

# **OPEN MEETINGS POLICY**

**Adopted: August 18, 2008**

**Amended: September 20, 2010; December 19, 2011**

## **Section 1. Open Meetings Requirement.**

A Member has the right to attend every regular, special, or called Meeting of the Board of Directors (Board) and Board Committees (Committees), except for Executive Sessions as allowed by this policy or by law. All meetings shall be called with proper notice, and any final action, decision, or vote on a matter shall be made in an Open Meeting.

## **Section 2. General Provisions.**

A "Meeting" means a Board Meeting or Committee Meeting. A "Board Meeting" means a deliberation between a quorum of the voting Board of Directors or between a quorum of the voting Board of Directors and another person, during which Cooperative business or policy over which the Board of Directors has responsibility is discussed or considered or during which the Board of Directors takes formal action. The term "Board Meeting" includes attendance at a Committee Meeting by a quorum of the Board. A "Committee Meeting" means a deliberation between a quorum of a Committee or between a quorum of the Committee and another person during which Cooperative business or policy over which the Committee has subject-matter jurisdiction is discussed or considered, or during which the Committee takes a formal vote. A quorum of a Committee shall be a majority of the Committee.

The terms "Board Meeting" and "Committee Meeting" do not include the gathering of a quorum of the Board of Directors or a Committee at a social function, or the attendance by such a quorum at a regional, state, or national convention or workshop, ceremonial event, or press conference, if formal action is not taken and any discussion of PEC business is incidental to the social function, convention, workshop, ceremonial event, or press conference. Notwithstanding the foregoing, a Member Meeting as defined in the Bylaws shall not be considered a Board Meeting or Committee Meeting. A Board Member's telephonic attendance at a Meeting shall count towards a quorum. An "Open Meeting" means a Meeting open to members of the Cooperative; an "Executive Session" means a Meeting to which members do not have access.

## **Section 3. Open Meetings Training.**

Each Director shall complete a course of training regarding the responsibilities of the Board of Directors and its members under this section, not later than the 180th day after the date the Director assumes responsibilities as a member of the Board of Directors. The Chief Executive Officer (CEO) and any staff member recommended by the CEO shall also complete the training, no later than the 180th day after their date of hire with the Cooperative. The General Counsel shall ensure that the training is made available. The failure of one or more members of the Board of Directors to

complete the training required by this section does not affect the validity of an action taken by the Board of Directors or a vote taken by a Committee.

#### **Section 4. Board Meeting Records.**

The Board and its Committees shall prepare and keep minutes and/or make a recording of each Open Meeting of the body. The minutes must state the subject of each deliberation; and indicate each vote, order, decision, or other action taken. The minutes and/or recordings of an Open Meeting shall be available for inspection and copying by members on request to the Board Secretary or the Secretary's designee. Upon prior request by any Director, the CEO shall provide a recording of any Committee Meeting to that Director. Notwithstanding the Cooperative's Records Management Policy and Retention Schedule, any recording of a Committee Meeting shall be retained for at least one year after the Committee Meeting.

A member in attendance may record all or any part of an Open Meeting by means of a tape recorder, video camera, or other means of audio or visual reproduction. The Board of Directors and its Committees may adopt reasonable rules to maintain order at a Meeting, including rules relating to the location of recording equipment and the manner in which a recording is conducted if applicable. A rule adopted by the Board of Directors may not prevent or unreasonably impair a member from exercising a right granted in this section.

#### **Section 5. Notice of Meetings.**

##### **a) Posting.**

The Board of Directors shall give written notice of the date, hour, and place of all Board Meetings. The notice of a Board Meeting must be posted in a place readily accessible to the members at all times for at least 72 hours before the scheduled time of the Meeting. The Board of Directors will post the Board Meeting notice physically on a bulletin board in a place convenient to the members at the Cooperative's headquarters and at each of the district offices, as well as on the Cooperative's web site.

Committees shall give notice of the date, hour and place of all Committee Meetings by posting such notice on the Cooperative's website at least 72 hours before the scheduled time of the Meeting. PEC shall provide a copy of any Meeting notice to a member upon request by the member.

##### **b) Recess.**

If the Board of Directors or its Committees recess an Open Meeting to the following regular business day, they are not required to post notice of the continued Meeting if the action is taken in good faith and not to circumvent this section. If an Open Meeting is continued to the following regular business day and, on that following day, the Board of Directors or its Committees continue the Meeting to another day, notice must be given as required by this section of the Meeting continued to that other day.

**c) Emergency.**

In an emergency or when there is an urgent necessity, the notice of a Board Meeting or the supplemental notice of a subject added as an item to the agenda for a Board Meeting for which notice has been posted in accordance with this Section 5 is sufficient if it is posted for at least two hours before the Meeting is convened. An emergency or an urgent necessity exists only if immediate action is required because of a reasonably unforeseeable situation. The Board of Directors shall clearly identify the emergency or urgent necessity in the notice or supplemental notice under this section. The Board Secretary or the Secretary's designee will post the revised agenda on the Cooperative's web site and physically at the Cooperative's headquarters and at each of the district offices at least two hours before the Board Meeting convenes.

**d) Not on Agenda.**

If, at a Meeting of the Board of Directors, a member of the Cooperative or of the Board inquires about a subject for which notice has not been given as required by this Section 5, the notice provisions of this Section 5 do not apply to: (1) a statement of specific factual information given in response to the inquiry; or (2) a recitation of existing policy in response to the inquiry. Any deliberation of, or decision about, the subject of the inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent Meeting.

**Section 6. Exceptions to Requirement That Meetings Be Open: Executive Sessions.**

An Executive Session may be held as allowed by law or the Articles of Incorporation and for the following reasons;

**a) Legal Matters.**

The Board of Directors or its Committees may conduct a private consultation with its attorney and any other person whose presence the Board deems necessary, when they seek the advice of their attorney on legal matters. Legal consultation includes, but is not limited to, advice about anticipated or pending litigation, settlement offers, concerns reported under the Cooperative's Whistleblower Policy, and interpretations of the law.

**b) Real Estate.**

The Board of Directors or its Committees may deliberate the purchase, exchange, lease, or value of real property if deliberation in an Open Meeting could have a detrimental effect on the Cooperative.

**c) Contracts.**

The Board of Directors or its Committees may deliberate business and financial issues relating to a contract being negotiated if deliberation in an

Open Meeting would have a detrimental effect on the position of the Cooperative.

**d) Personnel.**

The Board of Directors or its Committees may deliberate the Cooperative's personnel issues or to hear a complaint or charge against a Director or Cooperative employee or consultant. However, this subsection does not apply if the Director or employee who is the subject of the deliberation or hearing requests a public hearing.

**e) Competitive Matters.**

The Board of Directors or its Committees may deliberate "Competitive Matters," meaning commercial information and utility-related matters that the Board, in good faith, determines are related to the Cooperative's competitive activity that would, if disclosed, give an advantage to individuals or entities who have sought or are likely to seek business or the dissolution, takeover or sale of PEC ("Competitors") or would adversely affect PEC's ability to competitively purchase goods and services.

**f) Security.**

The Board of Directors or its Committees may conduct an Executive Session to discuss security issues relating to security of the electrical system including, but not limited to, security personnel, security devices, and security audits.

**Section 7. Executive Session Procedures.**

Before an Executive Session is held, the Board of Directors or its Committees will first convene in an Open Meeting for which notice has been given as provided by Section Five and during which the presiding Director announces that an Executive Session will be held and identifies the subsection(s) under which an Executive Session is held. A final action, decision, or vote on a matter deliberated in an Executive Session under Section 6 may only be made in an Open Meeting that is held in compliance with the notice provisions of Section Five.

The Board Secretary or the Secretary's designee will make and keep a written or audio record of the proceedings of each Executive Session of a Board Meeting. The record will include a statement of the subject matter of each deliberation, and an announcement by the presiding Director at the beginning and the end of the Board Meeting indicating the date and time. Notwithstanding the Cooperative's Records Management Policy and Retention Schedule, the record will be preserved for at least six years after the Board Meeting.

**Section 8. Superseding Law.**

This Policy shall be applied and interpreted according to, and shall not supersede, any court order, or state or federal law.