

CHOCTAW ELECTRIC COOPERATIVE, INC.

**Official Minutes**

Board of Trustees Meeting

*January 31<sup>st</sup>, 2017*

The Board of Trustees of Choctaw Electric Cooperative, Inc. met in regular session at the CEC headquarters office in Hugo, Oklahoma, Tuesday, January 31, 2017.

**1. CALL TO ORDER by Vice President, Invocation, and Pledge of Allegiance**

There being a quorum present, President Brent Franks called the meeting to order at 9:00 a.m. George Burns delivered the invocation and Mr. Franks led the Pledge of Allegiance to the Flag. Those Trustees present were:

George Burns, District A  
Joe M. Silk, District B  
Stacy Nichols, District C  
Bill Woolsey, District D

Becky Franks, District E  
Brent Franks, District G  
Mike Brewer, District H  
Ken Autry, District I

Norman Ranger participated in the meeting via telephone.

Others Present: Coop Attorney Frank Wolf, CEO Ken Gates, CFO Craig McBrain, and Executive Assistant Jennifer Smith.

**2. Introduction of Guests**

Mr. Franks introduced Winston Tan of InTandem, Inc. In Executive Session, Mr. Tan presented the wage and salary survey he conducted for CEC.

Mr. Silk made a motion to accept the wage and salary survey. Mr. Burns seconded the motion. Motion carried.

**3. Conference Call & Webinar**

Michelle Lavelle with Cooperative Response Center (CRC) informed the Board of how calls to CEC are handled after hours or during outages.

#### **4. Consent Items**

Mr. Woolsey made a motion to approve the December 27<sup>th</sup>, 2016 Regular Board Meeting and the write-off's of uncollectable accounts through December 2015. Mr. Burns seconded the motion. Motion carried.

#### **5. Department Staff Reports**

Department reports were received from Finance, Operations, System Services & Safety, Information and Technology, and MR/PR department staff detailing monthly activities.

#### **6. Financial Report**

Cooperative CFO, Craig McBrain, presented the monthly financial report and a presentation detailing the CFC Form 7. Mr. McBrain also discussed the monthly check register, the WFEC power bill, and related questions with the trustees.

#### **7. Attorney's Report**

Frank Wolf didn't have anything to report.

#### **8. CEO's Report**

Mr. Gates updated the board on the previous month's activities. He discussed the 2017 Annual Meeting and suggested appointing a Bylaw Committee as soon as possible. He asked for action on several items.

#### **9. Action Items**

- a) WFEC Proposed Wholesale Power Contract & Supplemental Agreement
  - i. Mr. Autry made a motion to table the contract and agreement until the April board meeting. Mr. Brewer seconded the motion. Motion carried.

- b) 2017 Fleet and Equipment Budget
  - i. Mr. Brewer made a motion to accept the 2017 Fleet and Equipment budget. Mr. Silk seconded the motion. Motion carried.
- c) Annual meeting venue
  - i. Mr. Burns made a motion to have the 2017 annual meeting at the Brinkley Event Center at the McCurtain County Fairgrounds. Mr. Ranger seconded the motion. Motion carried.
- d) NRECA Annual Meeting, Travel, & Education
  - i. Mr. Brewer made a motion to approve Mr. Ranger attending the NRECA Annual Meeting and receiving his last three courses to become a director with Gold credentials. There was not a second. Motion died.
- e) Employee Assistance Program: Live Well
  - i. Mr. Woolsey made a motion to approve the Employee Assistance Program: Live Well. Mr. Autry seconded the motion. Motion carried.
- f) Policy 712: Employee Assistance Program
  - i. Mr. Brewer made a motion to accept the revisions to the Policy 712: Employee Assistance Program. Mr. Silk seconded the motion. Mr. Burns not in favor. Motion carried.
- g) Policy 312: Collection of past due accounts, write-off of uncollectable accounts, and maintenance of uncollectable accounts
  - i. Mr. Brewer made a motion to table the revisions to the Policy 312: Collection of past due accounts, write-off of uncollectable accounts, and maintenance of uncollectable accounts until the next board meeting. Ms. Franks seconded the motion. Motion carried.
- h) Policy 707: Information & Cyber Security Policy (refer to existing policy, no action)
- i) New Policy: Recording of Board Meeting
  - i. A discussion ensued regarding the adoption of this policy and it was decided to make revisions and bring it back to the Board for approval. No motion.

j) New Policy: Vehicle replacement policy (procedure not policy, no action)

## **10. Executive Session – Personnel Matters**

At 9:08 am, Mr. Burns made a motion to move to item 10 and enter into Executive Session to discuss personnel matters. Mr. Woolsey seconded the motion. Motion carried.

At 10:16 am, Mr. Nichols made a motion to exit Executive Session. Mr. Burns seconded the motion. Motion carried.

At 1:10 pm, Mr. Burns made a motion to enter into Executive session to discuss legal matters. Ms. Franks seconded the motion. Motion carried.

At 2:45 pm, Mr. Nichols made a motion to exit Executive Session. Mr. Silk seconded the motion. Motion carried.

## **11. OAEC Report**

There was not a meeting in January, but Mr. Autry, Mr. Franks, and Mr. Woolsey did attend a New Director Training held at OAEC. They stated the training was very useful.

## **12. WFEC Report**

Mr. Burns stated there was nothing new to report and asked if there any questions regarding the last presentation he has submitted the previous month.

## **13. Old, New Business**

## **14. Adjourn**

At 4:56 pm, Mr. Nichols made a motion to adjourn. Mr. Burns seconded the motion. Motion carried.

**Board Expenses Reported**

Mike Brewer \$550.00

George Burns \$ 614.20

Joe M Silk \$614.20

William H Woolsey \$1043.67

Becky Franks \$576.75

Kenneth Autry \$967.79

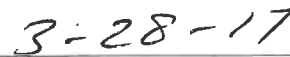
Stacy Nichols \$652.75

Douglas B Franks \$944.25

Norman Ranger \$550.00



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President



\_\_\_\_\_  
Date



\_\_\_\_\_  
Secretary/Treasurer



\_\_\_\_\_  
Date