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Applicability: Board

BOARD POLICY NO. 113 ATTENDANCE AT BOARD OF DIRECTORS AND BOARD COMMITTEE MEETINGS

I. PURPOSE

To establish appropriate procedures relating to reducing or preventing extraneous and distractive issues, information and conduct, and to promote orderly, efficient, uninhibited consideration and deliberation of Cooperative business and affairs by the Directors, at Board of Directors (the “Board”) and Board Committee (“Committee”) meetings.

II. BASES FOR POLICY

A. Relationships Between the Cooperative, Patrons, and the Public

The Cooperative is not a governmental entity, but a cooperative corporation owned by the Cooperative’s Patrons, to whom the Cooperative provides electricity. The members of the Cooperative elect a small number of the members to serve on the Board. The Cooperative does not owe any duty to members of the public except those owed to the public by other cooperative and investor owned public utilities.

B. Description of Board Functions and Functioning

By Maryland law the Board may exercise all powers of the Cooperative not conferred on the Cooperative’s members by law or the Cooperative’s Governing Documents. The business of the Cooperative is managed by the Board. Therefore, the Board oversees the operation, makes major decisions relative to the Cooperative, sets policies for management of the Cooperative, and delegates day to day operation to management. The Board performs its functions at Board meetings, including input provided from Committees reported at Board meetings. For the Board to effectively perform its functions it must be able to consider and deliberate on the business and affairs of the Cooperative and the best interests of the Cooperative’s Patrons as a whole, in an orderly, efficient, uninhibited and sometimes confidential manner, without unnecessary distractions.

III. PROVISIONS

A. Attendance at Board or Committee Meetings

1. The Public

A person who is not a Patron, as defined in the Bylaws, has no right to attend a Board meeting or a Committee meeting. The Board and any Committee may invite any person whom it believes may assist it in performing any of its functions to attend any of its meetings.

2. Patrons

Patrons may attend a Board meeting, subject to compliance with the rules and procedures set forth in this policy, solely to: (i) observe when a particular item on the agenda is considered by

the Board, or (ii) present a specific request or recommendation. The member complaint process is handled under a separate policy, Board Policy 501: Member Complaints. Likewise, the process by which members may comment on or observe the Board's decision-making with respect to rates is handled under a separate policy, Board Policy 360: Ratemaking. Such meetings are not otherwise open for Patron attendance.

a. Prerequisites for a Patron to Attend

A Patron or Patrons seeking permission to attend a Board meeting shall comply with the following rules and procedures before attending such meeting.

- i. Make every reasonable effort to resolve the matter without the necessity of attending a Board meeting by conferring with the Cooperative's President & CEO or management staff designee.
- ii. Submit a timely written request to attend a Board meeting, detailing the background and issues unresolved.

b. Protocol When In Attendance

When a Patron is scheduled to attend a Board meeting pursuant to this policy, the following procedures shall be followed:

- i. Without regard to the purpose for which a Patron attends the meeting, the Patron will be advised that the Board reserves the right, and that it has the duty, to exclude the Patron from the meeting at any time that the Board deems such is necessary for it to proceed objectively and without the prejudice or unease that the Patron's continued presence might cause or tend to cause.
- ii. If a member attends a Board meeting to present a specific matter, or to make specific inquiries, the Board will hear the entire presentation, ask such questions as it deems appropriate, but will make no decision, nor take any action with respect to such matter or inquiry until after the member has retired from the meeting room. After deliberating upon the matter and making a decision thereon, if deemed appropriate at that time, the Board shall within a reasonable time inform such member of the decision.

c. Meeting with the Board of Directors

If, after compliance with the above rules and procedures set forth in this policy, a specific matter remains unresolved, the Board shall, in consultation with the President & CEO, schedule a time on a future Board meeting agenda to hear the attending Patron. The Board will make every reasonable effort to take up such matters at a time on that meeting agenda that is convenient for the requesting Patron.

B. Anyone in attendance at a Board or Committee meeting who persists in being disruptive or out of order after one (1) warning by the Board or Committee chairman may be expelled from that meeting by order of the Board or Committee chairman.

C. Anyone in attendance at a Board or Committee meeting shall not record all or any part of the meeting, except for the purpose of creating the official meeting minutes as authorized by the Board.

D. Publication. The Cooperative shall make this policy publicly available on its website.

IV. RESPONSIBILITY

The President & CEO shall report to the Chairman of the Board regarding each request made by anyone



to attend a Board meeting, how such request has been processed, and what recommendations, if any, the President & CEO in consultation with the Board's Attorney may have with respect thereto.

It will be the responsibility of the President & CEO to carry out the provisions of this policy.

This policy supersedes all previous versions of the policy and all other instructions dated prior to this policy and in conflict with its provisions.



John J. Burke, Jr.
Chairman

REVISION HISTORY

Revision Number	Effective Date	Description of Changes
1	10/26/09	Original document (then known as Board Policy 220).
2	Various	Reviewed and updated on 4/21/2015, 02/23/16, 12/19/2018
3	8/19/20	Updated formatting. Added references to the Complaint and Ratemaking policies.
4	8/19/26	Added Section III C and D.

