



POLICY NO. 20-030

REVISION DATE: December 29, 2011

**SUBJECT: ATTENDANCE OF MEMBERS OR OTHERS
AT BOARD OF DIRECTOR MEETINGS**

I. PURPOSE

To establish appropriate procedures relating to member attendance at Board Meetings.

II. POLICY CONTENT

It is understood that Directors of Okanogan County Electric Cooperative (Cooperative) are elected by the membership to serve as fiduciaries on behalf of the members and to fulfill all aspects of that responsibility under federal and state laws/ regulations, the Cooperative's Articles of Incorporation and the Cooperative's Bylaws.

Notwithstanding this representative structure, members of the Cooperative may wish to attend a Board meeting for the purpose of presenting an issue to the Board or observing the Board's deliberation regarding the business and affairs of the Cooperative. The purpose of this policy is to establish procedures which shall accommodate a member's or a guest's desire to attend a Board meeting and to establish procedures which shall assure that such attendance shall not unduly encumber the Board in its statutorily prescribed duty to make prudent, well-considered and fully deliberated decisions in the management of the business and affairs of the Cooperative in the best overall interest of the Cooperative.

III. PROCEDURES

- A.** A member desiring to attend a Board meeting for observational purposes may do so subject to the seating limitations of the Board room.
- B.** A member or guest desiring to be placed on the Board's agenda shall complete/sign the attached form of request and submit it to the presiding officer or the General Manager not less than seven (7) days prior to the next scheduled meeting of the Board of Directors.
 1. Subject to provisions outlined below, a member may attend a Board meeting for any lawful purpose, which may include:
 - Presenting a specific request
 - Presenting a recommendation

- Bringing a complaint to the Board, provided the member or guest has made a good faith effort to resolve the complaint or controversial matter
 - 2. A member or a guest requesting to be put on the meeting agenda to speak shall be given three(3) minutes to address the Board. The Board may allot additional time if it warrants it necessary.
 - 3. At the conclusion of the speaker's comments, the presiding officer shall determine the appropriate type of response and may comment or ask questions of those present.
 - 4. All members or guests taking part in the Board meeting are expected to be courteous, reasonable, and businesslike.
- C.** The Board shall set aside time at the end of its regular session for any member to speak to the Board about any subject. Each speaker has a three (3) minute time limit. The Board may allot additional time if it warrants it necessary.
- D.** Notwithstanding the foregoing, no member shall be entitled to attend an Executive Session of the Board. The Board may convene in Executive Session at any time for one or more of the following purposes:
- 1. Consideration of a pending or threatened lawsuit or claim against the Cooperative
 - 2. Consideration of personnel issues
 - 3. Consideration of matters, which if disclosed to members might
 - i. Violate a person's right to privacy, violate any agreement with third parties with respect to trade secrets, or adversely affect the Cooperative in its negotiations with third parties
 - ii. Adversely affect the Cooperative
 - iii. Violate the privilege of confidential communication between the Cooperative and its attorney.
- E.** Notwithstanding the foregoing, nothing herein shall be construed as a declaration or elections by the Board to subject the Cooperative to the provisions of the Open Public Meetings Act set forth in RCW 42.30.

RESPONSIBILITY

It shall be the responsibility of the General Manager to administer this policy.

ATTESTING:

Secretary

President

Date

Revised 12/29/11
Amended 6/22/10