

Minutes of the regular meeting of the Clark County REMC  
Board of Directors held at the headquarters,  
7810 State Road 60, Sellersburg, Indiana on  
January 9, 2018 at 5:30 pm (EST)

Those present were: President Steven G. Dieterlen, Vice-President Paul Graf, Secretary/Treasurer Candace S. Meyer, and Directors: Stephen C. Stumler, Jimmie L. Sanders and John Biesel

Not Present: Director Derrick Vogt

Others Present: General Manager David A. Vince, System Attorney David Lewis, Assistant Secretary/Administrative Assistant Cindy Hockensmith, Assistant Treasurer/Finance & Administration Manager Jeremy Miller, Operations and Engineering Manager Dave Barton, and Member Services & Marketing Manager Brian Omerso

**Call to Order**

President Dieterlen called the meeting to order at 5:15 p.m.

**Additions or Deletions to the Agenda**

President Dieterlen called for any changes, additions or deletions to the January 9, 2018 meeting agenda. There being no changes made, it was moved by Vice President Graf and seconded by Director Biesel to approve the agenda as presented. The motion carried.

**Review of Draft Minutes**

President Dieterlen called for any changes to the draft minutes of the Board of Directors' meeting held on December 5, 2017. Hearing no changes President Dieterlen declared the minutes of the December 5<sup>th</sup> Board Meeting approved as written.

**Member Session**

No members attended this month's meeting.

**General Manager's Report to the Board**

**Financial Report:** The Financial Report was emailed to the directors for their review prior to the meeting. No Financial Report was given during this meeting. The Financial Report is included in attachment A.

**Safety Report:** The Safety Report was e-mailed to the directors for their review prior to the meeting. No Safety Report was given during this meeting. The Safety Report is included in attachment A.

**Member Issue:** General Manager Vince updated the board on the issue with one of our members, which we have been addressing for the past several months. The member would not allow us to come on their property to maintain our line. Last week Director Vogt informed General Manager Vince that after speaking with the property owners they have agreed to let us come on the property to do the maintenance. General Manager Vince said that the property owner also asked us for a statement indicating that we will

49 not hold the property owners responsible if the line is dug up or damaged. General Manager Vince noted  
50 that we can't do that and suggests that we follow our normal policies and procedures. General Manager  
51 Vince said that we can provide the property owner with a specific easement with a 10 foot right-of-way  
52 on each side. General Manager Vince said that we can move the line to run along the fence line or follow  
53 the path of the old line. He added that we bury our lines to code of 30 inches or deeper. General  
54 Manager Vince recommends that we follow our policies and procedures and get a specific easement. It  
55 was the consensus of the Board to accept the General Manager's recommendations to follow our policies  
56 and procedures and to replace the current prescriptive easement with a specific easement.

57  
58 **Strategic Planning Session:** President Dieterlen asked the Directors to begin thinking about issues they  
59 believe are important to address during the Strategic Planning Session. Director Sanders said that he  
60 believes we should use the goals from the 2017 General Manager's Evaluation as a basis. It was noted  
61 that a survey by the facilitators was sent out to all Planning Session participants yesterday.

62  
63 **Questions on Reports:** General Manager Vince asked the directors if they had any questions about the  
64 department reports that were emailed prior to the meeting. There were no questions.

65  
66 **Annual Meeting Gifts:** Samples of items being considered as registration gifts at the Annual Meeting  
67 were available for the Directors' review. It was the consensus of the board that the Night Light with our  
68 logo would be a nice gift.

69  
70 **Information on Recent Outage:** Operations and Engineering Manager Dave Barton reported that the  
71 cause of the recent outage was a connection on a Duke Energy Pole. This affected Reeves, Henryville  
72 and Memphis Substations. Reeves and Henryville were back on by 10 pm and Memphis was back on  
73 about 2 am. We picked up load from three different directions and were able to back feed the customers  
74 on the Memphis substation. General Manager Vince did phone interviews with TV Station Reporters  
75 from his home that night and then had interviews with local newspaper reporters the next day. Vice  
76 President Graf asked if this problem has happened before. Manager Barton answered that it has  
77 happened once before when the wrong wire was used. It causes a loss of one phase providing only  
78 partially power, which is what occurred this time also. Director Biesel commended everyone for a good  
79 job and good response time. Member Services & Marketing Manager Brian Omerso added that over  
80 1500 text messages came in to us during the outage and we received 100 Facebook comments. Secretary-  
81 Treasurer Meyer said that when she texted she received a message saying her location was unknown. She  
82 did receive a text reply when her service came back on. Manager Omerso is not sure why her location  
83 was unknown, but he will check on it.

84  
85 Secretary-Treasurer Meyer asked about Scott County trimming/cutting trees which fall on our lines  
86 causing outages. Manager Barton said that we may begin billing them for this. These incidents are just  
87 mishaps and not caused by unsafe work practices. Director Meyer also asked why our number of emails  
88 dropped. Manager Omerso explained that we cleaned up our email addresses, getting rid of undeliverable  
89 and returned emails, which caused the count to drop by 5000. Now we are sending fewer useless emails.

90  
91 **Member Concerns:** There were no member concerns reported.

### 92 **Action on Reports**

93  
94  
95 A motion was made by Director Stumler, and seconded by Vice President Graf to approve the General  
96 Manager's Report to the Board and accept the Financial Report as written. The motion carried  
97 unanimously.

98

99 **Policy Review:** Policies CIV-416, CIV-432 and CV-500 were presented for review. It was noted that  
100 CIV-416 had been amended to add one funeral day for the death of a grandparent-in-law. Following  
101 discussion it was the consensus of the Board not to grant funeral leave for the death of a grandparent-in-  
102 law. It was determined that employees would need to use their PTO in this instance. No changes were  
103 made to this policy dated March 7, 2017.

104  
105 System Attorney Lewis noted that he blended templates together to update Policy CIV-432. System  
106 Attorney Lewis reviewed the changes and recommended that these changes be accepted and the new  
107 updated policy be approved. He noted that the same subheading appears in the policy twice but it is  
108 addressing different subjects. It was moved by Secretary/Treas. Meyer and seconded by Director Biesel  
109 to accept the changes as recommended by System Attorney Lewis and approve Policy CIV-432 as  
110 presented. The motion carried.

111  
112 No changes were made to policy CV-500 and the policy was accepted as presented.

113  
114 **Standing Reports**

115  
116 **Hoosier Energy Report:** Director Stumler stated that the Hoosier Energy Board had not met since our  
117 last Board Meeting and he had nothing new to report.

118  
119 **Indiana Electric Cooperatives Annual Meeting:** Secretary/Treas. Meyer stated that the IEC Board had  
120 not met since our last Board Meeting and there was nothing new to report.

121  
122 **Legal Report:** System Attorney Lewis gave an update on the Bethany Road contracts. We have been  
123 talking with Clark Dietz Engineering Group for several months about easements and reimbursements for  
124 moving our lines on the Bethany Road project. System Attorney Lewis stated that we are now ready to  
125 move forward and sign the paperwork. Initially Clark Dietz Engineering Group did not give us a  
126 subordination agreement. Then when they did, System Attorney Lewis made a few changes to it. We  
127 now have the contract for the first phase. There are two phases. System Attorney Lewis said that he is  
128 comfortable with these documents bring signed. It was moved by Director Sanders and seconded by  
129 Director Stumler to approve the Contract and Subordination Agreement as presented for signature by  
130 System Attorney Lewis. The motion carried.

131  
132 When asked, System Attorney Lewis said that he still has not heard anything new on the Plains of Milan.

133 **Calendar Update:** The calendar was reviewed and updated.

134 **Director Time Sheets:** Directors were asked to turn in their annual time sheets at the March Board  
135 Meeting.

136  
137 **Credentials and Election Committee Update:** Committee members were confirmed and the committee  
138 will meet on January 18, 2018.

139  
140 **Other Business**

141  
142 **North Pole Community Event:** Director Meyer expressed her appreciation to the employees who  
143 worked the North Pole Community Event. She thought it was a very nice event.

144  
145 **Director Day Event:** Member Services & Marketing Manager Brian Omerso said that he is looking at a  
146 new event “Director Day”. He would like to have seven of these events in 2018, maybe between May

147 and August or September. Manager Omeroso hopes to start planning these events after the Annual  
148 Meeting. Manager Omeroso asked for input from the Directors and suggested that they think about it and  
149 let us know their ideas.

150  
151 **Questions:** General Manager Vince asked if the directors had any other questions for the Staff. There  
152 were none.

153  
154 President Dieterlen called for a dinner break at 6:10 p.m.  
155 President Dieterlen called the meeting back to order at 6:39 p.m.

156  
157 All employees left the meeting at this time.

158  
159 General Manager Vince and Administrative Assistant Hockensmith voluntarily excused themselves from  
160 the remainder of the meeting.

161  
162 **Post-Service Insurance Coverage for Sitting Directors:** Secretary-Treasurer Meyer initiated a  
163 discussion about whether the Co-op should continue to provide health insurance coverage at Co-op  
164 expense for eligible sitting directors after the director's term of service on the Board ends. She pointed  
165 out that for the past few years the NRECA has been recommending that electric co-ops dismantle benefit  
166 packages for "retiring" directors. She pointed out that it is against her own self-interest to end co-op paid  
167 health and hospitalization insurance for eligible past directors, but she feels that it is the right thing to do.  
168 She commented that the issue should be analyzed from the perspective of the best interests of the co-op  
169 and co-op members and not from the perspective of the personal, best interests of the Directors. During  
170 discussion it was pointed out that there are electric co-ops across Indiana that provide insurance benefits  
171 to directors when they leave their boards; CCREMC is not the only co-op to provide this benefit. It was  
172 also pointed out that this topic has been debated and discussed before and a Board decision was made to  
173 "grandfather in" those sitting directors who were elected to the Board before a specified date and who  
174 served on the Board for a specified length of time. The opinion was expressed that there is no need for  
175 new discussion on a settled topic. In response it was mentioned that the recent events at UDWI illustrate  
176 how times are changing and how the UDWI example has given rise to member concerns. It was pointed  
177 out that an instructor at a recent NRECA training session stated that the old way of doing things was, in  
178 earlier times, viewed through a "lens of trust" but in the current climate people tend toward viewing  
179 leaders and officials through a "lens of mistrust". Director Biesel told about a CCREMC member who  
180 asked him to justify the practice of co-op paid health insurance for past directors. He offered the event as  
181 an example of how our own members are questioning the current policy. He believes the concern is not  
182 isolated to only one member. A Director pointed out that a recent NRECA class instructor quoted a  
183 statistic that 80% of co-ops nationwide have done away with insurance benefits for past directors.  
184 Director Meyer made a motion that the co-op not pay any retirement benefits for sitting directors when  
185 they go off the Board. The motion was seconded by Director Graf. More discussion was had. It was  
186 pointed out that there is no urgency in taking a vote tonight and that a decision on an issue of this  
187 importance shouldn't be made at a meeting when all Directors aren't present. Director Sanders made a  
188 motion to table Director Meyer's motion. The motion to table was seconded by Director Stumler. During  
189 discussion on the motion to table, it was pointed out that this is the third month in a row when a director  
190 was unable to attend and that there is no guarantee that future meetings will be attended by all directors.  
191 President Dieterlen expressed his concerns about providing benefits to currently-seated, eligible directors  
192 when they become past directors, but agreed that the issue shouldn't be voted on at this meeting because  
193 of Director Vogt's inability to attend (due to illness). The vote on the motion to table was deadlocked 3-3.  
194 Secretary-Treasurer Meyer's motion to stop paying benefits for eligible sitting directors when they leave  
195 the Board was brought to a vote. That vote, too, was deadlocked 3-3.

196 Secretary-Treasurer Meyer asked that the matter be placed on the agenda of the next Board meeting and  
197 that if any Directors are unable to attend the meeting in person they should attend electronically through  
198 FaceTime.

199

200

**Adjournment**

201

202 There being no further business appearing the meeting was adjourned at 7:10 p.m.

203

204

205

206

207

208

209

210

211

212

Attachment A: General Manager's Report

---

Candace Meyer,  
Secretary/Treasurer