



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

APPROVED MINUTES

April 30, 2024

As required under the VEC Bylaws, notice of this meeting was sent to each director on April 23, 2024, 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 Don Worth

Staff Present: Rebecca Towne (CEO), Peter Rossi (Chief Operating Officer), Caroline Mashia (Chief Financial Officer), Andrea Cohen (Manager of Government Affairs and Member Relations), Laura Kinney (Project Planner), Vickie Brown (General Counsel), Cyril Brunner (Innovation and Technology Leader), and Jeff Bickford (People and Culture Leader)

AGENDA ITEM #1 -- CALL TO ORDER

President Goggin called the meeting to order at 12:00 noon.

AGENDA ITEM #2 – SAFETY MINUTE

Woodward advised the group to use LED blinking lights on the back of bikes to improve visibility.

AGENDA ITEM #3 – MINUTES REVIEW

Pratt moved and Bailey seconded that the minutes of the regular Board meeting held on March 27, 2024, be approved. The minutes were approved by unanimous vote.

AGENDA ITEM #4 – REVIEW FORM 990

Mashia noted that the Form 990 included in the packet was prepared as it has been in the past with one change: after consulting with our auditors, VEC now records Renewable Energy Credits (REC) revenues as an offset to power supply costs, rather than as “other revenues.”

She noted that VEC has again met the “85/15” rule, which requires that 85% of revenues come from members. VEC must meet that rule to retain its not-for-profit status. The Form 990 also shows the allocation of earnings back to members as member capital.

Pratt moved and Hoepfner seconded that the VEC Board approve the 2023 IRS Form 990 tax return as presented. The motion passed by unanimous vote.

AGENDA ITEM #5 – GOVERNANCE COMMITTEE REPORT

Hoepfner noted that the Governance Committee met on April 5, 2024 and made several recommendations for policy changes. He asked for a motion to approve the meeting minutes.

Bailey moved and Woodward seconded that the Board approve the minutes of the April 5, 2024 Governance Committee meeting. The motion passed by unanimous vote.

Hoepfner reviewed the committee’s recommendations as to four policies.

- The Whistleblower Policy was revised to specify that only the Board President and Vice-President receive reports, rather than all the Board officers, and to replace the title “General Counsel” with the more generic “internal counsel” throughout.

Lague moved and Pratt seconded that the Board approve the policy as amended. The motion passed by unanimous vote.

- Records Management Policy -- The committee recommended no changes.

Van Winkle moved and Lague seconded that the Board accept the policy without change. The motion passed by unanimous vote.

- Conflict of Interest – The committee approved management’s recommendation to add a restriction on hiring family members of senior leaders and HR department employees.

Pratt moved and Bailey seconded to approve the changes to the Conflict of Interest Policy. The motion passed by unanimous vote.

- Board Policy B.10 – Member Attendance at Board meetings -- This change would allow members to participate at Board meetings by electronic means, with notice to the Chair or CEO in advance.

Goggin moved and Woodward seconded that the VEC Board approve the changes to B-10, as recommended by the Committee. A flowchart summarizing the implementation of the revised policy was provided to the Board and discussed. Based on this discussion, staff will revise the flowchart to be consistent with the approved policy. The motion passed by unanimous vote.

AGENDA ITEM #6 – COMMUNICATIONS COMMITTEE REPORT

Maroni noted that the Committee met on April 11, 2024. Items discussed included the following:

- Annual meeting planning. The committee discussed including activities for young people and brainstormed ideas for future meetings.
- Annual member survey. This will go out in June as usual. There were several suggestions for additional topics for staff to consider.
- 2024 communications plan. The committee discussed creating a public service announcement with a safety message to be broadcast on-air. Hoepfner will follow up.
- Topics for future webinars.
- VEC website refresh options. Staff will review ideas that were suggested.

Minutes will be shared for Board approval when ready.

AGENDA ITEM #7 – VEC MISSION STATEMENT

Towne engaged the Board in an exercise to finalize the wording for a revised mission statement. The consensus of the Board was to revise the mission statement to be: “VEC is a member-owned electric distribution utility that provides safe, affordable, reliable, and sustainable energy services.”

AGENDA ITEM #8 – BREAK

There was a break at 1:00 and the meeting resumed at 1:20.

AGENDA ITEM #9 – NORTHEAST ASSOCIATION OF ELECTRIC COOPERATIVES (NEAEC) ANNUAL MEETING UPDATE

Lambert alerted the Board and staff of upcoming NEAEC events, noting that more information is available on the organization’s website:

- Annual business meeting on May 16, 2024 (via zoom)
- Fall conference in Saratoga Springs, NY on October 16-18
- Directors' education day is October 15, the day before the conference.

Kinney added that voting delegate designations are due to NEAEC on May 1. Towne will complete the designation form with Lambert and Maroni assigned as VEC's delegates.

AGENDA ITEM #10 – ANNUAL MEETING UPDATE

Kinney summarized the planning for the May VEC annual meeting, sharing the following agenda:

- 8 a.m. - Complimentary Member Breakfast & Exhibit showcase
- 9:30 a.m. - Business Meeting & Board Election results
- 10 a.m. - Keynote Presentation – “Powering Up for a Reliable and Resilient Future” with Peter Rossi and Jay Shaffer
- 10:45 a.m. - Door prize raffle

A VEC Ford F-150 truck will be available for members to see, and staff will demonstrate using the vehicle to power electric tools.

Towne noted that the Board will hold its annual organizational meeting after the annual meeting.

AGENDA ITEM #11 – MANAGERS' REPORTS

Towne shared additional details as to her take-aways from a recent meeting of the NRECA Strategic Technology Advisory Council held at the Idaho National Lab, including in the area of advanced small nuclear technologies.

Mashia noted that the electric load in Q1 of 2024 was higher than in Q1 of last year, mainly due to strong maple syrup production and cannabis growing operations.

Cohen noted that the Senate is poised to act on the Renewable Energy Standard revisions. One element of that bill is to remove the ability for “virtual” net metering through groups, requiring instead that generation must offset on-site or adjacent load.

Rossi shared some positive member feedback from the webinar that he and Jay Shafer led about weather and reliability.

There were other questions from the directors as to details in the managers' reports.

AGENDA ITEM #12 – OTHER BUSINESS

There was no other business.

AGENDA ITEM #13 – ADJOURN

Pratt moved and Van Winkle seconded to adjourn. By unanimous vote, the meeting adjourned at 2:26 p.m.

Respectfully submitted:

Jody Dunklee, Secretary

Rich Goggin, President