

MINUTES OF MEETING OF BOARD OF DIRECTORS OF TRINITY VALLEY ELECTRIC COOPERATIVE, INC.

Recitation of Authority

1. A regular meeting of the Board of Directors of Trinity Valley Electric Cooperative, Inc. was held at its corporate offices (Community Room) situated at 1800 Hwy 243 East in Kaufman, Texas, on January 26, 2021, at 1:00 P.M. pursuant to the call of the Chairman.

Notice

2. Notice of the meeting was duly and timely given to each Director.

Quorum

3. The Directors present at the meeting in person or via the internet were Howard Tillison, Carolyn Minor, Paul Weatherford, Jerry Priest, Dave Lang and Ed Reeve. Jo Ann Hanstrom was unable to attend the meeting.

Chairperson

4. Howard Tillison, as Chairman, acted as Chairperson of the meeting and Carolyn Minor served as Acting Secretary of the meeting.

Invocation

5. Jerry Woolston delivered the invocation.

Minutes

6. The minutes of the Board of Directors meeting held on December 22, 2020, were presented to those present and approved upon proper motion by Dave Lang, second by Ed Reeve and a vote of the board.

Presentations, Oral Reports and Introductions

7. (a) Open Forum – N/A
- (b) Safety Report – Chad Marshall
- (c) Control Issue – Positive Pay – Bobby White
- (d) Monthly Financials – Bobby White
- (e) General Manager/CEO Report – Jeff Lane

Executive Session – Legal Matters, et al

8. Upon proper motion by Paul Weatherford, second by Carolyn Minor, the board voted to enter into executive session at 2:02 p.m. to receive advice from counsel and consider pending and/or threatened litigation and matters associated there with. The board requested the following persons to participate in the executive session: General Manager/CEO, Tony Watson, Donna Hindman, and Legal Counsel. The following directors participated in the executive session: Howard Tillison, Carolyn Minor, Paul Weatherford, Jerry Priest, Dave Lang, and Ed Reeve. The executive session ended and the regular session reconvened at 2:33 p.m.

Open Session

9. Upon proper motion by Dave Lang, second by Ed Reeve, the board voted to return to open session.

Board Action Items

10. (a) **Safety Report** – Upon proper motion by Paul Weatherford, second by Ed Reeve, the board voted to approve the safety report for December 2020.

(b) **Bylaws Revision – Board District Boundaries** – Upon proper motion by Paul Weatherford, second by Dave Lang, the board voted to leave the aforementioned boundaries “as is” consistent with the Governance Committee’s recommendation.

(c) **NRECA Voting Delegate & Alternate** – Upon proper motion by Carolyn Minor, second by Paul Weatherford, the board voted to designate Jo Ann Hanstrom as Voting Delegate and Howard Tillison as Voting Alternate to the upcoming NRECA Annual Meeting.

(d) **Board Policy Review and Revisions** – Upon proper motion by Dave Lang, second by Paul Weatherford, the board voted to approve the following policies, to-wit:

- Board Policy 501 – Recruitment and Employment Practices
- Board Policy 502 – Equal Employment Opportunity
- Board Policy 502-1 – Harassment
- Board Policy 506-2 – Attendance
- Board Policy 507 – On Call Status
- Board Policy 508 – Wage and Salary
- Board Policy 508-1 – Employee Appraisal
- Board Policy 509-5 – Time Off to Vote
- Board Policy 512-2 – Problem Resolution
- Board Policy 512-3 – Uniform Dress Code
- Board Policy 518-1 – Tools and Safety Equipment
- Board Policy 520 – Accounting for Employee Use of Cooperative Vehicles

- Board Policy 523 – Employee Personnel File, Employment Verifications and References
- Board Policy 524-2 – Electronic Devices

(e) Director Policy Review and Revisions

- Director Policy 110 – Director Fees – Upon proper motion by Paul Weatherford, second by Ed Reeve, the board approved the aforementioned policy.

(f) Capital Credit Estate Retirement – Upon proper motion by Carolyn Minor, second by Dave Lang, the board voted to approve the aforementioned capital credit estate retirement for the Estate of Jack W. Coleman, Deceased.

Next Board Meeting and Related Items

11. The next board meeting is scheduled on February 23, 2021, in Kaufman.

Adjournment

12. Upon proper motion by Dave Lang, second by Paul Weatherford, the board voted to adjourn the meeting.

Dated: January 26, 2021



Carolyn Minor, Acting Secretary