 2020, at 12:30 p.m. at the cooperative headquarters in Blythewood, South Carolina. The following board members were present:

Mitchell D. Rabon	Robert Entzminger	Peggy D. Swearingen
Timothy L. Hopkins	Cynthia Able	Derial L. Ogburn
Donald Keith Lewis	John E. Roberts, III	
Joseph E. Sharpe	William C. Good	

Attorney Ken DuBose was present. Robert K. Miles was absent.

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

Upon motion made by Robert Entzminger, seconded by John Roberts, motion carried, the minutes of the meeting held on September 28, 2020, were approved as presented.

Upon motion made by John Roberts, seconded by Cynthia Able, motion carried, 280 new consumers for the month of September were accepted as members of Fairfield Electric Cooperative, Inc.

Bruce Bacon, Chief Executive Officer, presented and discussed the monthly financial reports and reviewed the quarterly controllable expenses report with the board.

Bruce Bacon reported Operation Round Up’s board met on Monday, October 19 and made donations to several fire victims, needy families, Camp Discovery, and the cooperative’s Adopt-the-Elderly and Give-A-Turkey programs for Thanksgiving and Christmas for needy families in the service area.

Bruce Bacon reported six new security systems were installed, three systems were converted from other companies, and forty two service calls were completed during September.

Bruce Bacon reminded the board of the upcoming budget committee meetings scheduled as follows:

Monday, November 9, 2020 -	Audit & Planning Committee	- 11:00 a.m.
	Budget & Finance Committee	- 11:45 a.m.
	Policy & Operations Committee	- 1:15 p.m.
	Public Relations Committee	- 2:00 p.m.

MEETING OF MEMBERS OF THE BOARD CONTINUED
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Bruce Bacon advised budgets will be available on board tablets by October 28th for review prior to committee meetings.

Bruce Bacon reported the Christmas dinner / party has been cancelled for this year due to COVID-19 restrictions and precautions.

Bruce Bacon reported on the normal monthly timeline for activities for annual meeting preparations.

Bruce Bacon reported the TreeMendUs Program held October 7th was successful. Crape Myrtle seedlings were provided to approximately 230 members.

A list of delinquent accounts totaling \$13,706.11 for the month of September was presented for consideration for write off as uncollectible. Upon motion made by Keith Lewis, seconded by Derial Ogburn, motion carried, authorization was granted to write these off against the cooperative's reserve for uncollectible accounts.

A list of deceased patron's estates requesting payment of their capital credits was presented for consideration. After discussion and upon motion made by Timothy Hopkins, seconded by John Roberts, motion carried, the following resolution was adopted:

The estates of 17 deceased members have requested the Board of Directors give consideration to approving the retirement of \$7,962.86 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 \$7,962.86 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.

Upon motion made by Cynthia Able, seconded by Peggy Swearingen, motion carried, the 2021 board meeting dates were approved as follows:

January 25
February 22
March 22
April 26
May 21 – Annual Meeting

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June 28
July 26
August 23
September 27 & 28
(Board Retreat – Wampee)
October 25
November 22
December 13

Bruce Bacon reviewed CFC’s Key Ratio Trend Analysis Report with the board highlighting significant comparisons of interest.

Derial Ogburn, Chairman of the Bylaws & Single Member District Committee provided an update regarding proposed revisions. Ken DuBose also discussed the bylaw revisions.

Mitch Rabon provided an update on Central Electric Power Cooperative and reported a concern over rate control over the long term. The board discussed contractual matters as to Central Electric Power Cooperative.

Derial Ogburn provided an update on the Electric Cooperatives of SC. The Board discussed transparency issues involving the ECSC and required compensation disclosures. Upon motion of Keith Lewis, seconded by Peggy Swearingen, motion carried, the following resolution was adopted:

**RESOLUTION BY THE BOARD OF TRUSTEES OF FAIRFIELD ELECTRIC
COOPERATIVE, INC. ESTABLISHING TRANSPARENCY AS A COOPERATIVE
PRINCIPLE FOR COOPERATIVE MEMBER/OWNERS**

NOW, THEREFORE, BE IT HEREBY RESOLVED, by the Board of Trustees of Fairfield Electric Cooperative, Inc.:

1. That Fairfield Electric Cooperative, Inc. is a cooperative owned by its members under cooperative principles and transparency as to costs and financial matters and transparency is central to the cooperative principle of member ownership.
2. That Fairfield Electric Cooperative, Inc. is a member of cooperatives including the Electric Cooperatives of South Carolina and Central Electric Cooperative and the transparency and disclosure of key financial information to its members is necessary and a cooperative principle and necessary for effective governance.

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3. That Cooperatives are non-profit tax exempt organizations owned by members and disclosure of information as to total compensation, benefits, and the value of benefits as a part of compensation of the Chief Executive Officer and key employees as defined by law as applies to cooperative non-profits is necessary as a cooperative principle, and is required by good governance and transparency.
4. That Fairfield Electric Cooperatives, Inc. expects and is due transparency from cooperatives it is a member of and in turn owes transparency to its members.
5. That Derial Ogburn is appointed by the Board of Fairfield Electric Cooperative, Inc. as a Trustee on the Electric Cooperatives of South Carolina Board and is authorized as such to effectuate the matters contained in this Resolution.

IT IS SO RESOLVED by the Board of Trustees of Fairfield Electric Cooperative, Inc. this 26 day of October, 2020.

Bruce Bacon provided an update on Statewide activities and reported their Annual Meeting / Winter Conference is being held virtually December 7 – 11. Thereafter, upon motion made by Cynthia Able, seconded by Timothy Hopkins, motion carried, the following were authorized to virtually attend:

Mitchell D. Rabon	Robert Entzminger
Timothy L. Hopkins	Cynthia Able
Donald Keith Lewis	Peggy D. Swearingen
Derial L. Ogburn	Joseph E. Sharpe

Robert Entzminger provided an update on CEE-US activities. Mr. Entzminger likewise indicated a need for CEO and key employee transparency as to total compensation. The board concurred. Bruce Bacon, CEO, indicated he would seek a copy of the audit for the last three years as well as total key employee compensation.

John Roberts provided an update on the Trustee Association.

Tim Hopkins and Cynthia Able discussed the upcoming CEO evaluation and evaluation forms were submitted to Cynthia Able for tabulation or would be submitted prior to the next board meeting. Mr. Rabon passed out information as to CEO compensation from other South Carolina cooperatives as information.

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There was no old business to come before the board.

Under new business, Mitch Rabon reported on research as to grants from Central Electric for economic development and the need for cooperatives to be aware of Central's economic development activities.

There being no further business to come before the Board, upon motion made by John Roberts, seconded by Derial Ogburn, motion carried, the meeting was adjourned.

Shelley R. Dabney designated as recording stenographic secretary compiled the minutes.

Signed: _____
Robert K. Miles, Secretary
APPROVED as to form.

ATTEST: _____
Mitchell D. Rabon, President