

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

The November 20, 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 12:15 p.m.

JD Cox gave the invocation.

LISTENING SESSION: None.

Director Jerry Nichols moved to approve the November 20, 2024 Agenda, seconded by Director Tony Taylor, and passed unanimously.

Directors and Staff watched a governance video provided by NRECA on America's Electric Cooperative PAC.

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

Director Phil Lachaussee moved, seconded by Director Tony Taylor, to approve new and terminated members for October 2024. The Board unanimously approved.

ATTORNEY REPORT: Attorney Chris Latimer updated the Board on his work with JD Cox identifying state code provisions in support of the prosecution of individuals who damage fiber lines. Attorney Latimer has also been working with Mark Nichols on the standby compensation policy for Northcentral employees and making demand on late paying pole attachment licensees.

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 Julie Niblett moved, seconded by Director Don Dickerson, to approve the TVA Community Grant Match by TVA of \$18,000. The Board unanimously approved.

Director Jerry Nichols moved, seconded by Director Morris Thompson, to approve the sale of a 2003 Ford F450, 2015 Ford ½ ton, 2013 Ford ½ ton and a 2004 pole trailer to be auctioned off at JJ Kanes. The Board unanimously approved.

Director Tony Taylor moved, seconded by Director Jerry Nichols, to approve six days for the 2025 NRECA Annual Meeting in Atlanta, Georgia. The Board unanimously approved.

Director Patty Griffin moved, seconded by Director Don Dickerson, to approve an additional fifty dollar increase for Directors monthly compensation. The Board unanimously approved.

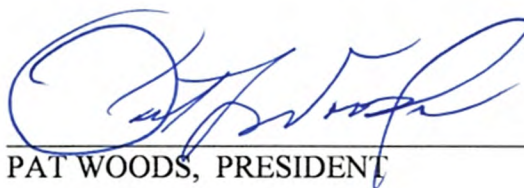
Director Morris Thompson moved, seconded by Director Tony Taylor, to approve Scott Madden, Inc., for the Strategic Planning session in 2025. The Board unanimously approved.

Director Don Dickerson moved, seconded by Director Jerry Nichols, for the Board to go into Closed Session to determine whether there was a need to go into Executive Session. The Board unanimously approved.

In closed session, CEO/General Manager Kevin Doddridge informed of the need to discuss personnel. On motion of Director Don Dickerson, seconded by Director Jerry Nichols, the Board unanimously approved to go into Executive Session.

On motion of Director Don Dickerson to exit Executive Session, seconded by Director Jerry Nichols, the Board unanimously approved. The Board took no action while in Executive Session.

Having no further business to come before the Board, Director Morris Thompson moved to adjourn, seconded by Director Julie Niblett, and unanimously approved. The meeting was adjourned.



PAT WOODS, PRESIDENT



DON DICKERSON, SECRETARY

AGENDA

BOARD OF DIRECTORS REGULAR MEETING

November 20, 2024

12:00 PM

- 1) Call to order by President
- 2) Invocation
- 3) Listening Session (if needed)
- *4) Approve Agenda
- 5) Governance Talk Video (America's Electric Cooperative PAC)
- *6) Approve Minutes of October 2024 Board Meeting
- *7) Approve New and Terminated Members for October 2024
- 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) New Business:
 - *A. Approve TVA Community Grant Match
 - *B. Approve Equipment Disposal
 - *C. Approve 6 Days, NRECA Annual Meeting, March 1-6, Atlanta, GA
 - *D. Directors Compensation
 - *E. Strategic Planning, Scott Madden Inc
- 11) Items of Mutual Concern
- *12) Adjourn

