

CHARITON VALLEY ELECTRIC COOPERATIVE, INC.  
GENERAL BOARD  
POLICY 26

SUBJECT: Attendance and Participation in Membership and Board Meetings

DATE: November 1981, May 2010, January 2011, August 2015, June 2019

The following is hereby adopted as the policy pertaining to attendance and participation in Membership and Board meeting.

1. Membership Meetings

A. **Attendance.** In addition to attendance by the Cooperative members, any membership meeting of the Cooperative shall be open for attendance by:

1. Staff members of the Cooperative;
2. Directors and staff members of Northeast Missouri Power, and of national and statewide or other cooperative service organizations;
3. Invited guests;
4. Media representatives, including accredited representatives of all daily and weekly newspapers having circulation in the general service area of the Cooperative, and of radio and television stations in such general service are;
5. Any member of the public who registers, giving his or her name, address, organization represented, and interest or basis of concern in the meeting.

In the event of space limitations, priority in attendance shall be accorded in accordance with the order of classification listed above.

B. **Speaking Participation.** While only those on the program directors, and members, shall have the right to participate in the discussion of business before the meeting, time permitting, the chairman of the meeting with the consent of the members may permit any other person in attendance to speak on any issue before the meeting, subject to the appropriate limitation as to time as the chairman may impose.

## 2. Board Meetings: Basic Considerations.

The problems of attendance and participation in Board meetings by others than Board members and staff personnel present problems somewhat different than those for general membership meetings. The Board of Directors is charged under the Cooperative's Bylaws with the duty of management of the business and affairs of the Cooperative. In carrying this out, the Board has the responsibility for determining broad management policy with the day to day responsibility for implementing those policies delegated to the General Manager who, in turn, must delegate many responsibilities to staff members responsible to him.

Thus, every Board session of the Cooperative is a working one involving an extensive agenda, reviewing the reports and recommendations of management pertaining to both construction and operational matters, recommendations of advisory groups and legal counsel, and legislative and administrative actions affecting the Cooperative and its members and many others. For the Board to effectively carry out its duties of basic management of the business and affairs of the Cooperative, it is important that directors, in their deliberations and decisions, have complete freedom to express their views, unhampered by the realization or thought that their every expression may be subject to public dissemination and interpretation by representatives of the press or other media. Meeting of the Cooperative's Board of Directors, like the board meetings of other business corporations, are not subject to open meetings laws. While it is recognized that the nature of the Cooperative is such that the Board of Directors is ultimately accountable to the members, this does not mean that every Board session of the Cooperative must become a forum for debate and action by each and every consumer affected by its decisions. To function efficiently and carry out its mandate of business management, it is essential that the Board act in its representative capacity and in an atmosphere conducive to the discharge of this function. In view of these sometime conflicting considerations, the following is adopted as a statement of policy governing attendance at and participation in meetings of the Cooperative Board of Directors.

### A. Attendance:

1. Subject to the exclusions listed under subparagraph 2 below, attendance at Board meetings shall be open to:
  - a. Directors.
  - b. The Manager, and such other Cooperative staff members, attorneys, or other consultants as the General Manager or Board may from time to time designate.
  - c. Such person as may file a written request to attend with the General Manager at least fourteen days prior to the Board meeting. (A sample request form is attached).
  - d. Upon receipt of a written request, the General Manager or his/her delegate will make a reasonable effort to confer with the requesting party to determine if the matter can be resolved without Board of Directors action.

- e. If the General Manager fails to satisfy the requesting party and such party still desires to appear before the Board of Directors, then the General Manager shall forward the written request to each Director.
- f. The General Manager shall promptly advise the requesting party of the date, time and place as established by the Board of Directors for the requesting party to appear before the Board of Directors.
- g. Only Member-Consumers or other persons who have made a written request required by Section 2.A.1.c hereof, which has been granted may appear before the Board of Directors.
- h. Any appearances before the Board of Directors shall be limited to consideration and presentation of the specific matters which the requesting party set forth in writing as required by Section 2.A.1.c hereof. If more than one (1) Member-Consumer or other person requests to appear before the Board of Directors in connection with the same subject, the Board of Directors may restrict the maximum number of those who may appear, which may be less than the total number who joined the request. Any Member-Consumer or other person appearing before the Board of Directors will be given a reasonable length of time, as determined by the Board of Directors, to present and discuss the matters set out in his/her written request.
- i. Whenever one (1) or more Member-Consumers or other persons are allowed to attend a meeting of the Board of Directors:
  - 1. Such person shall not impair or interfere with the conduct of the Board meeting.
  - 2. The Board of Directors may ask any questions it deems appropriate. The Directors may elect not to discuss, respond to, or take any action with respect to such matter or inquiry until after such person(s) has retired from the meeting room. After deliberating on the matter and making a decision thereon, the Board of Directors shall cause such person(s) to be informed of the decision, including, if such be the case that no action was or will be taken.
- j. At each meeting of the Board of Directors, the General Manager shall report any written requests to appear before the Board of Directors he/she has received and shall give a status report on each such request.

Exclusions:

- 2. Unless expressly consented to by the Board of Directors, the following will not normally be permitted to attend Board meetings.
  - a. Members or representatives of communication media, such as newspapers, radio and television;
  - b. Individuals or members of organizations who have appeared in administrative or legal proceeding as adverse parties to the interests of the Cooperative.

B. Participation In Board Meetings:

1. Voting shall be confined to members of the Board of Directors;
2. Discussion of items of business before the Board shall be confined to the Directors, General Manager and staff members or consultants in attendance at the designation of the General Manager;
3. Any person who wishes to speak or present any item of business to the Board may do so within time limitations determined by the President, provided that such person makes a written request therefore not less than fourteen days prior to the meeting and such request is granted by the General Manager or Board of Directors prior to the meeting.

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Secretary

June 27, 2019  
Date Adopted