

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 Community Room situated in Athens, Texas, on December 19, 2023, 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 were Howard Tillison, Carolyn Minor, Jo Ann Hanstrom, Paul Weatherford, Jeff Priest, Ed Reeve, and Jack Endres.

Chairperson

4. Howard Tillison, as Chairman, acted as Chairperson of the meeting and Jo Ann Hanstrom acted as Secretary of the meeting.

Invocation

5. Jeff Lane delivered the invocation.

Minutes

6. The minutes of the Board of Directors meeting held on November 28, 2023, were presented to those present and approved upon proper motion by Ed Reeve, second by Jeff Priest and a vote of the board.

Presentations, Oral Reports, and Introductions

7. (a) Safety Report – Chad Marshall

(b) Control Issue: Fleet Management Processes – Donna Hindman-Weaver

(c) Monthly Financials – Bobby White

(d) General Manager/CEO Report – Jeff Lane

Executive Session

8. An executive session was not held.

Board Action Items

9. (a) **Safety Report** – Upon proper motion by Carolyn Minor, second by Ed Reeve, the board voted to approve the safety report for November 2023.

(b) **2024 Budget & Work Plan** – Upon proper motion by Jack Endres, second by Jo Ann Hanstrom, the board voted to approve the 2024 Proposed Budget & Work Plan.

(c) **Board Resolution Honoring John D. Mosley** – Upon proper motion by Ed Reeve, second by Paul Weatherford, the board voted to approve the Resolution of Appreciation recognizing John Mosley's dedication to the Cooperative.

(d) **Overhead Construction Contract** – Upon proper motion by Paul Weatherford, second by Jack Endres, the board voted to approve the execution of an overhead construction contract with Whitmore Construction LLC.

(e) **Capital Credit Estate Retirement** – Upon proper motion by Jo Ann Hanstrom, second by Ed Reeve, the board voted to approve capital credit estate retirement for Martha Sloan

(f) **Board District Maps** – Upon proper motion by Jack Endres, second by Ed Reeve, the board voted to accept the recommendation of the Governance Committee regarding Board District composition.

(g) Policy Reviews and Revisions

Upon proper motion by Carolyn Minor, second by Jeff Priest, the board voted to approve the following:

(i) The following policies were considered in block:

Employee Policies

500 Employment at Will

500-1 Purposes, Development, and Revision of Personnel Policies

500-2 Board Management Employee Relations

512-4 Non-Solicitation and Non-Distribution

516 Contributory and Non-Contributory Benefit Programs for Employees

521-1 Smoke Free and Vapor Free Environment

521-2 Employee Assistance Program

Director Policy

600 Document Retention

Upon proper motion by Ed Reeve, second by Paul Weatherford, the board voted to approve the following:

(ii) The following policies were considered in block:

Employee Policies
507 – On-Call Status
509 – Holidays


Next Board Meeting and Related Items

10. The next board meeting is scheduled on January 23, 2024, in Kaufman, Texas.

Adjournment

11. Upon proper motion by Jack Endres, second by Ed Reeve, the board voted to adjourn the meeting at 2:23 p.m.

Dated: December 19, 2023



Jo Ann Hanstrom, Secretary