

TRUSTEE POLICY NO. 202

1. SUBJECT: FUNCTIONS OF THE BOARD OF TRUSTEES

2. OBJECTIVE:

2.1. To explain the functions and responsibilities delegated to the Board of Trustees by the membership.

3. POLICY:

3.1. The functions of the Beartooth Electric Cooperative's (BEC) Board of Trustees include, but are not limited to, the following areas of responsibility:

3.1.1. To meet the responsibilities of BEC as a legal entity:

3.1.1.1. Comply with the legal requirements, as set forth in the articles of incorporation, bylaws and rules and regulations applying to BEC including:

3.1.1.1.1. All federal, state and local statutes, ordinances and regulations.

3.1.1.1.2. The Federal Energy Regulatory Commission.

3.1.1.1.3. The Federal Communications Commission.

3.1.1.1.4. Federal and State Tax Commissions.

3.1.1.1.5. The Wyoming Public Service Commission.

3.1.1.1.6. Other regulatory groups.

3.1.1.2. Protect the assets of BEC.

3.1.1.3. Effectively conduct regular meetings to stay informed of issues and to provide or improve needed policies, facilities and financing.

3.1.2. Select and retain legal counsel.

3.1.3. Study, consider and adopt revisions to the bylaws as required.

3.1.4. Execute legal documents, including: Loan Agreements, Engineering Service Agreements and Contracts, and Wholesale Power Contracts.

3.1.5. Approve connections and terminations of electrical service of members.

3.1.6. Approve the exercise of the right of eminent domain to acquire property which BEC has been unable to obtain through negotiation for projects described in an approved budget.

3.1.7. Prepare and maintain accurate minutes of Board and membership meetings.

3.2. To provide Trusteeship:

3.2.1. Conduct meetings to inform the membership of BEC news and information, using such meetings to obtain their understanding and acceptance of BEC's objectives, goals, policies, plans and programs.

3.2.2. Comply with the policies and bylaws of BEC.

3.2.3. Attend meetings and seminars designed to improve skills and knowledge. Occasionally arrange for an evaluation of Board performance.

3.2.4. Assist new Trustees to develop a greater understanding and acceptance of their roles.

3.2.5. Participate in such outside activities as deemed advantageous to enhance the public image of BEC, broaden the scope of its operation and fulfill the public obligations as a member of the community.

3.2.6. Provide information and obtain understanding and acceptance of BEC's objectives, viewpoints, policies, plans and programs.

3.2.7. Keep the membership informed of problems faced by BEC which require their support and involve them in the planning and implementation of programs which affect them.

3.3. To consider and adopt short and long range plans:

3.3.1. Determine the ideals, viewpoints, objectives, major goals and end results desired through interpretation of the articles of incorporation and bylaws.

3.3.2. Adopt policies to govern the operations of BEC.

3.3.3. Review and approve or disapprove annual work programs and plans as developed and recommended by the General Manager.

3.3.4. Review and approve the annual operating budget.

3.3.4.1. In the annual budget the Board shall approve the number of employees for the upcoming year, their positions, and their wages, salaries and benefits of

BEC employees in conformity with BEC Policy ER501. For employees represented by the I.B.E.W., wages and wage adjustments will be per the negotiated contract.

3.3.5. Approve an annual capital expenditure budget.

3.3.6. Consider and adopt, in consultation with the General Manager, financial plans and policies essential to maintaining a sound financial structure.

3.4. To provide operating requirements:

3.4.1. Authorize the monies, facilities and equipment necessary to carry out the objectives of BEC.

3.4.2. Appoint committees, when necessary, and receive reports and recommendations from the special or standing committees. Take appropriate action as a result of such reports.

3.4.3. Select and employ a qualified General Manager. The General Manager is delegated the responsibility and authority to select the employees and terminate their employment if deemed necessary.

3.4.4. Delegate to the General Manager the authorities and responsibilities as described in the manager's job description and in Policy TP203.

3.4.5. Advise the General Manager about specific managerial decisions for which the General Manager is accountable.

3.4.5.1. Accept the responsibility for specific directives given to the General Manager in writing.

3.5. To establish controls which can be used in appraising the effectiveness of operations:

3.5.1. Review reports from the General Manager as provided for by policy or Board directive to ascertain conformity to the approved policies, goals, plans and programs. The Board may choose to delegate this responsibility to a committee.

3.5.2. Review the annual financial audit and ensure any necessary Board action is taken, as recommended by the auditor.

3.5.3. The Board may authorize a periodic review of Board and General Manager expenses.

3.5.4. The Board of Trustees speaks only in its entirety. Individual Trustees do not speak or make commitments for the Board or for BEC unless authorized.

4. RESPONSIBILITY:

4.1. The Board of Trustees and General Manager shall ensure that the provisions of this policy are followed.

Adopted: 11/25/2014  
Reviewed: 01/31/2017  
Reference: LV202, BEC II-A-2, II-C-1  
Review Date: January 2019

Attest: /s/ David Peterson  
Board President  
Attest: /s/ Julie Lindgren  
Secretary/Treasurer