



*Solutions for the Future*

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## **Regular Scheduled Board of Directors Meeting**

Tuesday, March 17, 2020

Nushagak Cooperative Board Room, 7:03 p.m.

### **MINUTES**

**Call to Order:** Board President, Peter Andrew called the Regular Scheduled Board of Directors Meeting to order on Tuesday, March 17, 2020 in the Nushagak Cooperative Board Room. The time was 7:00 p.m.

**Directors Present:**

***(Quorum Established)***

Peter Andrew, President	Annie Fritze, Secretary (phone)
Henry Strub, Vice-President (phone)	Wanda Wahl, Director (phone)
Bruce Baltar, Director (phone)	Chris Napoli, Director (phone)
Sue Flensburg, Director (phone)	

**Directors Absent:** Todd Radenbaugh, Director  
Steve Noonkesser, Treasurer

**Staff Present:** Robert Himschoot, CEO/GM (phone)  
Bob Armstrong, Electric Operations Manager (phone)  
Gayla Powers, Human Resource Generalist  
Angie Venua, Senior Accountant (phone)  
Trung Vo, Telecom Operations Manager

**Guests:**

Josh Bullock (phone)

**Approval of Agenda:** Henry Strub motioned and Sue Flensburg seconded the motion to approve the March 17, 2020 Regular Scheduled Board Meeting agenda with changes. The motion carried 7-0.

**Approval of Minutes:** Chris Napoli motioned and Wanda Wahl seconded the motion to approve the February 18, 2020 Regular Scheduled Board Meeting Minutes with changes. The motion carried 7-0.

**Guests and Member Comments:** Josh Bullock thanked the telephone crew for a job well done and recommend Nushagak raise the data caps over the next two weeks or months in light of the current situation. Pete Andrew stated that management is working on this issue.

**Action Items:** Discussion of Annual Meeting date.

Andrew Lemman, Nushagak Cooperative's general council from KHE (Kempel, Huffman & Ellis) joined to discuss postponing or cancelling Nushagak's annual meeting in light of the COVID19 pandemic that is occurring. Mr. Lemman discussed what the bylaws state and what other coops are doing in this situation. He discussed Nushagak's options going forward.

Bruce Baltar motioned and Sue Flensburg seconded the motion to cancel the March 31, 2020 in-person annual meeting, extend the voting period for director by one week, allowing ballots to be placed in Nushagak's drop box in addition to mail in, advertise the extension and the voting options on the radio and website, have new ballots for people who may have lost or thrown theirs away in anticipation of voting at an in-person meeting, the ballots will not be counted for 72 hours after the close date for accepting ballots, results will be announced one week after the close, and appropriate annual meeting materials will be placed on Nushagak's website. The motion carried 7-0

**Reports:**

- A. Bob Himschoot – Submitted a written report.
- B. Angie Venua – Submitted a written report.
- C. Angela Thames – Submitted a written report.
- D. Bobby Armstrong – Submitted a handout report.
- E. Trung Vo – Submitted a written report.

**Safety Moments:**

Mr. Himschoot talked about Nushagak's outline on a work from home situation and other issues coming up during the pandemic. He stated that we were going to shut the office on Wednesday for walk in traffic but the office will have at least one CSR at work to take payments, put in trouble tickets and set up new accounts. He also stated that all travel is suspended and employees are told to stay home if they are sick.

**Discussion/Review:**

- A. General Board Discussion—Henry Strub asked if we are still on track with the draft proposals for the hydro project. Mr. Himschoot stated that the meeting schedule will be affected with the pandemic but everything that can be done is being done. Chris Napoli stated that the city council stated that Nushagak did a stand up job getting everything up and running with the police department. Sue Flensburg asked that we get some sort of video conference together for future meetings for people can't attend. Robert Himschoot and Trung Vo stated that they are currently working on a solution.
- B. General CEO Discussion – Mr. Himschoot stated that Nushagak is completing the BBTC contract and should be ready to be signed at the next board meeting.

**Director Items:**  
**Future Board Items-** None

**Unfinished Business-** None

**Future Meetings & Conference Dates:**

Postponed

**Adjournment-** Wanda Wahl motioned to adjourn the March 17, 2020 Regular Scheduled Board of Directors Meeting at 8:29 p.m. With no further business before the board Pete Andrew adjourned the meeting

**Respectfully Submitted By:**

\_\_\_\_\_  
Gayla Powers, Human Resource Generalist

4/21/2020  
Date

**Approved By:**

\_\_\_\_\_  
Annie Fritze, Secretary

Date