



Solutions for the Future
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Rescheduled Board of Directors Meeting

Monday, November 7, 2016
Nushagak Cooperative Board Room, 7:00 p.m.

MINUTES

Call to Order: President, Pete Andrew called the Rescheduled Board of Directors Meeting to order on Monday, November 7, 2016 in the Nushagak Cooperative Board Room. The time was 7:17 p.m.

Directors Present:	Pete Andrew, President	(Quorum Established)
	Henry Strub, Vice President	Annie Fritze, Director
	Rae Belle Whitcomb, Secretary	Wanda Fulton, Director
	Steve Noonkesser, Treasurer	Chris Napoli, Director
	Todd Radenbaugh, Director	Bruce Baltar, Director

Directors Absent: None

Staff Present: Nancy Favors, CEO/GM
Gayla Powers, Human Resource Generalist
Angie Venua, Senior Accountant
Michael Favors, Telephone Operations Manager
Bob Armstrong, Electric Operations Manager

Guests Present: Avery Lill, KDLG
Andrew Leman, Kemppe, Huffman & Ellis, P.C.—telephonically

Approval of Agenda:

Annie Fritze motioned and Wanda Fulton seconded the motion to approve the October 31, 2016 Special Board meeting agenda. The motion carried 9-0.

Motion: Annie Fritze motioned to change Item D to Item A, Peter Andrew motioned to add CEO evaluation as Item B, Chris Napoli motioned to reserve the right to go into executive session at anytime . The motion carried 9-0

Approval of Minutes:

Todd Radenbaugh motioned and RaeBelle Whitcomb seconded the motion to approve the October 18, 2016 Regular Scheduled Board Meeting Minutes. The motion carried 9-0

Steve Noonkesser motioned and Chris Napoli motioned to approve the October 31, 2016 Special Board Meeting Minutes. The motion carried 9-0

Reports:

Due to the earliness of the meeting not enough data is available for reports per Board President Peter Andrew.

Discussion/Review:

Nominating Committee Names – RaeBelle Whitcomb motioned and Steve Noonkesser seconded the motion to use the same list of names as last year to select the 2017 Nominating Committee. The motion carried 9-0.

Executive Session: Wanda Fulton motioned and Chris Napoli seconded the motion to move into Executive Session. The time was 7:24 p.m. The motion carried 9-0.

AS 10.25.175 Board Meeting Open; Exceptions; Remedy -

(C2) subjects that tend to prejudice the reputation and character of any person, provided the person may request public discussion.

Motion: Henry Strub motioned and Wanda Fulton seconded the motion to move out of executive session. The time was 7:40 p.m. The motion carried 9-0

Motion: Wanda Fulton motioned and RaeBelle Whitcomb seconded the motion to terminate CEO Nancy Favors' contract for reasons other than cause and to offer a total of 5 weeks pay with a comprehensive release to be signed, which is 3 weeks beyond the 2 weeks required per the CEO contract. The motion carried 9-0

Motion: Wanda Fulton motioned and Chris Napoli seconded the motion to hire Mike Megli as Interim CEO and to authorize the Board President to work with council to execute his contract. The motion carried 9-0

Motion: Todd Radenbaugh motioned and Annie Fritze seconded the motion to table the remaining agenda items until the December board meeting. The motion carried 9-0

Action Items

Director Items

Unfinished business

Future Meetings & Conference Dates:

ATA Winter Conference, January 22-25 – Maui, Hawaii
Nushagak Cooperative Annual Meeting, March 28, 2017

Adjournment- With no further business to come before the board, Wanda Fulton motined and Chris Napoli seconded the motion to adjourn the November 7, 2016 Rescheduled Board Meeting. The time was 7:47 p.m. The motion carried 9-0

Respectfully Submitted By:

Gayla Powers, Acting Executive Secretary/Recorder 11/08/2016
Date

Approved By:

Rae Belle S. Whitcomb, Secretary Date