

## **TRI-COUNTY ELECTRIC COOPERATIVE, INC.**

St. Matthews, South Carolina

Minutes of the Board of Trustees Meeting

December 21, 2022

Pursuant to due notice thereof, a regular meeting of the Board of Trustees of Tri-County Electric Cooperative, Inc. (hereinafter called the "Cooperative") was held on December 21, 2022 in the Boardroom at the Headquarters Office in St. Matthews, South Carolina.

The following trustees were present: Barbara Weston, Ida L. Dixon, S. George Wilson, Gary F. Geiger, William Robinson, James R. Dantzler, Willie Jeffries, Joe Strickland, and Jacqueline S. Shaw (via telephone). Also present were Chad T. Lowder, CEO, John G. Felder, Sr., General Counsel, Frank Furtick, VP of Engineering and Operations, Michael Weeks, VP of Finance and Administration, Keith Scharf, VP of Safety and Loss Control, Wilford Thompson, VP of Member Services, Kristen Zeigler, VP of Human Resources, and Cindy Sarratt, who recorded the minutes of the meeting.

### **CALL TO ORDER – INVOCATION**

President Barbara Weston called the meeting to order at 12:30 p.m. Following the Call to Order, Willie Jeffries gave the Invocation.

### **MEMBER COMMENT PERIOD**

There were no members present or online during the Member Comment Period.

### **APPROVAL OF MINUTES OF BOARD MEETING OF November 18, 2022**

On motion by George Wilson, seconded by Jackie Shaw, and carried, the minutes of the Board of Trustees Meeting of November 18, 2022 were approved.

### **REPORTS**

#### **FINANCIAL REPORTS**

The Financial Reports for November 2022 were approved as presented by the CEO.

### **NEW MEMBER AND FINAL BILLS REPORT**

The CEO reported that 19 new members made application for service from November 21-30, 2022 and those new members are now actively receiving electric service from the Cooperative. On motion by Gary Geiger, seconded by Jim Dantzler, and carried, the following resolution was passed:

RESOLVED, that the application of new members is hereby accepted and approved.

There were 166 Final Bills sent out for the month of November. Those members are no longer receiving electric service from the Cooperative.

### **SAFETY REPORT**

In giving the monthly safety report, Mr. Lowder informed the board that one vehicle accident occurred when an employee damaged a tailgate while backing in an uncleared right of way. There were no lost time accidents, no hours lost, the OSHA Recordable accidents, no employee injuries, no consumer damage claims, and no miscellaneous accidents reported in November 2022. Mr. Lowder also presented a 5-year Safety Performance Report and reported that we are still in first place in our category of the President's Safety Contest.

### **BOARD COMMITTEE REPORTS**

#### **AUDIT COMMITTEE**

Barbara Weston reported that the Audit Committee met at 11:30 a.m. on December 21, 2022 to review expense accounts for October and November 2022. All accounts were found to be in order and the report of the Audit Committee was accepted.

#### **ECONOMIC DEVELOPMENT COMMITTEE**

No report.

#### **CEO COMPENSATION AND BENEFITS REVIEW COMMITTEE**

Jim Dantzler reported that he has some computer issues and that he will mail everyone the CEO Evaluation Form to be completed and brought back to the January board meeting.

#### **ETHICS AND GOVERNANCE COMMITTEE**

No report.

#### **POLICY AND BYLAWS COMMITTEE**

William Robinson reported that the Committee met on December 14 and December 21 to review the following policies: Sick Leave, Vacation Leave, Military Leave, Jury Duty, and PTO (Personal Time Off). The Committee approved the Jury Duty and Military Leave revisions on December 14<sup>th</sup>, but asked for clarification on the PTO and Sick Leave policies. The board received clarification on the Sick Leave and PTO policies at the Committee meeting this morning, December 21<sup>st</sup>, and approved the Sick Leave, Vacation Leave, and PTO policies.

During discussion, the CEO gave an explanation of the policy changes. The board approved the recommended revisions to Policies 205, 207, 209, and 210.

William Robinson further reported that the Committee discussed board compensation and term limits. The Committee asked that the CEO work with John Felder and Aaron Christenson to draft some language to be brought back to the Committee for discussion at their next meeting.

### **OPERATION ROUND UP REPORT**

Chad Lowder reported that grants in the total amount of \$19,000 were awarded at the meeting on December 12, 2022.

### **UPDATES**

#### **CENTRAL UPDATE**

The CEO reported that the Central board will meet in January.

#### **STATEWIDE UPDATE**

In his report of the Statewide Winter Conference recently held in Greenville, Mr. Lowder announced that Sheila Rivers received an Award of Excellence for her work with the *South Carolina Living* magazine, Statewide is interviewing for Lou Green's position, and Mr. Lowder was appointed Secretary/Treasurer of the Statewide association. Terry Mallard, President and CEO of Broad River Electric Cooperative is the Chairman of the Statewide association.

### **OLD BUSINESS**

#### **ECONOMIC DEVELOPMENT UPDATE**

##### **Executive Session**

On motion by Jim Dantzler, seconded by Joe Strickland, and carried, the board entered executive session to receive confidential economic development information. Then, on motion by Gary Geiger, seconded by Jim Dantzler, and carried the board returned to regular session after having taken no action in executive session.

#### **FIBER TO THE HOME PROJECT UPDATE**

The Fiber to the Home Project Update was given during the TriCoLink Board Meeting, which was held following the Tri-County Electric Cooperative Board Meeting.

#### **MONTHLY OUTAGE REPORT**

The CEO reported that there were no major outages last month.

**NEW BUSINESS**

**2023 OPERATING PLAN AND BUDGET**

Following a thorough explanation and discussion, on motion by Gary Geiger, seconded by Willie Jeffries, and carried, the 2023 Operating Plan and Budget was approved.

**ADJOURNMENT**

There being no further business, on motion by Willie Jeffries, seconded by Gary Geiger, and carried, the meeting adjourned at 2:20 p.m.

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Jacqueline S. Shaw, Secretary

APPROVED:

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Barbara F. Weston, President