

## **TRUSTEE ROLES AND RESPONSIBILITIES**

- Talquin's Board of Trustees includes nine Trustees elected by the Cooperative members. Trustees serve three-year staggered terms. An election is held for three of the Trustee positions each year at the Cooperative's Annual Meeting.
- All Trustees are expected to attend the Cooperative's Annual Meetings, even if the Trustee is not a candidate for election. The Cooperative Annual Meeting is held on a Saturday, typically in April. After the conclusion of the Annual Meeting, the Board holds an organizational meeting to elect Board officers for the next year.
- The Board has two scheduled meetings per month: a Board Workshop and a Regular Meeting. The schedule for Board Workshops and a Regular Meetings are set in advance for the entire calendar year by Board resolution and posted on the Cooperative's website. Generally, the Board Workshop is held on the first Monday of each month and the Regular Board Meeting is held on the third Wednesday of each month. Dinner is provided at 5:45 p.m. and the meeting begins at 6:30 p.m. Meetings are usually at the Headquarters in Quincy and typically last three to four hours. On special occasions, meetings may be held at different locations throughout Talquin's service area. Board Workshops and Regular Meeting days are subject to change; however, this is rare.
- Although infrequent, there may also be unscheduled Special Meetings of the Board (e.g., an emergency meeting). These meetings may be scheduled on short notice and subject to change.
- Electronic Board Meeting packets are sent out to each Trustee prior to each scheduled Board Workshop and Regular Meeting. These packets contain information that will be considered in the upcoming meeting. Trustees are expected to review this packet in detail in preparation for the Board Workshop or Regular Meeting.
- Attendance at Trustee meetings via electronic communications technology (e.g., telephone) is possible; however, Trustees are strongly encouraged to attend in person. Electronic attendance should be reserved for extenuating circumstances only.
- Trustees receive an Attendance Per Diem & reimbursement of certain expenses for attending Board Meetings and Workshops:
  - For the first two Board Meetings (regular or special) or Workshops attended by a Trustee in a single month, the Trustee receives a \$650 attendance per diem if attending in person.
  - For any additional Board Meetings or Workshops (separate from the first two meetings/workshops) attended by a Trustee in a single month, the Trustee receives a \$350 attendance per diem if attending in person.
  - In the event a Trustee must attend a Board Meeting or Workshop electronically, the attendance per diem shall remain \$650 if the Trustee is out of town on Cooperative Business and is reduced to \$350 if electronic attendance is for personal reasons.
  - In addition to the attendance per diem, Trustees attending Board Meetings or Workshops in person shall receive a mileage reimbursement at the authorized rate

per mile calculated from the Trustee's place of abode to the meeting and return. No other expenses incurred by a Trustee to attend a Board Meeting or Workshop shall be considered a reimbursable expense

- Trustees are strongly encouraged to complete the National Rural Electric Cooperative Association Credential Director Certification (CDC) within their first three years of Board service. After completion of the CDC, additional Board Leadership or Gold Credential levels are optional, but encouraged. This is important to show that Talquin Trustees have used due diligence to ensure proper and adequate training and expertise as they conduct their fiduciary duties.
  - CDC consists of five core courses
    1. Director Duties & Reliabilities
    2. Understanding the Electric Business
    3. Board Operations and Process
    4. Strategic Planning
    5. Financial Decision Making
  - These courses can be taken at various National Rural Electric Cooperative Association meetings and conferences offered throughout the United States, while attending the following meetings/conferences:
    - National Rural Electric Cooperative Association Annual Meeting
    - National Rural Electric Cooperative Association Directors Conference
    - Florida Electric Cooperative Association Summer Leadership Conference
    - National Rural Electric Cooperative Association Directors School
    - National Rural Electric Cooperative Association Regional Meeting
    - National Rural Electric Cooperative Association Winter School
  - These meetings/conferences are normally three to five days in duration.
- Either annually or bi-annually the Board of Trustees holds a strategic planning retreat at which in-person Trustee attendance is expected. Strategic planning retreats are usually two full days long and occur at a location within the four counties served by the Cooperative.
- Trustees receive an Attendance Per Diem & reimbursement of certain expenses for attending NRECA meetings/conferences, strategic planning retreats, and other meetings pertaining to Cooperative business.
  - For these events, Trustees receive a \$350 attendance per diem for each day of attendance.
  - In addition to the attendance per diem, Trustees are reimbursed for travel expenses associated with their in-person attendance (e.g., lodging, meals, transportation, incidentals) in accordance with Board Policy 5-1a. Trustees are responsible for all other non-travel related expenses associated with attending

other meetings pertaining to Cooperative business (e.g., childcare or lost business or personal income).

- Cooperative Members periodically contact Trustees to share concerns or issues (i.e., power outages; water concerns, etc.). Trustees spend time listening to their constituents and generally will need to follow up with the General Manager. In addition, these types of concerns are shared with other Trustees at the Regular Meetings and Board Workshops as “Directors’ Reports.”
- Note that the dates/times for all meetings, conferences, and retreats described herein may change from time to time on short notice. The Cooperative is not responsible for any personal costs incurred by Trustees as a result of any cancellation or rescheduled event.