

Eastern Iowa Light & Power Cooperative

BOARD POLICY

SUBJECT: Members Attendance at Board Meetings

PURPOSE: To establish appropriate policy and procedure relating to member attendance at Board meetings.

POLICY:

This Cooperative is owned by the members it serves. Members of the Cooperative elect the members of the Cooperative's Board of Directors, who are in turn charged with the exclusive responsibility to manage the Cooperative, subject only to the provisions of the laws of the State of Iowa and the Articles of Incorporation and Bylaws of the Cooperative. The Board oversees and sets policies for the management of the Cooperative. The Chief Executive Officer ("CEO") is selected by the Board to run the day-to-day business of the Cooperative.

The purpose of this structure is to provide a Board comprised of a small number of members of the Cooperative, who are elected by the members to efficiently and prudently represent all members in conducting the business and affairs of the Cooperative. For the Board to fill this representative function it must be able to consider and deliberate the business and affairs of the Cooperative in an orderly, efficient, and sometimes confidential manner.

Notwithstanding this representative structure, members of the Cooperative may wish to attend a Board meeting for the purpose of presenting an issue for consideration to the Board or observing the Board's deliberation concerning some issue or concern regarding the business and affairs of the Cooperative. The purpose of this policy is to establish procedures which will accommodate members' desire to attend a Board meeting, but at the same time establish procedures which will assure such attendance does not unduly encumber the Board in its statutorily prescribed duty to make prudent, well-considered and fully deliberated decisions in the management of the business and affairs of the Cooperative, as well as to maintain confidentiality when it is required in the best overall interest of the Cooperative.

Accordingly, the following policy and procedures for member attendance at Board meetings are established:

- A. A member desiring to attend a Board meeting shall complete and sign the attached form of request and shall submit it to the President, the Secretary of the Cooperative, or CEO not less than five (5) business days prior to the next scheduled meeting of the Board of Directors. Subject to the provisions outlined below, a member may attend a Board meeting for any lawful purpose, which shall include:

1. Presenting a specific request or recommendation or bringing a complaint before the Board, not to include a complaint concerning a member of the Board, the CEO, or any specific employee of the Cooperative, provided the member has made a good faith effort to resolve the complaint or controversial matter with the Cooperative's management.
 2. The complaint of a member concerning a member of the Board, the CEO, or any specific employee shall be referred to a special committee of the Board, and also the CEO, if not made against the CEO.
- B. A member may not be allowed if the member's attendance is for an unlawful purpose or:
1. The member fails or refuses to complete, sign and submit the prescribed Request to Attend Board Meeting Form.
 2. If the attendance is to present a request or recommendation to the Board and the member has not previously presented the request or recommendation to the Cooperative's management and allowed reasonable time for a response.
 3. If the attendance is to bring a complaint or controversial matter before the Board and the member has not made a good faith effort to resolve the complaint or controversial matter with the Cooperative's management, and any committee of the Board assigned the responsibility for addressing such matters and allowed reasonable time for the matter to be resolved.
 4. The attendance is for a purpose which is not reasonably related to the business of the Cooperative.
 5. The attendance is for a dishonest purpose, is opposed to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to the interest of the member.
 6. If the number of members desiring to attend a Board meeting exceeds the reasonable capacity of the Board Room to accommodate same.
- C. When one or more members attend a Board meeting, the following procedures and protocol will be followed:
1. Such member(s) shall be seated away from the Board conference table so their physical proximity will not impair or interfere with the Board's deliberation and conduct of the business affairs of the Cooperative.

2. Members who attend the board meeting will be given an opportunity to speak at a specified time of the board meeting and then dismissed.
3. Comments from the member will generally be kept to no more than five (5) minutes per individual. The Board President will use his/her discretion in managing comments from a member to ensure a sufficient opportunity to address the Board while not impacting meeting efficiency.
4. If a member's purpose in attending a Board meeting is to present a specific matter for consideration by the Board, the Board will hear such presentation including asking questions and discussing the matter as it deems appropriate. But the Board, in order to assure complete open and candid discussion between the Board members, can decide not to discuss, respond or take action with respect to such matter or inquiry until after such member or person has left the Board meeting. In such event, however, the Board shall after deliberating such matter, promptly notify the member or person of any actions taken, or that no action will be taken as the case may be.

D. Notwithstanding the foregoing, no member shall be entitled to attend an Executive Session of the Board. The Board may convene in Executive Session of the Board at any time for any one or more of the following purposes:

1. For consideration of a pending or threatened lawsuit or claim against the Cooperative.
2. For consideration of personnel issues.
3. For consideration of matters, which if disclosed to members desiring to attend a Board Meeting would:
 - a. violate a person's right to privacy, violate any agreement with third parties with respect to trade secrets, or adversely affect the Cooperative in its negotiations with third parties.
 - b. adversely affects the Cooperative unduly out of proportion to the possible competing interest of the member attending a Board meeting.
 - c. violate the privilege of confidential communication between the Cooperative and its attorney.
4. For any other lawful reason.

- E. Non-members may attend Board meetings only if specifically invited by the Board of Directors, or if they are legal counsel representing or other duly authorized representative of a member who shall speak on behalf of or assist such member.
- F. Representatives of the news media are not allowed to attend Board meetings; however, management and the Board shall use their good faith efforts to respond to inquiries from representatives of the news media.
- G. Should the Cooperative and a member disagree as to member's right to attend a Board meeting, the Cooperative and the member shall submit the issue to mediation with a mutually agreed mediator or a mediator assigned by the American Arbitration Association and conciliation service. The costs of mediation shall be divided equally between the Cooperative and the member.

RESPONSIBILITY

- A. Executive Committee. It shall be the responsibility of the Executive Committee to review member requests and make recommendations as appropriate and call to the attention of the full Board any failure of adherence to this policy.
- B. CEO. It shall be the responsibility of the CEO to administer this policy and develop appropriate controls.

ADOPTED BY THE BOARD OF DIRECTORS ON DECEMBER 19, 1983.

REVIEWED BY THE BOARD OF DIRECTORS ON DECEMBER 20, 1999; JULY 1, 2022.

REVISED BY THE BOARD OF DIRECTORS ON FEBRUARY 29, 1996; AUGUST 30, 2001; JULY 28, 2005; FEBRUARY 24, 2022.