



*Solutions for the Future*

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

Tuesday, June 20, 2017

Nushagak Cooperative Board Room, 7:00 p.m.

### **MINUTES**

**Call to Order:** Board Vice President, Henry Strub called the Regular Scheduled Board of Directors Meeting to order on Tuesday, June 20, 2017 in the Nushagak Cooperative Board Room. The time was 7:08 p.m.

**Directors Present:** Henry Strub, Vice President  
Chris Napoli, Director  
Annie Fritze, Secretary  
Wanda Fulton, Director

**(Quorum Established)**  
Todd Radenbaugh, Director  
Steve Noonkesser, Treasurer  
Bruce Baltar, Director--phone

**Directors Absent:** Pete Andrew, President  
Susie Jenkins-Brito, Director

**Staff Present:** Robert Himschoot, CEO/GM  
Bob Armstrong, Electric Operations Manager  
Angie Venua, Senior Accountant  
Gayla Powers, Human Resource Generalist/Executive Secretary

### **Approval of Agenda:**

Chris Napoli motioned and Wanda Fulton seconded the motion to approve the June 20, 2017 Regular Scheduled Board meeting agenda with the addition of adding the addition of "appointing another Nushagak Cooperative Board member to the Scholarship Committee under Discussion/Review Items, Item A. The motion carried 7-0.

**Approval of Minutes:**

Annie Fritze motioned and Chris Napoli seconded the motion to approve the May 16, 2017 Regular Scheduled Board Meeting Minutes with the correction of the date for the approval of the minutes from last meeting. The motion carried 7-0.

**Introduction of Guests and Member Comments:**

Mike Megli—CEO Consultant

Member comment from Barbara Nunn relayed by Annie Fritze.

**Reports:**

- A. Bob Himschoot – Submitted a written report. Chris Napoli asked for more explanation on the Beters report. Mr. Himschoot gave a brief update on the challenges of continuing this services.  
Chris Napoli asked if we share with our members the reduction in the fuel surcharge.  
Wanda Fulton asked what “CO” meant on Mr. Himschoots report. Bob stated it was the Central Office and he would try to get away from acronyms.
- B. Angie Venua – Submitted a written report. Todd Radenbaugh asked about the format of Angie’s financial report under operating revenue.  
Wanda Fulton asked the the charts on Angie Venua’s report be “graphs with lines” charts instead of the bar charts. Wanda also asked about the General Ledger balance sheet and was wondering about why our taxes are higher. Angie gave a brief explanation for this.
- C. Angela Thames – Submitted a written report.
- D. Bobby Armstrong – Submitted a written report. Chris Napoli asked Bob Armstrong about the Map Wise program and what we would be using it for. Bob gave a brief explanation for this.

**Executive Session:** Steve Noonkesser motioned and Annie seconded the motion to move into Executive Session. The time was 7:32 pm. The motion carried 7-0.

**AS 10.25.175 Board Meeting Open; Exceptions; Remedy -**

(C1) matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity

**Move out of Executive Session:** Todd Randenbaugh motioned and Chris Napoli seconded the motion to move out of executive session. The time was 7:39 pm. The motion carried 7-0

**Discussion/Review:**

- A. Name new Scholarship Committee chair person and additional Nushagak Cooperative Board Member. The Board added Annie Fritze to the Scholarship Committee and named Chris Napoli as the Chair Person for the Scholarship Committee.
- B. Chris Napoli motioned and Annie Fritze seconded the motion to pass Resolution 2017-08- Authorization for Wells Fargo Bank Signatures. The motion carried. 7-0
- C. Chris Napoli motioned and Annie Fritze seconded the motion to pass Resolution 2017-09- Authorization for Wells Fargo Bank Signatures. The motion carried. 7-0
- D. Chris Napoli motioned and Annie Fritze seconded the motion to pass Resolution 2017-10- Authorization for Wells Fargo Bank Signatures. The motion carried. 7-0
- E. Chris Napoli motioned and Annie Fritze seconded the motion to pass Resolution 2017-11- Authorization for Key Investment Services. The motion carried. 7-0
- F. Chris Napoli motioned and Annie Fritze seconded the motion to pass Resolution 2017-12- Authorization for Wells Fargo Credit Card Holders. The motion carried 7-0.
- G. Chris Napoli motioned and Annie Fritze seconded the motion to pass Resolution 2017-13- Patronage Capital-Early Retirement of Estates. The motion carried 7-0.
- H. General Board Discussion – Chris Napoli welcomed Bob Himschoot aboard and thanked Mike Megli for his Interim CEO service.  
Steve Noonkesser stated he wanted to thank Angela Thames and Gayla Powers for putting on and making the Member Appreciation Day a success.  
Henry Strub talked about a meeting he sat in with Insurance Exchange Executive Committee meeting and Federated. He also spoke about the savings the Insurance Exchange has made with Workers Compensation.  
Wanda Fulton talked about attending the Alaska Telephone Association and what she learned there.
- I. General CEO Discussion –Bob Himschoot gave a brief update on Division 3 looking into implementing a Smart Box.  
Bob gave an update on Gayla Powers’ efforts working with NRECA field rep Erik Hayes at looking into health care benefit options for 2018. Bruce Baltar mentioned talking to BBNA about the changes they made to their health care benefits.

**Action Items:** The Nushagak Board took action on all review items.

**Director Items:**

Future Board Items- none  
Unfinished Business- none

**Future Meetings & Conference Dates:**

APA Annual Meeting, (tentative) September 12-15, 2017, Kodiak, AK

**Adjournment-** Steve Noonkesser motioned and Todd Randenbaugh seconded the motioned to adjourn. With no further business to come before the board, Board Vice President Henry Strub adjourned the June 20, 2017 Regular Scheduled Board Meeting. The time was 7:58 p.m. The motion carried 7-0.

**Respectfully Submitted By:**

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Gayla Powers, Human Resource Generalist/Executive Secretary/Recorder 06/21/2017  
Date

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CERTIFICATION

I, Annie Fritze, Secretary of the Board of Directors of Nushagak Electric & Telephone Cooperative, Inc., (Nushagak Cooperative) do hereby certify that this is a true and correct copy of a resolution adopted by the Board of Directors at the Rescheduled Meeting held on June 20, 2017 in Dillingham, Alaska, as the resolution appears in the minutes' book of Nushagak Cooperative and that it has not been rescinded or modified.

NUSHAGAK ELECTRIC & TELEPHONE COOPERATIVE, INC.

By: \_\_\_\_\_  
Annie Fritze, Secretary