

MID-CAROLINA ELECTRIC COOPERATIVE, INC.

LEXINGTON, SOUTH CAROLINA

MINUTES OF REGULAR MEETING OF BOARD OF TRUSTEES

May 31, 2023

AGENDA ITEM # 1

CALL TO ORDER: Marvin W. Sox, President/Chairman
(1:00 p.m.) Clifford B. Shealy, Vice President/Vice Chairman
J. Allan Risinger, Treasurer
Donette B. Kirkland, Secretary
J. Carey Bedenbaugh, Jr.
Eddie C. Best, Jr.
Kenneth E. Lindler
Alan R. Lunsford
Justin B. Watts

STAFF PRESENT: B. Robert "Bob" Paulling, President and CEO
Theresa D. Crepes. VP, Finance and Accounting
Robert A. Wilbur, VP, Operations
Lee H. Ayers, VP, Engineering
Troy A. Simpson, VP, Member Services
Steven G. Davidson, VP, Information Technology
Vicki E. Ross-Bell, Administrative Services Manager

ATTORNEY PRESENT: J. David Black

INVOCATION: Marvin Sox

PLEDGE OF ALLEGIANCE

AGENDA ITEM # 2

APPROVAL OF MINUTES: Chairman Sox called the meeting to order and then asked if there were any corrections, additions or deletions to the minutes of the last monthly meeting held on April 26, 2023. There were no corrections to these minutes, and Mr. Shealy made a motion to approve the minutes, as presented. The motion was seconded by Mr. Lindler and unanimously passed.

See Resolution # 1

AGENDA ITEM # 3

UNFINISHED BUSINESS: There was no unfinished business to come before the Board at this time.

AGENDA ITEM # 4

DEPARTMENTAL REPORTING:

FINANCE AND ACCOUNTING: Chairman Sox called on Mrs. Crepes for the Finance and Accounting report. Mrs. Crepes reported the year-to-date revenue was \$44,607,013, which is (\$3,784,017) below budget at the end of April. The year-to-date cost of wholesale power was \$23,341,515, which is under budget by (\$3,736,314). The year-to-date margins were \$4,364,603, which is \$454,702 above budget. Mrs. Crepes reported that equity was 24.56% at the end of April for an increase of 0.16%. The deferred credits account balance changed by (160,721), and the ending balance was \$1,198,986.

Mrs. Crepes then presented a rate comparison chart showing an average residential usage of 1,126 kWh in April. Mid-Carolina's average bill was \$150.88 (account charge \$29.45) compared to Dominion's \$155.29 (account charge \$9.50), Duke – Carolina's \$143.64 (account charge \$11.96), and Duke – Progress \$162.30 (account charge \$11.78). She then presented a rate comparison chart showing an average annual usage of 17,679 kWh. Mid-Carolina's average annualized bill was \$2,091.46 (account charge \$346.75) compared to Dominion's \$2,241.08 (account charge \$114.00), Duke – Carolina's \$2,074.92 (account charge \$143.52), and Duke – Progress \$2,168.12 (account charge \$141.36).

Mrs. Crepes reported that Mid-Carolina has received \$1,259,729 income year-to-date from CarolinaConnect. There were no further questions or comments, and Chairman Sox thanked Mrs. Crepes for her report.

OPERATIONS: Chairman Sox called on Mr. Wilbur for the Operations report. Mr. Wilbur reported the locations and the service district that the Mid-Carolina and Contractor crews worked in April. The right-of-way crews are working in the Old Chapin, Edmund, Friarsgate and Woodland Hills area. Mr. Wilbur stated the System Inspectors are still in the Springhill area. The annual pole inspection has been completed in the Gilbert, Barr, Owens area, and they are still inspecting in the New Chapin area. They have inspected 4,592 poles year-to-date. Mr. Wilbur gave an update on the SCDOT and County projects. There were no further questions or comments, and Chairman Sox thanked Mr. Wilbur for his report.

ENGINEERING: Chairman Sox called on Mr. Ayers for the Engineering report. Mr. Ayers reported that the routine inspection and maintenance was completed in April. He stated the transformer protection relays at Old Chapin Substation have been upgraded. The semi-annual inspection and functional testing of all substation breakers has been completed. The few issues that were found have been corrected.

Mr. Ayers then showed a chart graphing MWh purchased each month year-to-date from 2019-2023 with a five year running average. The next chart showed the MW Demand purchased each month year-to-date from 2019-2023 with a five year running average. The monthly outage report and notes for April were reviewed. There were no further questions or comments, and Chairman Sox thanked Mr. Ayers for his report.

MEMBER SERVICES: Chairman Sox called on Mr. Simpson for the Member Services report. Mr. Simpson discussed some upcoming Connected TV video productions featuring a Bright Ideas recipient, CarolinaConnect and Lineman Appreciation. He then discussed several ways the Cooperative has been connecting with the Community. Mr. Simpson reported on the Cooperative's social media engagement. The quarterly schedule for the *South Carolina Living* magazine was presented through the August 2023 issue. There were no further questions or comments, and Chairman Sox thanked Mr. Simpson for his report.

INFORMATION TECHNOLOGY: Chairman Sox called on Mr. Davidson for the Information Technology report. Mr. Davidson reported there were 38,571 accounts enrolled in SmartHub as of May 1, 2023, which represents 64.83% of active accounts enrolled. He discussed the number of emails that the Cooperative received during the month of April, as well as how many emails were blocked. Mr. Davidson discussed upcoming projects and gave an update on Cyber Security. There were no further questions or comments, and Chairman Sox thanked Mr. Davidson for his report.

ADMINISTRATION: Chairman Sox called on Mrs. Ross-Bell for the Administration report. Mrs. Ross-Bell referred to the monthly Operation Round-Up report. The Trust Board did not meeting in April, and the Christian Ministries were doubled for a total distribution of \$12,563. The Trust Fund balance at the end of the month was \$51,457. Mrs. Ross-Bell discussed the donations purchased and distributed to six schools as an Operation Round-Up Service Project during the month of April.

Mrs. Ross-Bell reported the Trust Board Members whose term ends this year are Mr. John Beerman, Mrs. Charlotte Boozer and Mr. Stan Shealy. Mrs. Boozer has decided to retire after 18 years of service on the Trust Board. Mr. Beerman and Mr. Shealy are willing to serve another three year term on the Board of Trustees of the Mid-Carolina Electric Trust (June 2023 to May 2026). Mr. Doug Martin is willing to serve and represent District 7 to fill the recent retirement. After a brief discussion on all candidates, a motion was made by Mr. Lunsford to approve the Trust Board members, as presented for the next three years. The motion was seconded by Mr. Bedenbaugh and unanimously passed.

See Resolution # 2

Mrs. Ross-Bell reviewed the Board calendars through July 2023. There were no further questions or comments, and Chairman Sox thanked Mrs. Ross-Bell for her report.

AGENDA ITEM # 5

PRESIDENT'S REPORT: Chairman Sox called on Mr. Paulling for his report. Mr. Paulling reported there was one recordable accident in April. During the month of May, there was one termination and two promotions. There was a promotion from a Member Services Clerk Lead to a Member Services Clerk Supervisor position, and a promotion from a Member Services Representative to Member Services Clerk Team Lead. There is current recruitment for a Member Services Representative.

Mr. Paulling discussed the need for the Cooperative to decrease TIER from 2.25 to 1.75 effective immediately. This will yield an average TIER of 1.92 for 2023. After a discussion, Mr. Shealy made a motion to approve the recommendation, as presented. The motion was seconded by Mr. Best and unanimously passed.

See Resolution # 3

Mr. Paulling discussed the on-peak energy cost included in the wholesale power cost from Central Electric Power Cooperative for the summer months of June-September. He recommended that under the Cooperative's Schedule MAF - Monthly Adjustment Factor, the Cooperative should index up by \$0.0070 per kWh from June 2023 through September 2023. After a discussion, Mr. Shealy made a motion to approve the recommendation, as presented. The motion was seconded by Mr. Lunsford and unanimously passed.

See Resolution # 4

Mr. Paulling discussed the \$5,340,000 loan that Mid-Carolina signed as a Guarantor for CarolinaConnect Cooperative, Inc. on August 2, 2019. He also discussed the \$2,000,000 loan that Mid-Carolina signed as a Guarantor on March 23, 2022. Mr. Paulling stated that CarolinaConnect is getting an additional \$25 million loan with CoBank. Mid-Carolina's portion of \$9,527,500 needs to be approved by the Board as a Guarantor. After a lengthy discussion, Mr. Risinger made a motion to approve the resolution, as presented. The motion was seconded by Mr. Watts and unanimously passed.

See Resolution # 5

Mr. Paulling gave an industry update. There were no further questions or comments, and Chairman Sox thanked Mr. Paulling for his report.

AGENDA ITEM # 6

LEGAL REPORT: Chairman Sox called on Mr. Black for the legal report. Mr. Black discussed several pending legal matters. There were no further questions or comments, and Chairman Sox thanked Mr. Black for his report.

AGENDA ITEM # 7

CHAIRMAN'S REPORT: Chairman Sox read several thank you notes. He then reported that the Board needs to select a Voting Delegate and Alternate for the CFC Annual Meeting that will be held at the CFC Forum in June 2023. Mr. Risinger made a motion to appoint Mr. Marvin W. Sox as the Voting Delegate and Mr. B. Robert Paulling as the Alternate. The motion was seconded by Mr. Bedenbaugh and unanimously passed.

See Resolution # 6

Chairman Sox stated that the National Cooperative Services Corporation "NCSC" Annual Meeting will also be held at the CFC Forum in June 2023. Mr. Lunsford made a motion to appoint Mr. B. Robert Paulling as the Voting Delegate and Mr. Marvin W. Sox as the Alternate. The motion was seconded by Ms. Kirkland and unanimously passed.

See Resolution # 7

Chairman Sox then presented Mr. Bedenbaugh with a renewal certification for the Director Gold program from NRECA. He had nothing further to report at this time.

AGENDA ITEM # 8

COMMITTEE REPORTS: Chairman Sox called on Mrs. Kirkland for the Policy Committee report. Ms. Kirkland stated that Board Policy 100 and Board Policy 101 were sent to everyone for review prior to the meeting. Each policy had a recommended change for clarification from the Policy Committee. These changes were discussed and approved unanimously.

See Resolution # 8

There were no other committee reports to come before the Board at this time.

AGENDA ITEM # 9

ASSOCIATED MEETING REPORTS: Chairman Sox stated that CarolinaConnect's Board meeting was yesterday. CarolinaConnect will reach 26,000 customers by June 2, 2023. The 2022 Audit Report was presented at the May 30, 2023 meeting.

Ms. Kirkland reported that she attended the ECSC Executive Committee meeting in May. There will be reports given at the ECSC Summer Conference on the recent activities of the Communication department.

Mr. Shealy stated the ECSC Trustee Association meeting went well earlier in the month. Mr. Bedenbaugh, Mr. Lindler and Mr. Lunsford all concurred that it was a good meeting.

AGENDA ITEM # 10

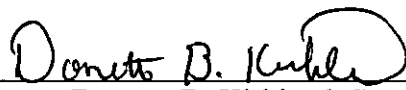
NEW BUSINESS: In Chairman Sox's absence, Vice-Chairman Shealy called for any new business. There was no new business to come before the meeting at this time. A motion was made by Mr. Bedenbaugh to enter into executive session. The motion was seconded by Mr. Best and unanimously passed.

AGENDA ITEM # 11

EXECUTIVE SESSION: There was no action taken during executive session.

AGENDA ITEM # 12

ADJOURNMENT: There was no further business, and the meeting was adjourned at 4:00 p.m.



Donette B. Kirkland, Secretary

APPROVAL:



Marvin W. Sox, President/Chairman of the Board

S.C. 37 LEXINGTON
MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

1

WHEREAS, the Board of Trustees reviewed and had no changes to the minutes of the regular monthly meeting held on April 26, 2023; and

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby approves the minutes for the April 26, 2023 meeting, as presented.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S.C. 37 LEXINGTON

MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

2

WHEREAS, the Board of Trustees is responsible for making appointments to the Board of Directors of the Mid-Carolina Electric Trust; and

WHEREAS, the Board of Trustees has decided to reappoint two Trust Board members to serve on the aforesaid Board of Directors;

WHEREAS, the Board of Trustees has decided to appoint a new Trust Board member to represent District 7;

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby reappoints Mr. John Beerman and Mr. Stan Shealy, and appoints Mr. Doug Martin to serve a three year term (June 2023 to May 2026) on the Board of Directors of the Mid-Carolina Electric Trust Board.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S. C. 37 LEXINGTON

MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

3

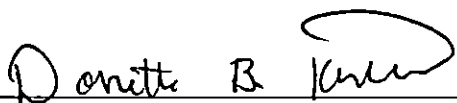
WHEREAS, Mr. Paulling recommended to decrease TIER from 2.25 to 1.75 effective immediately; and

WHEREAS, this decrease in TIER will yield an average TIER of 1.92 for 2023; and

WHEREAS, the Board of Trustees discussed and carefully considered the recommendation;

NOW THEREFORE BE IT RESOLVED, by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby approves decrease TIER from 2.25 to 1.75 effective immediately.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S. C. 37 LEXINGTON

MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

4

WHEREAS, Mr. Paulling discussed the on-peak energy cost included in the wholesale power cost from Central Electric Power Cooperative for the summer months of June 1 – September 15; and

WHEREAS, Mr. Paulling recommended under the Cooperative's Schedule MAF - Monthly Adjustment Factor that the Cooperative should index up by \$0.0070 per kWh from June 2023 - September 2023; and

WHEREAS, after careful consideration, the Board of Trustees agrees with Mr. Paulling's recommendation;

NOW THEREFORE BE IT RESOLVED, by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. that the Cooperative's retail rates shall be indexed up by \$0.0070 per kWh effective with regard to all bills rendered by the Cooperative on or after June 1, 2023 – September 30, 2023.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S. C. 37 LEXINGTON

MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

5

WHEREAS, Mr. Paulling discussed the \$5,340,000 loan that Mid-Carolina signed as a Guarantor for CarolinaConnect Cooperative, Inc. on August 2, 2019; and

WHEREAS, Mr. Paulling discussed the \$2,000,000 loan that Mid-Carolina signed as a Guarantor for on March 23, 2022; and

WHEREAS, Mr. Paulling stated that CarolinaConnect is getting an additional \$25 million loan with CoBank; and

WHEREAS, Mid-Carolina's portion of \$9,527,500 needs to be approved by the Board as a Guarantor; and

WHEREAS, the Board of Trustees discussed the loan guarantor amount;

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby approves Mid-Carolina to be the Guarantor of an additional \$9,527,500 of CarolinaConnect Cooperative's new \$25 million loan with CoBank.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S.C. 37 LEXINGTON
MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

6

WHEREAS, the Board of Trustees is responsible for selecting a Voting Delegate and Alternate for the National Rural Utilities Cooperative Finance Corporation "CFC" Annual Meeting; and

WHEREAS, this annual meeting will be held at the CFC Forum in June 2023;

WHEREAS, the Board of Trustees desires to appoint the within named persons as the Voting Delegate and Alternate to the aforesaid meetings;

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby appoints the Voting Delegate and Alternate to the CFC Annual Meeting being held at the CFC Forum in June 2023, as follows:

CFC

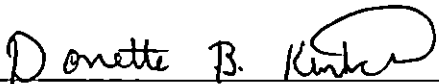
Voting Delegate

Mr. Marvin W. Sox

Alternate

Mr. B. Robert Paulling

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S.C. 37 LEXINGTON
MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

7

WHEREAS, the Board of Trustees is responsible for selecting a Voting Delegate and Alternate for the upcoming National Cooperative Services Corporation "NCSC" Annual Meeting; and

WHEREAS, this annual meeting will be held at the CFC Forum in June 2023;

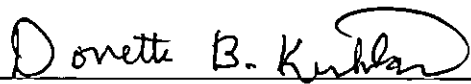
WHEREAS, the Board of Trustees desires to appoint the within named persons as the Voting Delegate and Alternate to the aforesaid meetings;

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby appoints the Voting Delegate and Alternate to NCSC Annual Meeting being held at the CFC Forum in June 2023, as follows:

NCSC

Voting Delegate	Mr. B. Robert Paulling
Alternate	Mr. Marvin W. Sox

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

S.C. 37 LEXINGTON

MID-CAROLINA ELECTRIC COOPERATIVE, INC.

RESOLUTION

8

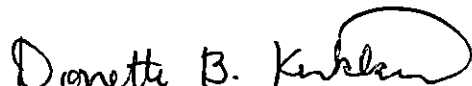
WHEREAS, Staff made a recommended change for clarification to Board Policy 100 – Development of Board Policies; and

WHEREAS, the Staff made a recommended change for clarification to Board Policy 101 – Trustee Duties and Responsibilities; and

WHEREAS, the Board of Trustees discussed and agree with the Staff's recommendations;

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby approves the recommendations to Board Policies 100 – Development of Board Policies and 101 – Trustee Duties and Responsibilities. The policies are attached hereto.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 31st day of May 2023, at which meeting a quorum was present.



Donette B. Kirkland, Secretary

**MID-CAROLINA ELECTRIC COOPERATIVE, INC.
BOARD OF TRUSTEES POLICY 100**

SUBJECT: DEVELOPMENT OF BOARD POLICIES

I. OBJECTIVE

To establish the basis for development, distribution, and periodic review of Board policies.

II. POLICY CONTENT

- A. The Board of Trustees shall formally consider and approve policies that express the Board's expectations and standards regarding Board, Trustee, and Management conduct and organizational performance.
- B. Any Board member may propose a new or amended policy for Board consideration.
- C. The CEO shall, in conjunction with the Cooperative attorney and the Board Policy Committee, develop recommendations for new and amended policies to be presented to the Board.
- D. All policies shall be maintained in an up-to-date policy manual that is provided to each Board member electronically.
- E. Each policy shall be reviewed periodically by the Board.
- F. Each policy shall specify the person or persons responsible for carrying out the policy.
- G. Each policy shall identify the date of approval and the date of the most recent revision.
- H. In the event of conflict, law (state, federal, or local), articles of incorporation, the bylaws, applicable rules, regulations or other requirements shall prevail over the policy.

III. RESPONSIBILITY

The Board of Trustees is responsible for the administration of this Policy.

**MID-CAROLINA ELECTRIC COOPERATIVE, INC.
BOARD OF TRUSTEES POLICY 101**

SUBJECT: TRUSTEE DUTIES AND RESPONSIBILITIES

I. OBJECTIVE

To describe the duties and responsibilities of the Board of Trustees, as well as the standard of conduct and professional development expected of individual Board members.

II. POLICY CONTENT

- A. The Board of Trustees shall direct the affairs of Mid-Carolina Electric Cooperative, Inc. All of the powers of this Cooperative are held solely by the Board of Trustees, except such powers that have been conferred upon or reserved for the member-owners by statute or by the Cooperative's articles of incorporation or bylaws. Ultimate responsibility for the Cooperative's performance resides in the Board.
- B. The Board of Trustees has a fiduciary duty to the Cooperative and its member-owners. A Trustee of Mid-Carolina Electric Cooperative, Inc. shall discharge his or her duties as a Trustee, including his or her duties as a member of a committee:
 - a. In good faith;
 - b. With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
 - c. In a manner the Trustee reasonably believes to be in the best interests of the Cooperative.
- C. Key responsibilities and functions of the Board include:
 - a. Set the Cooperative's mission, purpose(s), and engage, on a regular basis, in strategic planning;
 - b. Select, regularly evaluate the performance of, and establish the compensation of the CEO.
 - c. ~~Develop~~ Review, analyze and approve the annual budget to ensure financial stability and viability of the Cooperative. The budget includes capital improvements, expenses and employee wage and salary program.
 - d. Review, monitor and report to the membership regarding the critical operating and financial performance of the Cooperative;
 - e. Ensure effective planning and adequacy of resources;
 - f. Contract for and approve an annual independent financial audit;
 - g. Provide program oversight and support, including the adoption of policies and monitoring for compliance with legal, regulatory requirements as well as the adequacy of internal controls.

- D. Trustees are entitled to reasonable access to the Cooperative's management, data or other information. A Trustee shall keep confidential all matters involving the Cooperative that have not been disclosed to the general public.
- E. In the discharge of his or her duties, a Trustee is entitled to rely on management and on Board committees of which the Trustee is not a member. A Trustee is entitled to rely upon reports, opinions, information and statements presented by the Cooperative's management, employees and outside advisors whom the Trustee reasonably believes to be competent and reliable in the matters being considered.
- F. The Board of Trustees shall regularly engage in a self-evaluation of its performance and accomplishments in relation to the goals and mission of Mid-Carolina Electric Cooperative, Inc.
- G. Upon election to the Board of Trustees, a new Trustee will receive a thorough orientation into the responsibilities of his or her position, conducted by the Board President, the CEO, and the management staff.
- H. Training and educational programs in the areas of governance responsibilities, utility operations and management oversight are necessary.
- a. Each Trustee is expected to become credentialed under the following programs of the National Rural Electric Cooperative Association by attending at least one Board training program each year.
- Credentialed Cooperative Director – five 2600 level courses
 - Board Leadership – ten 900 level courses
 - Gold Credentialed Program – this is reached after the completion of the first two programs and three additional courses. To maintain the Gold status, the completion of three courses every two years is required.
- b. In addition to formal Board training programs, Trustees are encouraged to attend conferences and other activities designed to improve the skills and knowledge of Board members. The expenses of enrollment and attendance are paid by the Cooperative in accordance with Board policy.
- c. The Board training programs shall be conducted within the confines of an annual budget established by the Board of Trustees for this purpose.
- I. Regardless of any personal differences, Trustees should at all times:
- a. Demonstrate mutual respect.
- b. Allow opportunity for every Trustee to be heard on any matter being considered by the Board.
- c. Refrain from revealing to persons other than other Trustees, the CEO or the Cooperative's attorney any differences of opinion among Trustees on matters considered and acted upon by the Board.

Board of Trustees Policy 101
Trustee Duties and Responsibilities

- d. Recognize that the Board President has the responsibility and authority to enforce the standards of behavior through reminders of standards and expectations, and the issuance of a reprimand to the Trustee who has breached these standards.
- e. Publicly support decisions of the Board except in extraordinary circumstances where the Trustee can demonstrate the decision and/or action will bring harm to the Cooperative.

III. RESPONSIBILITY

- A. All Trustees serving on and candidates, nominees or appointees to the Board shall receive a copy of this policy.
- B. The Board President is responsible for the administration of this Policy.