



A Touchstone Energy® Cooperative 

BOARD POLICIES



Covington Electric Cooperative, Inc.

Energizing Safety For Our Lives

May 2013

**SUBJECT: Non-Board Members Attending Board Meetings
POLICY # B-1004**

Covington Electric Cooperative is member-owned and member-controlled. However, all of the powers of the Cooperative as a corporate entity are by law delegated upon and are exercised by the Board of Trustees, except in such as are conferred upon or reserved to the members by law, or the Cooperative's By-laws. This policy and related procedure shall be consistent with the foregoing.

BOARD MEETING ATTENDANCE: Consistent with the above paragraph, but desiring to accommodate any reasonable or necessary request(s) by a member or other person to attend meeting(s) of the Board of Trustees, the following procedures shall apply when requests for such attendance are received:

- A. Such request(s) should be presented to the General Manager of the Cooperative, who shall ascertain as clearly and definitively as possible the reason(s) for such request(s). The General Manager shall make every reasonable effort to confer with the requesting party, or parties, and through such conference, to resolve the matter. If a favorable settlement cannot be reached, the General Manager may, if he deems advisable, require that such request(s) be made in writing by the member(s) or person(s) requesting to meet with the Board.
- B. The General Manager shall thereupon confer with the General Counsel of the Cooperative. If the request(s) have not previously been made in written form the General Manager and General Counsel may, if they deem such advisable, require that such request(s) be made in writing by the member(s) or person(s) presenting same.
- C. The General Manager and General Counsel shall then determine the appropriate response to the request(s), and may confer with the Board of Trustees if: (i) these two are not in agreement as to the appropriate response or course of action which should be taken, or (ii) if they deem it advisable to secure the judgment of the Board of Trustees before proceeding further. Otherwise, the request(s) shall be dealt with in the manner deemed prudent by the General Manager and the General Counsel, provided however, that they shall make a full and complete report of such request(s), and the action(s) taken thereon, at the next meeting of the Board of Trustees.

Normally, request(s) for meeting(s) with the Board of Trustees will be granted in the following instances:

- A. The Cooperative's General Manager and General Counsel, conclude that the subject matter of such request(s) has merit, and is not improperly motivated, and that any decision that is to be made should be directly made or approved by the Board of Trustees; or
- B. The requesting party of parties requests or demands that he/she be permitted to make such appearance with or by legal counsel for a stated, bona fide purpose; or
- C. The Cooperative's General Counsel recommends that such appearance be made for the purpose of enabling a member to exhaust his/her administrative remedies for an alleged wrong, even though the General Counsel may be of the opinion that the

- subject of the member's complaint is wholly without merit or is improperly motivated; or,
- D. The request is for the purpose of challenging, or requesting certain action by the Board of Trustees in connection with (i) the calling of a member meeting, (ii) the eligibility of an incumbent Trustee or candidate for Trustee or (iii) the manner in which Trustee elections have been or are going to be conducted; or,
 - E. Whenever the Board of Trustees decides that it is in the best interests of the Cooperative to grant the request(s).

Whenever one or more members or other persons are allowed to attend a meeting of the Board of Trustees, the following procedure shall be honored;

- A. Such person(s) shall be seated away from the conference table so that their physical proximity to the meeting will not impair nor interfere with its conduct.
- B. Person(s) attending a Board meeting will be duly informed that the Board reserves the right, and that it has the duty, to exclude he/she/them from the meeting at any time that the Board, or any Trustee, deems such necessary for the Board meeting to proceed objectively, and without the prejudice or coercion that such person(s) attendance might cause.
- C. The Board also reserves the right to meet separately with any individual(s) who makes a request to meet with the Board.
- D. If such person(s) attend to present a specific matter, including complaints, or to make specific inquiries, the Board will hear such presentation totally, including any questions that it deems appropriate, but it will not discuss nor respond to nor take any action with respect to such matter or inquiry until after such person(s) have retired from the meeting room. After deliberating the matter and making a decision thereon, the Board shall cause such person(s) to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.

If it is determined that it is necessary or desirable for meeting request(s) to be reduced to writing, the form attached hereto may be used for that purpose.

RESPONSIBILITY:

It shall be the responsibility of the General Manager and the General Counsel to implement this Policy in connection with processing requests and reporting to the Board of Trustees as herein provided for. It shall be the responsibility of the Board to implement this Policy in connection with (i) making any final decision as to whether to grant a meeting attendance request, and (ii) instructing any person attending a Board meeting and otherwise assuring compliance with this Policy as herein provided for.

Trustee Meeting Attendance Request

NAME: _____

ADDRESS: _____

TELEPHONE #: _____

If the request is also for and on behalf of others, set forth on a separate sheet their full names, addresses, and telephone numbers should be attached the same hereto).

Are you a Member? _____ Yes _____ No

If yes, Member Name/Account # _____

Purpose(s) for requesting such attendance (Please be specific): _____

State Names, Addresses and Telephone Numbers of any person(s) you desire to attend the Board meeting with you, along with their status (whether they are a Cooperative member, your Attorney or other,) and describe their significance with the issue to be discussed:

Date this request form executed: _____, 20 ____.

Signed: _____
(Please Print)

Signature