



VERMONT ELECTRIC COOPERATIVE, INC.
REGULAR MEETING OF THE BOARD OF DIRECTORS

APPROVED MINUTES

April 29, 2025

As required under the VEC Bylaws, notice of this meeting was sent to each director on April 23, 2025, either via US Mail or by electronic means for those directors requesting such delivery.

Board Members Present: Rich Goggin (President), Paul Lambert (First Vice President), Carol Maroni (Second Vice President), Jody Dunklee (Secretary), Charlie Van Winkle (Treasurer), Tom Bailey, Ken Hoepfner, George Lague, Bonnie Pratt, Mark Woodward, and Jeffrey Wilson

Staff Present: Rebecca Towne (CEO), Peter Rossi (Chief Operating Officer), Caroline Mashia (Chief Financial Officer), John Varney (Manager of Safety, Security, and Facilities), Andrea Cohen (Manager of Government Affairs and Member Relations), Cyril Brunner (Innovation and Technology Leader), Jeff Bickford (People and Culture Leader), and Thea Schwartz (Corporate Counsel)

AGENDA ITEM #1 -- CALL TO ORDER

President Goggin called the meeting to order at 12:02 pm.

AGENDA ITEM #2 – SAFETY MINUTE

Jeffrey Wilson shared about the importance of being careful around electric fences. He advised to be aware of when a fence is on and to be aware of when turning on the fence, to make sure others are aware that you are doing so.

AGENDA ITEM #3 – REVIEW MARCH 25, 2025 REGULAR BOARD MEETING MINUTES

Ken Hoepfner moved and Carol Maroni seconded that the minutes of the Regular Board meeting held on March 27, 2025 be approved. All but one of the Directors voted to approve the minutes.

AGENDA ITEM #4 – REVIEW MARCH 17, 2025 SPECIAL BOARD MEETING MINUTES

Charlie Van Winkle moved and Jeff Wilson seconded that the minutes of the Special Board meeting held on March 17, 2025 be approved. The minutes were approved by unanimous vote.

AGENDA ITEM #5 – COMMUNICATIONS REPORT

Carol Maroni, Chair, presented the Communications Committee minutes from the Committee's April 8, 2025 meeting. Directors commented that they thought VEC staff had done a good job on the Public Service Announcement (PSA). Charlie Van Winkle moved and Mark Woodward seconded that the minutes from the April 8, 2025 Communications Committee be approved. The minutes were approved by unanimous vote.

AGENDA ITEM #6 – GOVERNANCE COMMITTEE REPORT

Ken Hoeppner, Chair, presented the Governance Committee minutes from the Committee's March 25, 2025 meeting. Carol Maroni asked for minor edits and with these changes the minutes were approved by unanimous vote.

AGENDA ITEM #7 – BOARD POLICY REVIEW – BOD.5: COMPENSATION OF DIRECTORS

President Goggin guided a discussion of Director attendance, remote meeting guidelines and Director compensation.

It was noted that the VEC Bylaws prescribe what constitutes meeting attendance, and this includes participation by telephone. Several Directors expressed concern over the Board being overly prescriptive about how a Director can participate. The discussion regarding how many remote meetings should be allowed resulted in the Board deciding that there should be no specific number and that, instead, Directors keep in mind and strive to meet the goal of participation and expectation that when they participate remotely, they work hard to show their involvement in the meeting. It was noted that Directors need the tools to fully engage, such as sufficient internet. Several Directors mentioned that it is important that Directors follow rules of engagement for both in-person and remote attendance. The Directors decided that Directors should work to be in-person first; and then if not possible, to be virtual; followed by participation via telephone. They also decided that if a Director cannot attend in-person then they should email the CEO and President prior to the meeting to inform them.

The Board discussed increases to stipends and compensation for Directors and Officers. Several Directors said they liked the concept of using COLA as a guide to increases to adjust for inflation. Other Directors referenced the recently reviewed benchmarks available through a national survey of electric cooperatives boards. Several Directors said that they are on the Board "in service to our members." The Directors discussed that members may not be aware of

Directors being compensated. A Director asked about whether serving on the Community Fund could be compensated, explaining that they spent a lot of time serving on it. Others felt that service on the Community Fund is voluntary and considered philanthropic. The Directors agreed to the following compensation changes:

Regular Meeting	\$375 to \$475
Other Authorized Meetings	\$300 to \$375
Committee Meetings	\$200 to \$250
Organizational Meeting	\$50 to \$65
Travel Day	\$300 to \$350
Telephone 1 st Hour	\$80 to \$100
Telephone Additional Hour	\$40 to \$50
Maximum Daily	\$675 to \$850

President	\$100 per month to \$150 per month
Secretary	\$50 per month to \$75 per month
Treasurer	\$75 per month to \$75 per month
Committee Chair	\$50 per meeting to \$100 per meeting

Jeffrey Wilson moved and Paul Lambert seconded to approve these changes and implement them starting June 1, 2025. The Board approved by unanimous vote.

AGENDA ITEM #8 – BREAK

President Goggin called for a break at 1:29. Meeting resumed at 1:41.

AGENDA ITEM #9 – REVIEW FORM 990

CFO Caroline Mashia presented the IRS Form 990 and answered the Directors' questions regarding the form. Mashia explained that Form 990 categorizes all VEC's costs to show compliance with its non-profit status. President Goggin asked if the form changes substantially each year. Mashia replied that it does not. She noted that if it did substantially change, she would inform the Board. Mashia also explained that the form used to be prepared in-house, and it was decided that it was more appropriate for it to be prepared by an outside accounting firm. Mashia answered questions about investment income and its classification on the form, explaining that the way it is classified for the form is different than it is classified for audit purposes. Jeffrey Wilson moved to accept the Form 990 as presented, and Charlie Van Winkle seconded. The Board accepted the Form 990 by unanimous vote.

AGENDA ITEM #10 – CFO QUARTERLY FINANCIAL REPORT

Mashia presented the quarterly financial report. She explained the purpose of each of the financial statements included in the report and answered Directors' questions.

AGENDA ITEM #11 – MANAGERS' REPORTS

CEO Rebecca Towne presented the CEO report. Members of the Senior Leadership Team were present to answer questions from Directors about details in the written managers' reports.

AGENDA ITEM #12 – CEO PERFORMANCE REVIEW FORMAT

People and Culture Leader Jeff Bickford explained that he had incorporated the feedback he received from the Governance Committee at its March 25, 2025 meeting into the CEO Performance Review format and created the revised format. Carol Maroni said that she had comments on the revised format. President Goggin requested that the revised format be reviewed and discussed at the next Governance Committee meeting.

At 3:18 pm, Charlie moved and Mark seconded that the Board go into Executive Session to discuss CEO goals and performance. The Board voted unanimously to go into Executive Session.

AGENDA ITEM #13– CEO GOALS UPDATE

Discussion occurred in Executive Session. The Board exited Executive Session at 4:14 pm.

AGENDA ITEM #14 – ANY OTHER BUSINESS

There was no other business.

AGENDA ITEM #15 – ADJOURNMENT

Carol Maroni moved and Jeffrey Wilson seconded to adjourn the meeting. The Board voted unanimously to adjourn the meeting. The meeting adjourned at 4:14 pm.

Respectfully submitted:

Jody Dunklee, Secretary

Rich Goggin, President