

LA PLATA ELECTRIC ASSOCIATION, INC.
Committee on Policies Meeting Minutes
Monday, January 10, 2022
10:00 A.M. – 11:00 A.M.
<https://www.lpea.coop/policy-committee>

CALL TO ORDER

The Committee on Policies of the La Plata Electric Association Board of Directors was held Monday, January 10, 2022, via Zoom webinar. Committee Chair Compton called the meeting to order at 10:01 a.m. The following committee members were in attendance:

COMMITTEE MEMBERS

Director Ted Compton, Committee Chair
Director Dan Huntington
Director Joe Lewandowski
Karl Ramsey, VP of Finance

EXCUSED ABSENCE

Jessica Matlock, CEO

LPEA STAFF

Graham Smith, Board and Staff Attorney
Janelle Thunstrom, Executive Assistant

WEBINAR GUESTS

None

APPROVAL OF AGENDA AND MEETING MINUTES

Committee Chair Compton addressed the January 10, 2022, Committee on Policies meeting agenda.

Motion: Committee Member Lewandowski moved to approve the agenda as amended, adding a brief discussion on Policy 108 as time allows. Motion seconded and carried without dissent.

Committee Chair Compton addressed the Committee on Policies October 4, 2021, meeting minutes.

Motion: Committee Member Huntington moved to approve the October 4, 2021, meeting minutes as presented. Motion seconded and carried without dissent.

REVIEW AND UPDATE OF POLICY 105

Attorney Smith addressed recommended revisions from committee and non-committee members on redlined edits and side-bar notes related to Policy 105 ([Director Elections and Annual Meeting Voting](#)) and Exhibit. Discussion ensued on related topics within each document; committee members gave input and changes were requested. Director Lewandowski requested policy changes to be emailed to committee members at least a few days prior to the meeting for review. Attorney Smith will send an updated memo with the adopted revisions to the committee members.

FUTURE MEETING SCHEDULE

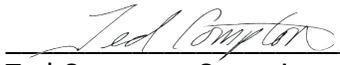
Attorney Smith will send an updated memo with the adopted revisions to non-committee directors with all revisions due by January 27, 2022, in time for the February 3, 2022, Committee on Policies meeting. The Board of Directors will vote on the amended policies at the February 16, 2022, meeting.

POLICY 108 DISCUSSION – ADDED AGENDA ITEM

Based on Attorney Smith's analysis, Committee Chair Compton recommended that no changes be made to Policy 108 ([Disclosure of Cooperative Information](#)), Section II, D at this time. The current policy is tailored to match the recommendations from NRECA's Governance Task Force Report and to comply with the cooperative's legal obligations. Attorney Smith and VP Ramsey took questions from committee members.

ADJOURN

There being no further business, the Committee on Policies of the La Plata Electric Association Board of Directors meeting adjourned at 11:45 a.m. Recorded by J.P. Thunstrom, and approved by:



Ted Compton, Committee Chair