

Regular Meeting Minutes
Salem Electric Board of Directors
27 August 2024 6:00 p.m.

1. CALL TO ORDER: The Salem Electric Board of Directors meeting was called to order at 5:59 p.m. by President Anderson. Directors present: Jeff Anderson, Jan Bargaen, Dave Bauer, Tim Klarr, John Taylor, Joe Van Meter, and Angie Villery. Staff members present: Tony Schacher, General Manager, and Randi Johnson, Executive Assistant. (A list of the members, employees, and guests in attendance is in the Supplemental Minutes Book.)
2. YOUTH TOUR REPORT: Sydney Moneke thanked the Board for the opportunity to participate in the youth tour and gave a presentation about her experience.
3. APPEARANCE OF INTERESTED MEMBERS: Questions regarded the purpose of an executive session meeting in July. The Board noted that there was no executive session.
4. MEETING AGENDA: **MOTION** made by Bauer, seconded by Klarr, and **carried unanimously** to approve the Meeting Agenda.
5. CONSENT CALENDAR: **MOTION** made by Taylor, seconded by Klarr, and **carried unanimously** to approve the Consent Calendar with the removal of Item E – Engineering and Operations Report, and Item F – Member Services Report.
6. CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT CALENDAR: Item E: Questions regarded budgeted vs. actual expenditures. Item F: Questions regarded the number of members who were disconnected from service for more than one day due to non-payment. **MOTION** made by Taylor, seconded by Klarr, and **carried unanimously** to approve Items E and F.
7. ACTION/INFORMATION ITEMS:
Resolution to Remove Bank of America (Merrill Lynch) as 401(k) Plan Administrator – Action: **MOTION** was made by Bauer, seconded by Klarr, and **carried unanimously** to approve the Resolution removing Bank of America (Merrill Lynch) as the Plan Administrator. (A copy of the resolution is in the Supplemental Minutes Book.)
BYLAWS REVIEW: Schacher stated that the attorney completed the annual review of the bylaws and had no amendment recommendations at this time. Schacher asked the Board to notify him of any issues or areas of concern that would merit further review, and he noted that there is a request from staff for a review Bylaw 3.6 – Voting by Mail. Staff will contact the Bylaws Review Committee members to schedule a meeting.
8. MONTHLY REPORTS:
Department Updates: *Administrative Services* – Schacher noted that a preliminary FY25 budget is under review by department managers. *Engineering and Operations* – He stated that work on the downtown cable replacement project is ahead of schedule and discussed a switch replacement project planned for 2025. *Member Services* – Schacher discussed the research behind the decision to adjust the office hours schedule. *IT* – He provided information about the new phone system.

Board Meeting Minutes

August 27, 2024

Page 2

Manager's Report: Schacher stated that the attorney reviewed the scope of Anderson's work with NWPPA and found no financial or perceived conflict of interest. He informed the Board that negotiations on the franchise agreement with the City of Keizer are nearly complete. Schacher noted that the Powering Oregon license plate project, coordinated by Midstate Electric, is guaranteeing the required number of vehicles before the State of Oregon begins production. All proceeds will go to the Legacy Emmanuel Burn Center. He and the Board discussed wildfire mitigation and concerns among utilities about adequate insurance coverage. Schacher highlighted August employee service anniversaries.

Outside Meeting Reports: None.

9. APPEARANCE OF INTERESTED MEMBERS: None.
10. NEW BUSINESS/GOOD OF THE ORDER: On behalf of a member, a director asked for clarification regarding solar contractors. Schacher stated that members must obtain at least two bids from separate contractors on the State of Oregon's approved contractor list, and encouraged any member interested in solar to contact Salem Electric. A question was asked about who may attend board meetings. The Board's policy is that meetings are open only to members of the cooperative, the press, and cooperative employees.
11. EXECUTIVE SESSION: The Board recessed at 7:17 p.m. and convened in Executive Session at 7:25 p.m. for a presentation of the general manager's self-evaluation.
12. ADJOURN: At 7:57 p.m., at the conclusion of the Executive Session, the Board reconvened in regular session and immediately adjourned.

Dave Bauer, Secretary/Treasurer

Approved Pursuant to Board Action on
September 18, 2024

Jeff Anderson, President

SALEM ELECTRIC BOARD MEETING AGENDA
6:00 p.m. Tuesday August 27, 2024

1. CALL TO ORDER
2. NRECA YOUTH TOUR REPORT (Sydney Moneke, Delegate)
3. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
4. MEETING AGENDA (Approve)
5. CONSENT CALENDAR (Approve)
 - A. Minutes of Prior Meetings
July 23, 2024, Regular Meeting 1-3
 - B. Acceptance of new members (217)
 - C. Release of members no longer taking service (205)
 - D. Financial Report 4-12
 - E. Engineering & Operations Report 13-18
 - F. Member Services Report 19-21
 - G. Director Remuneration Forms 22-48
6. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)
7. INFORMATION/ACTION ITEMS
Resolution to Remove Bank of America (Merrill Lynch) as
401(k) Plan Administrator – Action (Schacher) 49
Bylaw Review – Information (Schacher)
8. MONTHLY REPORTS
Department Updates
Manager’s Report (Schacher)
Outside Meetings Reports (Directors)
9. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
10. NEW BUSINESS/GOOD OF THE ORDER
- 11. EXECUTIVE SESSION** (General Manager Self-Evaluation Presentation)
12. ADJOURN (Next Meeting: September 18, 2024, 6:00 p.m. For upcoming agenda items, refer to the Annual Agenda Items Calendar on Call to Order (Documents, Board Meeting General).