



BOARD OF DIRECTORS – WHAT YOU NEED TO KNOW.

WHAT ARE THE DUTIES OF A DECATUR COUNTY REMC DIRECTOR?

A director has a fiduciary duty to be loyal to the co-op's best interests as a whole—above any personal interests and in support of all board decisions. Decisions are made with the best interests of all members in mind.

A director must obey the co-op's articles of incorporation, bylaws, agreements, and applicable policies. You lead by example.

A director must exercise due diligence and care in being well-informed on boardroom issues, attend meetings and trainings, and adhere to confidentiality requirements for private, proprietary and/or otherwise sensitive information disclosed to you in the course of your service.

To fulfill the duties above, you must be tech-savvy with a co-op provided iPad. As a director, you will rely on this iPad for all co-op communication including, but not limited to email, archived documents, the monthly board packet, and other uses. You will receive initial training by a Decatur County REMC Staff Member.

Specific duties include:

- Approving general policies, annual budgets, capital credit retirements, bylaw amendments, and rate schedules
- Monitoring the co-op's operations through the CEO
- Hiring Decatur County REMC's CEO, audit firm, and corporate counsel
- Appointing voting delegates to affiliated entities' annual meetings
- Approving directors to the Operation Roundup Trust Board

A director makes decisions in collaboration with six fellow directors as a board. A high-functioning board consists of directors with high emotional intelligence, demonstrating mutual respect and seeking out each other's perspective to form their own perspective on pending board action. Additionally, demonstrating mutual respect means that differences of opinion on matters considered and acted upon by the board of directors should not be shared outside of the boardroom.

WHAT IS THE EXPECTED TIME COMMITMENT?

Decatur County REMC's board of directors meet a minimum of twelve times during the year. Board meetings are monthly, typically on the fourth Wednesday at 5:30 p.m., and last approximately 3-4 hours, with at least an equal amount of time for advance preparation and study.

Decatur County REMC directors spend at least 5-7 hours a month reading industry-related materials and news to stay abreast of policy trends and information. You'll also receive co-op and industry trade publications. You'll be reading about energy industry trends and research, oftentimes sprinkled with acronyms and technical jargon that you'll wonder about and be expected to learn.

As an elected representative voted on by the membership, you'll be expected to be open to talking about co-op issues with members in your neighborhood and throughout Decatur County REMC's service area. The CEO is the co-op's

spokesperson and can answer any member's questions, so your role is to be a member-ambassador connecting the co-op to its members.

Newly elected directors are expected to participate in a new director orientation at the Decatur County REMC office which consists of 3, half-day training courses. Co-op policy also requires all directors to earn their Credentialed Cooperative Director (CCD) Certificate through the National Rural Electric Cooperative Association (NRECA) within 2 years after being elected.

**Directors are compensated for their time.*

ELIGIBILITY REQUIREMENTS

- Candidate must be a Decatur County REMC member and be in good standing.
- Candidate must reside *(for at least 8 months of the calendar year)* in the geographical district up for election.
- Candidate must use electric energy provided by Decatur County REMC.
- Candidate must be nominated by the nominating committee or complete a petition.
- Candidate must agree through written consent to the code of ethics and conflict of interest.
- Candidate must be a U.S. citizen and have the capacity to enter legally binding contracts.
- Candidate must not be convicted of or plead guilty to a felony, five years prior to becoming director.
- Candidate must be a high school graduate or earn an equivalent degree or certification.

