

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS FOR
NORTHCENTRAL ELECTRIC COOPERATIVE**

The August 24, 2022, meeting was held pursuant to the Bylaws. All Directors were present except for Director Don Dickerson. Also present were Kevin Doddridge, CEO/General Manager, Attorney, James E. Woods, and Staff.

President Pat Woods called the meeting to order at 12:05 p.m.

Invocation was given by J D Cox.

LISTENING SESSION: None.

Next, Motion by Director Morris Thompson to approve the August 24, 2022, Agenda. Motion seconded by Director Julie Niblett. Motion put to vote and passed.

Next, Motion by Director Tony Taylor to approve the July 2022, Board Minutes. Motion seconded by Director Phil Lachaussee. Motion put to vote and passed.

Next, the Board reviewed financial reports for July 2022.

Next, Motion by Director Joan Childress, seconded by Director Morris Thompson, to approve new and terminated members for July 2022. Motion put to vote and passed.

Next, Attorney's Report – Attorney Woods met with David Von Boeckman on Right-of-Way issues.

Next, Staff gave updates on their department, but no action taken.

OLD BUSINESS: None.

NEW BUSINESS:

A. Pursuant to Section 11.05 of the Bylaws, proposed changes to the bylaws were sent to each board member prior to the meeting. CEO/General Manager Doddridge presented these changes along with the reasons for the changes. Motion by Director Jerry Nichols, seconded by Director Phil Lachaussee to approve the attached presented bylaw changes. Motion put to vote and passed.

EXECUTIVE SESSION:

Motion by Director Morris Thompson, seconded by Director Jerry Nichols that the Board go into Executive Session to determine if the Board had a legal reason to go into Executive Session. Motion put to vote and passed.

Next, Motion by Director Morris Thompson and seconded by Director Jerry Nichols that the Board did have a legal reason to go into Executive Session – CEO/General Manager Performance Review and salary. Motion put to vote and passed. Chairman declared the meeting in Executive Session.

Next, President Pat Woods gave the report of the Executive Committee Performance Review for the CEO/General Manager Doddridge. Chairman Woods reported the Executive Committee recommended that CEO/General Manager Doddridge be re-employed for another year with a salary of \$357,000. Motion by Director Joan Childress and second by Director Julie Niblett to approve the Executive Committee Report. Motion put to vote and passed. Based on the Report, Motion by Director Joan Childress and seconded by Director Julie Niblett that the CEO/General Manager Kevin Doddridge be re-employed for another year with an annual salary of \$357,000. Motion put to vote and passed.

Next, Director Joan Childress presented a letter of resignation for her position as a board member. That letter of resignation is attached to the minutes. Motion by Director Phil Lachaussee and seconded by Director Ricky Jones to accept Ms. Childress resignation and declare a vacancy in District 7. Motion put to vote and passed.

Next, Motion by Director Tony Taylor, seconded by Director Morris Thompson to go out of Executive Session and back into regular session. Motion put to vote and passed. President, Pat Woods, declared the meeting in open session.

ITEMS OF MUTUAL CONCERN: None.

Chairman declared no further business, Motion by Director Jerry Nichols and seconded by Director Morris Thompson to adjourn. Motion put to vote and passed. The Chairman declared the meeting adjourned.



PAT WOODS, PRESIDENT



DON DICKERSON, SECRETARY

AGENDA

BOARD OF DIRECTORS REGULAR MEETING

August 24, 2022

Noon

- 1) Call to order by President
- 2) Invocation
- 3) Listening Session (if needed)
- *4) Approve August Board Agenda
- *5) Approve Minutes of the Previous Board Meeting
- 6) Review July 2022 Financial Reports
- *7) Approve New and Terminated Members for July 2022
- 8) Attorneys Report
- 9) Staff Reports
 - A. Safety Report
 - B. Engineering/Operations Report
 - C. Line Construction Report
 - D. Marketing and Business Development Report
 - E. Administrative Report
 - F. Manager's Report
- 10) Old Business
- 11) New Business:
 - *A. Approve Presented By Law Changes
- 12) Executive Session
 - *A. Review and Recommend CEO Compensation
- 13) Items of Mutual concern

August 24, 2022

Pat Woods, President,
Board of Directors,
Kevin Doddridge, CEO/General Manager
NORTHCENTRAL ELECTRIC COOPERATIVE
Olive Branch, MS 38654

Dear Pat, Kevin, and fellow Board members:

It is with sadness that I am resigning from the Northcentral Electric Cooperative and Northcentral Connect Board of Directors today as I no longer meet qualifications to be on the Board.

I have been living alone on my 250 acres for almost 7 years and have wrestled for a while with a decision to move closer to family and town. I put the house and seventeen acres on the market and it quickly sold. Since our last meeting, we closed the deal and I moved to Olive Branch but will soon relocate to Silo Square in Southaven. I will still be a Northcentral customer as I have power in my barn.

This has been a wonderful experience. I have learned so much, but mostly that Northcentral could not be in better hands. You are all wonderful to work with. I will miss everybody, but I know there will be a good, qualified person ready to step in.

Thank you and I will miss seeing everyone on a regular basis.

With love,



Joan Childress

Section 3.03 – Notice of Members’ Meeting

Written or printed notice stating the place day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 27 days before the date of the meeting, ~~either personally or by mail~~, by or at the direction of the Secretary, or by the directors or members calling the meeting, to each member. If directors are to be elected at such meeting, the notice of members’ meeting shall include a statement of the board members to be elected as provided in Section 4.04. Unless contained with such notice, no matter may be acted upon at the meeting which required the affirmative votes of at least a majority of the members. If mailed such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member as it appears on the records of the Association, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4.04-1 – Nominations

Nominations to the Board of Directors, whether incumbent or new candidate, will be made by the membership. Any twenty-five (25) or more members from a district from which a director is to be elected shall make nominations for directors to represent that particular district in writing over their signatures. Said petition or petitions must be in such a form as from time to time be produced by the Association, and must be presented to the Secretary at least thirty-seven (37) days prior to the election date, and in such event that said petition or petitions are presented within the time aforesaid, and in the manner aforesaid, the Secretary shall post the same at the principle office of the Association. The Secretary shall mail with the notice of the meeting a statement of the number of directors to be elected and stating the District from which each shall have been nominated. All names shall be listed in alphabetical order. The members may, at any meeting at which a director shall be removed as herein for provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations. Notwithstanding anything in the Section contained, failure to comply with any of the provisions of the Section shall not affect in any manner whatsoever the validity of any election of directors.

