

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS FOR
NORTHCENTRAL ELECTRIC COOPERATIVE**

The August 28, 2024 meeting was held pursuant to the Bylaws. Directors Don Dickerson, Patty Griffin, Ricky Jones, Phil Lachaussee, Julie Niblett, Jerry Nichols, Tony Taylor, Morris Thompson, and Pat Woods were present. Also present were Kevin Doddridge, CEO/General Manager, Attorney Chris Latimer, and Staff.

President Pat Woods determined a quorum was present and called the meeting to order at Noon.

JD Cox gave the invocation.

LISTENING SESSION: None.

Director Don Dickerson moved to approve the August 28, 2024 Agenda, seconded by Director Julie Niblett, and passed unanimously.

Director Morris Thompson moved to approve the July 2024 Board Minutes, seconded by Director Phil Lachaussee, and passed unanimously.

Director Phil Lachaussee moved, seconded by Director Jerry Nichols, to approve new and terminated members for July 2024. The Board unanimously approved.

Directors and Staff watched a governance video provided by NRECA on artificial intelligence.

ATTORNEY REPORT: Attorney Chris Latimer updated the Board on the continued work on the Bylaws with Kevin Doddridge while awaiting updated NRECA guidelines.

Director Tony Taylor joined the meeting.

Staff members gave reports to the Board related to engineering and operations, line construction, marketing and business development, safety, finance and administration, and management. The Board received the updates with no action taken.

NEW BUSINESS:

Director Jerry Nichols moved, seconded by Director Phil Lachaussee, to approve the purchase of five pickup trucks: (2) Chevrolet crew cab 4x4 trucks for \$45,759.80 each, (1) Ford crew cab 4x4 truck for \$44,361.00 and (2) Ford extended cab 2x4 trucks for \$38,100.00 each. The Board unanimously approved.

Director Jerry Nichols moved, seconded by Director Morris Thompson, to approve up to seven days as needed for Director training in December 2024. The Board unanimously approved.

Director Don Dickerson moved, seconded by Director Tony Taylor, to approve up to seven days for the NRECA Regional Meeting in October 2024. The Board unanimously approved.

EXECUTIVE SESSION:

Motion was made by Director Don Dickerson, and seconded by Director Jerry Nichols, that the Board go into closed session to determine whether to go into Executive Session. The motion passed unanimously.

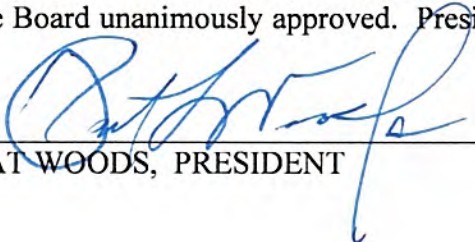
Motion was made by Director Don Dickerson, and seconded by Director Jerry Nichols, that the Board go into Executive Session to discuss the job performance and compensation of the Chief Executive Officer. The motion passed unanimously. The Board went into Executive Session, and Manager Doddridge excused himself from the meeting.

Chairman Pat Woods presented the report of the Executive Committee on Manager Doddridge's Performance Review and annual salary. Chairman Woods reported that, based on Mr. Doddridge's excellent performance and commensurate salaries in the region, the Executive Committee recommended that CEO/General Manager Doddridge be re-employed for another year with a salary of \$400,000, effective at the next available pay period. Following Board

discussion, Director Don Dickerson moved approval, seconded by Ricky Jones, and unanimously approved.

Director Don Dickerson moved, seconded by Director Jerry Nichols, that the Board come out of Executive Session, which passed unanimously. President Woods asked Manager Doddridge back into the meeting. President Woods told Manager Doddridge about the action taken by the Board, and Manager Doddridge expressed appreciation and gratitude.

President Pat Woods declared no further business. Director Jerry Nichols moved, seconded by Director Morris Thompson, to adjourn. The Board unanimously approved. President Woods declared the meeting adjourned.



PAT WOODS, PRESIDENT



DON DICKERSON, SECRETARY

AGENDA

BOARD OF DIRECTORS REGULAR MEETING

August 28, 2024

Noon

- 1) Call to order by President
- 2) Invocation
- 3) Listening Session (if needed)
- *4) Approve August Board Agenda
- *5) Approve Minutes of the Previous Board Meeting
- *6) Approve New and Terminated Members for July 2024
- 7) Governance Talk Video
- 8) Attorneys Report
- 9) Staff Reports
 - A. Safety Report
 - B. Engineering/Operations Report
 - C. Line Construction Report
 - D. Marketing and Business Development Report
 - E. Administrative Report
 - F. Manager's Report
- 10) Old Business
- 11) New Business:
 - *A. Approve Equipment Purchase
 - *B. Approve Director Training
 - *C. Approve Dates, NRECA Regional Meeting, October 7-10, 2024
- *12) Executive Session
 - *A. Review and Recommend CEO Compensation
- 13) Items of Mutual concern

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