

**WHETSTONE VALLEY ELECTRIC COOPERATIVE, INC.**  
**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS**  
**Thursday, April 18, 2019**

The regular meeting of the Board of Directors of Whetstone Valley Electric Cooperative, Inc. was held on Thursday, April, 18, 2019 commencing at 8:10 AM at the Cooperative headquarters in Milbank, South Dakota.

The meeting was called to order by President, Bill Tostenson who presided and Secretary, Darren Strasser, acted as Secretary.

**Directors Present:** Bill Tostenson, Darren Strasser, Dale Jensen, Krista Atyeo-Gortmaker, Joel Adler, Tom Berens, Paul Nelson, Scott Niedert, Dave Behrns,

**Directors Absent:**

**Staff Present:** Page, Barlund, Christensen

**Others Present:** Anthony Larson 20 minute introduction and discussion.

**Review and Consideration of Agenda**

- The agenda was presented for consideration. A motion to approve the agenda was seconded and carried.

**Review and Consideration of Minutes**

- A motion to approve the minutes of the regular meeting of March 21, 2019 was seconded and carried.

**Review and Consideration of the Consent Agenda including:**

Loss Control Report, Estate & Special Capital Credit Retirements, New Members, Tenant Changes, Check Listing, Credit Card statement and Cash Flow. Also included was the inventory of capitalized work orders totaling \$7472.

- A motion to approve the consent agenda was seconded and carried.

**Management Reports**

**Operations Manager, Jon Christensen** submitted a written reported and discussed activities of the line department. He also discussed recent weather events and effects on maintenance and operations. Christensen highlighted major projects of the construction work plan with the timeline for completion.

**Member Services Manager, Mark Weber** submitted a written report. Page and Barlund discussed current activities and reported on the department financials.

**Office Manager, Gail Barlund** submitted a written report and discussed current activities of the office department. She discussed the 2018 capital credit allocations, the upcoming Basin tour and recapped the annual meeting held in March. Barlund also reported on legal and policy topics presented at the SDRE Office Manager's meeting.

- A motion to approve the Management Staff reports was seconded and carried.

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**Review and Consideration of the General Manager's Report**

**General Manager, Page** submitted a written report and reported on the first quarter energy sales and margins. He discussed the ongoing exploration of Verizon's Grid Wide AMR solution and the Construction Work Loan application and timeline. Page also reported on Basin's first quarter financials and East River's load control transmission plan. He also discussed NextEra's transmission project in WVEC's service territory, the 2019 MECA resolutions and the upcoming NRECA legislative conference.

- A motion to approve the General Manager's report was seconded and carried.

**Power Supply and Association Meeting Reports:**

**East River** Strasser provided a report on activities of East River.

**SDREA** Tostenson reported on the activities of SDREA including a legislative update of SB-66.

**Executive Session:**

At 12:25 pm a motion to enter executive session was seconded and carried.

At 12:37 pm a motion to exit executive session was seconded and carried.

**Other Business:**

The Board met with Anthony Larson and discussed his qualifications as a candidate to represent Region 6 on the CFC board.

The Board reviewed the annual meeting proceedings and member comments.

The Board reviewed policies 10-3 and 30-1 and considered amendments.

A motion to amend policy 10-3, section A.3 and remove sections B, C and D as attached was seconded and carried.

A motion to amend policy 30-1, section 7 as attached was seconded and carried.

**Adjournment:**

- A motion to adjourn was made, seconded and carried.

**Next Regular Board Meeting:** Thursday, May 16, 2019 8:00 AM Coop Board Room

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President

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Secretary

**WHETSTONE VALLEY ELECTRIC COOPERATIVE, INC.**

**POLICY BULLETIN 10-3**

**SUBJECT:** DIRECTOR COMPENSATION.

**POLICY:**

Directors shall be compensated by the Cooperative for per diem, travel and expenses to attend meetings pertaining to Cooperative. Attendance at meetings shall be authorized by board action and reported on by the attending director.

**RESPONSIBILITY:** Directors.

**PROCEDURE:**

- A. Any director who attends a board approved local, statewide, regional, national or other non-profit function:
1. Shall be reimbursed for personal car expense according to the current IRS ruling per mile for actual miles traveled. Every effort shall be made to car pool whenever possible.
  2. Shall be reimbursed for the actual cost of personal expenses for lodging, transportation, and other expenses, while attending and traveling to and from meetings which have been approved by the board of directors.
  3. The daily per diem rate for attending regular board meetings, special board meetings, conferences, annual meetings of associated organizations and other approved meetings or activities shall equal that of a journey lineworker's wage for an 8 hour day ~~to the~~ closest Five Dollars (\$5.00).
  4. A maximum allowance, for meals, of \$35 per day while attending meetings within South Dakota, and \$50 per day while attending meetings outside the state, shall be used. A voucher for personal expenses is required for the cooperative's records.
  5. Those attending the district legislative meeting shall receive one half day per diem. Those

attending the Cooperative's Annual Meeting shall receive one half day per diem, unless the meeting falls on the same day as a regular board meeting.

~~B. Every effort shall be made to send at least three directors to the regional NRECA meeting and more may attend through board action.~~

~~C. Three directors and the Manager/employee member may be authorized to attend the National NRECA Annual meeting:—~~

~~1. Compensation may be a fixed sum of money based on per diem, plane fare, room rates, the State guideline for meals and shall be set by board action each year.~~

~~D. Each director should attend at least one SDREA Board Meeting and one East River Electric Power Cooperative Board meeting during their first year of their 3 year term.~~

**THIS POLICY SUPERSEDES ALL SIMILAR POLICIES.**

**DATE ADOPTED: 11-16-72**

**DATE REVISED: 3-20-14, 5-21-15, 4-18-19**

**DATE REVIEWED: 3-20-14, 5-21-15, 4-18-19**

# WHETSTONE VALLEY ELECTRIC COOPERATIVE, INC.

## POLICY BULLETIN 30-1

**SUBJECT:** ATTENDANCE AT MEETINGS, CONVENTIONS, AND EDUCATIONAL COURSES AND SEMINARS

**POLICY:** The Board of Directors may authorize attendance at meetings and conventions that pertain to the business of the Cooperative.

**RESPONSIBILITY:** Board of Directors and Manager

**PROCEDURE:**

1. The Board President may appoint a delegate or more to attend meetings of associate organizations.
2. The Secretary shall keep a record of those directors attending meetings. Appointments should be rotated to ensure that all directors have an opportunity learn about the various associations. Director districts should also be considered when appointments are made.
3. Unless approved by the Board of Directors, Directors are limited to one National and one Regional meeting per year.
4. The following guideline should be used for the number of directors appointed for meetings and conventions.

**National Meetings**

NRECA Annual Meeting	Two directors may attend
NRECA Legislative Rally	Two directors may attend
NRECA Director Conference	Two directors may attend
Midwest Electric Annual Meeting	Two directors may attend

**Regional Meetings**

NRECA Regional Meeting	Three directors may attend
Basin Electric Annual Meeting	Three directors may attend
Basin Electric Bus Tour	Two directors may attend

**Statewide Meetings**

SDREA Annual Meeting	All directors may attend
SDREA Legislative Forum	All directors may attend
East River Electric Annual Meeting	All directors may attend
East River Electric Director Seminar	All directors may attend

5. Other Associations hold meetings in conjunction with those listed above. Directors attending may be appointed to represent the cooperative at these meetings as well.
6. Appointments may be made to attend other related seminars on a case by case basis.

## 7. EDUCATIONAL CERTIFICATES AND TRAINING

- a. ~~Directors are encouraged to participate in training programs made available by the Cooperative's associated organizations. The lowest cost method of receiving this training should be used.~~

The Cooperative shall require all newly elected Directors to obtain their Credentialed Cooperative Director (CCD) certification through the National Rural Electric Cooperative Association (NRECA) as soon as practicable consistent with geographical proximity and budget requirements of training offerings.

- b. ~~During a director's first full term, every effort should be made to complete the NRECA Credentialed Cooperative Director (CCD) Program.~~

Efforts shall be made to complete certification within the first term or three (3) years on the Board.

- c. ~~After the CCD Program has been completed directors are encouraged to work toward achieving the Board Leadership Certificate (BLC).~~

After completion of the CCD, the Director is eligible for the Board Leadership certification also through the NRECA. Directors are encouraged to complete this certification also as soon as practicable consistent with geographical proximity and budget requirements of training offerings.

## 8. MANAGEMENT AND EMPLOYEES

- a. The Manager shall be authorized to attend all meetings that are of importance to the operation of the Cooperative and the NRECA Annual Meeting.
- b. The Manager shall have the authority to send other personnel to meetings that are of importance to the operation of any specific department.

- c. With Board approval, the manager may select an employee to attend the NRECA Annual Meeting and the NRECA Legislative Rally.

**THIS POLICY SUPERSEDES ALL SIMILAR POLICIES.**

**DATE ADOPTED: 2-5-74**

**DATE REVISED: 1-10-85, 11-20-03, 10-18-12, 4-18-19**

**DATE REVIEWED: 3-16-82, 1-10-85, 12-29-88, 1-23-92, 12-20-93, 2-21-94,  
1-23-97, 11-20-03, 7-17-08, 8-18-11, 09-19-16, 4-18-19**