

CHARITON VALLEY ELECTRIC COOPERATIVE, INC.
WHAT IS EXPECTED OF A DIRECTOR
ATTACHMENT A- 105.03

Director candidates often ask what is expected of a Director when they consider running for the Board. The following is a list of the minimum requirements or expectations for a CVEC Director. This list shall not be considered exhaustive of all legal and fiduciary duties of a Director; but is intended as a guide to assist Director candidates in deciding whether or not they can fulfill the expectations of a Director.

1. Directors are strongly encouraged to be prompt and attend all (12) regular monthly board meetings, usually on the 4th Thursday of each month, normally beginning at 6:00 PM or another time set by Board of Directors and adjourning two (2) or more hours later.
2. Directors are strongly encouraged to attend all Special Board Meetings, Committee Meetings and CVEC's Annual Meeting. Directors should also attempt to attend one National Rural Electric Cooperative Association (NRECA) Meeting or Directors Conference, or CFC Forum, or CoBank Director Conference, or other national meeting every year.
3. Directors may attend meetings offered for industry-related training, education and information, which may involve multiple days, not including travel time.
4. Directors receive monthly per diem and mileage (IRS approved mileage rate) for attendance at Cooperative meetings. Directors receive reimbursement for transportation, lodging and meal expenses when traveling on CVEC business as provided in Policy A-104 – Board Meetings - Directors Fees and Expenses.
5. Directors spend approximately twenty-five (25) days each year in meetings representing CVEC, including travel time.
6. A Director is expected to read and be familiar with information and financial reports from CVEC, and/or state and national associations.
7. A Director represents all members, not just those residing in the district from which the Director was elected.
8. A Director should work in harmony with the whole Board. A Director must also have the self-confidence and communication skills to express their opinion or disagreement with other Directors in a professional manner. Directors should be good listeners and be willing to realize that the individual views of Board members cannot always prevail.

9. Directors and spouses are encouraged to join NRECA's political action committee, The National Rural Electric Cooperative Association Action Committee for Rural Electrification (America's Electric Cooperative PAC).
 - a. Sustaining Membership \$50 per year (\$50 Iowa)
 - b. Regular Membership \$50 per year (\$25 Iowa; \$25 PAC)
 - c. Century Club Membership \$100 per year (\$50 Iowa; \$50 PAC)
 - d. Vice President's Club Membership \$250 per year (\$125 Iowa; \$125 PAC)
 - e. President's Club Membership \$500 per year (\$250 Iowa; \$250 PAC)
 - f. FORE President's Club Membership \$500 per year (\$500 Iowa)
 - g. Leadership Circle Membership \$1,000 (\$500 Iowa; \$500 PAC)

10. Directors are required to study and become familiar with the Bylaws and Board Policies of CVEC.

11. Directors must be aware that the IRS rules require a high degree of transparency through routine reporting forms 990 and 1099. Directors should be aware that some personal information may be made a matter of public record through these filings with the IRS.

12. New Directors will attend a New Directors Orientation in order to familiarize the Director with the duties, responsibilities and scope of a distribution cooperative. The CEO/General Manager will facilitate the meeting with the assistance of his/her supervisory personnel. An overview of the financial and operational aspects will be the focus of the orientation. A brief system tour of the facilities and field visit is offered to develop a basic understanding of the workings of a distribution cooperative.

13. Directors must be honest, diligent, and place the interests of the Cooperative over his or her own personal interests.

AUTHORITY: Board Motion 05/2020 [Amended]
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