

POLICY 507

ATTENDANCE BY MEMBERS/OTHERS AT MEETINGS OF THE BOARD OF DIRECTORS

OBJECTIVE

1. To establish appropriate procedures relating to a member's request to attend or otherwise obtain an audience with the Board, a committee of the Board, or other official meeting of the Cooperative's directors.
2. To establish appropriate procedures relating to a non-member's request to attend or otherwise obtain an audience with the Board, a committee of the Board, or other official meeting of the Cooperative's directors.

POLICY

1. General

- a. 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 oversee the affairs and govern the Cooperative, subject only to the provisions of the laws of the State of Georgia and the Articles of Incorporation and Bylaws of the Cooperative.
- b. The Board, among other things, oversees and sets policies for the management of the Cooperative to conduct the "day to day" affairs of the Cooperative. Prior to filing a Board Meeting Attendance Request, the member/other is required to present the request or recommendation to the Cooperative's management and allow management a reasonable time for a response and/or allow a reasonable time for the matter to be resolved.
- c. The President and Chief Executive Officer is selected by the Board and is engaged to manage the day-to-day business of the Cooperative.
- d. 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.

2. Procedure

- a. Notwithstanding this representative structure, members of the Cooperative may wish to request attendance at a Board meeting, Board committee, or other official

meeting of the Cooperative's Board of Directors for the purpose of presenting an issue for consideration to the Board.

- b. The purpose of this policy is to establish procedures for reviewing, considering, and when deemed appropriate by the Board, accommodating members' desire to attend a Board or Board related meeting.
- c. However, while addressing the concerns of the requesting party, it is the objective of this policy to assure that such request does not unduly encumber the Board or the function of 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.
- d. Accordingly, the following policy and procedures are provided for attendance at Board or other Board related meetings:
 - i. A member or other person desiring to attend a Board, Board committee or other official meeting of the Board shall complete and sign a Coweta-Fayette EMC "Board Meeting Attendance Request" form attached hereto and being part of this policy and shall submit it to the Chairman of the Board or the President and Chief Executive Officer of the Cooperative.
 - ii. All forms requesting attendance shall be submitted and received by the Cooperative no less than ten (10) business days prior to the next scheduled meeting of the Board of Directors in order to be considered for attendance at that Board meeting. The form must be notarized before submission.
 - iii. The monthly meeting of the Board of Directors is normally held on the 4th Tuesday of each month at a place and time set by the Board. Subject to the provisions outlined below, a member or other person's request may be considered for any lawful purpose which shall include:
 - 1) To present a specific request or recommendation to or to bring a complaint or controversial matter before the Board, or its designees. This assumes that the member or other person has 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.
 - iv. The Board recognizes that the Cooperative staff is highly trained and departmentalized into areas of technical specializations best equipped to deal with and resolve complaints and/or problems by Cooperative members or others and, therefore, a member wishing to come before the Board with a complaint or problem must first:

- 1) Discuss the complaint and/or problem with the appropriate department supervisor(s) and department vice president(s) and, not obtaining a satisfactory resolution of the complaint or problem,
 - 2) Schedule and attend a meeting with the President & CEO.
- e. A member or other person will not be allowed to attend if the person's attendance is for an unlawful or improper purpose, or:
- i. The member or person fails or refuses to complete, sign and submit the prescribed Board Meeting Attendance Request form to attend Board meeting or fails to do so in a timely manner.
 - ii. If the attendance is to present a request or recommendation to the Board and the member or other person has not previously presented the request or recommendation to the Cooperative's management and allowed reasonable time for a response.
 - iii. If the attendance is to bring a complaint or controversial matter before the Board and the member or other person 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.
 - iv. The attendance is for a purpose which is not reasonably related to the business of the Cooperative.
 - v. The attendance is for a dishonest purpose, is inimical to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to the interest of the member or person.
 - vi. If the number of members desiring to attend a Board meeting exceeds the reasonable capacity of the Board meeting area to accommodate same. (In such event, members sharing one or more common purposes must select a representative to attend a Board meeting for such common purpose.)
- f. When one or more members are allowed to attend a Board meeting, Board committee or other official meeting of the Board, as outlined herein, the following procedures and protocol will be strictly followed:
- i. Such member(s)/person(s) shall be seated away from the Board conference table so that their physical proximity will not impair or interfere with the Board's conduct of the business affairs of the Cooperative.
 - ii. Such member(s) will be limited in the amount of time allotted to review or present the specific topic in question.

- iii. 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 meeting. In such event, the Board or committee 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.
 - iv. Regardless of the action that has already taken place or that may take place thereafter, at each meeting of the Board of Directors, the President and CEO shall report to the Board on any such requests, how they have thus far been handled and what recommendations, if any, he/she or the Cooperative's general counsel may have with respect thereto.
- g. Notwithstanding the foregoing, no member or person 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:
 - i. For consideration of a pending or threatened lawsuit or claim against the Cooperative.
 - ii. For consideration of personnel issues.
 - iii. For consideration of matters, which if disclosed to members or other persons desiring to attend a Board meeting would:
 - 1) violate a person's right to privacy, violate any agreement with third parties with respect to trade secrets, existing agreement or adversely affect the Cooperative in its negotiations with third parties.
 - 2) adversely affect the Cooperative unduly out of proportion to the possible competing interest of the member or person attending a Board meeting.
 - 3) violate the privilege or an agreement concerning the confidential communication between the Cooperative, its attorney or others.
 - iv. For any other lawful reason.
- h. Non-members may be considered for attending Board, Board committee or other official meetings of the Board only if specifically invited by the Board of Directors, or if they are legal counsel representing or other duly authorized representative of a member or person who has been approved to speak on behalf of or assist such persons.

- i. 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.
- j. The provisions of this policy shall not apply to employee matters concerning the meaning and application or the provisions of the Cooperative's policies and procedures relating to personnel administration and work practices and rules which matters shall follow the procedure set forth in the Board's Policy 400, Method of Handling Personnel Problems.

RESPONSIBILITY

1. 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 or any other policy.

2. President and Chief Executive Officer

It shall be the responsibility of the President and Chief Executive Officer to administer this policy and develop appropriate controls, therefore.

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