

Regular Meeting Minutes  
Salem Electric Board of Directors  
25 April 2023 6:00 p.m.

1. CALL TO ORDER: The Salem Electric Board of Directors meeting was called to order by President Van Meter. Directors present: Jeff Anderson, Jan Barga, Dave Bauer, Cindy Condon, Tim Klarr, Joe Van Meter, and Angie Villery. Staff members present: Tony Schacher, General Manager; Chris Kriek, Administrative Services Manager; and Randi Johnson, Executive Assistant. (A list of the members, employees, and guests in attendance is in the Supplemental Minutes Book.)
2. EXECUTIVE SESSION: The board met with Scott Daniels of Aldrich CPAs & Advisors LLP for the presentation of the 2022 Audit. Salem Electric received a clean, unmodified opinion. The board returned to regular session at 7:00 p.m. **MOTION** was made by Anderson, seconded by Bauer, and **carried unanimously** to approve the 2022 audit report as presented.
3. PRESENTATION: President Van Meter noted that it is Director Condon's last board meeting; he presented her with a gift in appreciation for her service to the Board.
4. APPEARANCE OF INTERESTED MEMBERS: None.
5. MEETING AGENDA: **MOTION** made by Anderson, seconded by Klarr, to approve the Meeting Agenda. Discussion followed. Motion made by Anderson, seconded by Barga, and **carried unanimously** to approve the Meeting Agenda as amended.
6. CONSENT CALENDAR: **MOTION** made by Bauer, seconded by Anderson, and **carried unanimously** to approve the Consent Calendar with the removal of Item D – Financial Report.
7. CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT CALENDAR: Item D: Questions regarded Line 3 – distribution operation and Line 4 – distribution maintenance on the Statement of Operations; the Checks Written report, and the Administrative Statistics report. **MOTION** made by Condon, seconded by Anderson, and **carried unanimously** to approve Item D.
8. ACTION/INFORMATION ITEMS: None  
2022 Auditors' Report: See above.  
Policy Committee Recommendations – Action: The committee presented its recommendations for changes to the following policy documents:
  - a. Policy Template: The Board reviewed and discussed changes that were made to the template. **MOTION** made by Klarr, seconded by Barga, and **carried unanimously** to approve the policy template as presented.
  - b. Philosophy Statement: The Board reviewed and discussed changes that were made. **MOTION** made by Anderson, seconded by Condon, and **carried unanimously**

to **amend** Paragraph A of the Requirements/Standards section by striking the phrase, “including the use of long-term debt” from the last sentence. **MOTION** made by Condon, seconded by Bargaen, and **carried unanimously** to **amend** Paragraph D of the Requirements/Standards section by inserting the word “and” between the words “present” and “future” and by striking the words “and cleanly”. **MOTION** made by Klarr, seconded by Bauer, and **carried unanimously** to approve the philosophy statement as amended.

- c. Vehicle Purchase Policy: The Board reviewed and discussed changes that were made to the template. **MOTION** made by Klarr, seconded by Bargaen, and **carried unanimously** to approve the policy as presented.
- d. Use of Company Vehicles Policy: **MOTION** made by Klarr, seconded by Bauer to rescind the policy. The Board discussed whether this is board governance or management purview. Bauer **called the question**, which **carried unanimously**. **MOTION** to rescind the policy **passed with four in favor and three opposed**.

NWPPA Voting Delegate: Van Meter appointed Bauer to serve as the NWPPA delegate and Anderson to serve as alternate delegate.

Board Meeting Minutes on Call to Order: Board minutes from 1950–present are on Call to Order. The Board discussed whether all the minutes or only the most recent 10 years should be available on the app. **MOTION** made by Anderson and seconded by Villery and **passed with four in favor and three opposed** to keep the most recent 10 years of minutes on Call to Order and to archive the rest.

Annual Meeting Agenda: Schacher reviewed the 2023 annual meeting agenda.

Board Officer Election Process: Schacher reviewed the process to elect officers at the board organizational meeting on May 2, following the annual meeting.

#### 9. MONTHLY REPORTS:

Department Updates: Administrative Services – Kriek provided information about temporary cash investments. Engineering & Operations – Schacher noted that Salem Electric received a first-place award among utilities of our size for no lost-time injuries in 2022. There were no outages in the month of March. This is the 28<sup>th</sup> no outage month and the first since AMI was installed.

Manager’s Report: Schacher stated that the Keizer City Council did not pass the proposed utility rights of way ordinance. City staff requested a one-year extension to the current franchise agreement. Schacher requested board authorization to sign the agreement. **MOTION** made by Anderson, seconded by Bargaen, and **carried unanimously** to authorize the general manager to sign the agreement with the City of Keizer. Schacher discussed the BPA post-2028 contract and noted that the contract is expected to be signed by the end of fiscal year 2025. Schacher highlighted April employee service anniversaries.

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Strategic Plan Quarterly Report: Schacher reviewed the strategic plan and provided a quarterly progress report of each strategic initiative.

Outside Meeting Reports: Anderson and Bargaen discussed the 2023 NRECA/ORECA Legislative Conference.

10. APPEARANCE OF INTERESTED MEMBERS: Member comments regarded archiving software, the philosophy statement, and the facilities plan.
11. NEW BUSINESS/GOOD OF THE ORDER: The ORECA mid-year meeting will be held in Hood River July 11-13. Special guest, NRECA CEO Jim Matheson will be at the meeting July 12.
12. EXECUTIVE SESSION: The Board convened in Executive Session at 9:48 p.m. and reconvened in regular session at 10:30 p.m.
13. ADJOURN: With no further business to come before the Board, the meeting adjourned at 10:30 p.m.

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Dave Bauer, Secretary/Treasurer

Approved Pursuant to Board Action on  
June 27, 2023

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Jeff Anderson, President

SALEM ELECTRIC BOARD MEETING AGENDA  
6:00 p.m.                      Tuesday                      April 25, 2023

1. CALL TO ORDER
2. **EXECUTIVE SESSION (Post-Audit Meeting)**
3. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
4. MEETING AGENDA (Approve)
5. CONSENT CALENDAR (Approve)
  - A. Minutes of Prior Meetings
    - March 22, 2023 Regular Meeting ..... 1-3
    - February 22, 2023 and March 22, 2023 Special Meeting Executive Session ..... 4
  - B. Acceptance of new members (185)
  - C. Release of members no longer taking service (130)
  - D. Financial Report ..... 5-15
  - E. Engineering & Operations Report ..... 16-21
  - F. Member Services Report ..... 22-25
  - G. Director Remuneration Forms ..... 26-89
  - H. IRS Form 990 ..... 90-115
6. CONSIDERATION OF ITEMS REMOVED FROM CONSENT CALENDAR (Approve)
7. INFORMATION/ACTION ITEMS
  - Auditors Report – Action (KriECK) ..... 116-136
  - Policy Committee Recommendations – Action (Villery)
    - Policy Template ..... 137-140
    - Philosophy Statement ..... 141-144
    - Vehicle Purchase Policy ..... 145-147
    - Use of Company Vehicles Policy ..... 148-149
  - NWPPA Voting Delegate Selection – Action (Van Meter)
  - Board Meeting Minutes on Call to Order – Information (Van Meter)
  - Annual Meeting Agenda – Information (Schacher) ..... 150
  - Board Officer Election Process – Information (Schacher) ..... 151
8. MONTHLY REPORTS
  - Department Updates
  - Manager’s Report (Schacher)
  - Strategic Plan Quarterly Update (Schacher)
  - Outside Meetings Reports (Directors)
9. APPEARANCE OF INTERESTED MEMBERS (5 minutes per member)
10. NEW BUSINESS/GOOD OF THE ORDER
11. **EXECUTIVE SESSION (Board Evaluation Summary)**
12. ADJOURN (Next Meeting: June 27, 2023, 6:00 p.m. For upcoming agenda items, refer to the Annual Agenda Items Calendar on Call to Order (Documents, Board Meeting General).