

BLUE RIDGE MOUNTAIN ELECTRIC MEMBERSHIP CORPORATION

POLICY BULLETIN NO. 228

SUBJECT: MEMBER ATTENDANCE & PETITION TO PRESENT AT BOARD MEETINGS

This policy establishes appropriate procedures to accommodate Member requests to attend meetings of the Board of Directors of the Cooperative and or to present information to the Board of Directors at such meetings. A current Member in good standing has the opportunity to attend regular monthly meetings of the Board of Directors of the Cooperative, except for the portions of said meetings conducted in Executive Session, and/or to present information to the Board of Directors so long as such attendance and or presentation does not unduly encumber the Board in its statutorily prescribed duty to make prudent, well-considered, and fully deliberated decisions concerning the management of the business and affairs of the Cooperative. For the purpose of this policy a Member in good standing shall mean an individual or individuals qualifying as a Member under the terms of Article I of the Cooperatives Bylaws who as of the date of his/her/their request to attend and or make a presentation to the Board of Directors pursuant to this Policy Bulletin 228 is current in all payments for service to the Cooperative. Special, called or emergency meetings of the Board of Directors may be conducted without allowance for Member attendance or participation. Once Board Meeting dates are set by the Board of Directors, those dates will be posted on the Cooperative's website. The website will be updated within one business day of a change in a meeting date. For the purpose of this policy, a business day shall mean any day on which the Cooperative's headquarters facility is open for normal business.

General Member Attendance at Board Meetings

Current Members in good standing desiring to attend a regular monthly meeting of the Board of Directors of the Cooperative may do so subject to the following provisions:

1. The Member must submit a written *Member Notice of Intent to Attend a Board Meeting* (attached) which must be received by the Cooperative at least forty eight (48) hours prior to the Board Meeting, which will either be approved or denied by the Board of Directors, or its designee, prior to the requested meeting. Such notice may be submitted by U.S. mail addressed to the attention of Executive Assistant at the headquarters address of the Cooperative, by email at boardmeetings@brmemc.com or by facsimile at 706-379-4834;
2. The Cooperative will take reasonable steps to notify the Member at least twenty four (24) hours prior to the Board Meeting should his/her/their attendance be denied and the basis of such denial;
3. The Member must recognize that he/she is an observer of the Board Meeting only, and must abide in good faith by usual and customary rules of decorum for professional meetings, or risk removal from the meeting;
4. Written information or electronic communications provided to or shared among the Board of Directors whether in-person at the meeting, by mail or electronically will not be provided to the Members in attendance unless expressly authorized by the Board of Directors on a case-by-case basis; however, the Board of Directors may make certain documents (such as the meeting agenda) available for viewing by the Members in attendance via electronic media at the sole discretion of the Board of Directors;

5. The Member may not utilize any electronic devices to record, stream, post (as in social media) or video, for current or future use, any Board meeting proceedings unless expressly authorized by the Board of Directors at the beginning of each meeting;
6. Members may observe proceedings not otherwise considered privileged, confidential or of a personal nature. Such proceedings will be conducted in Executive Session according to policies approved by the Board of Directors of the Cooperative;
7. The Board of Directors reserves the right to determine the number of Members allowed at any meeting, giving consideration to available space, issues of safety and security, and other issues deemed critical to the safe and effective execution of the Board meeting. If desired Member attendance exceeds the available space for the meeting, then requests to attend will be granted on a first-come, first-served basis. The decision of the Board of Directors to allow or deny attendance for any reason is final.

Member Petitions to Present at Board Meetings

A current Member in good standing has the opportunity to make reasonable requests to the Board of Directors, and to be reasonably accommodated in such requests, to present specific matters of concern, recommendations, or complaints, subject to the following provisions:

1. The Member must complete, sign, and submit the prescribed *Member Petition to Present at Board Meeting* form (attached) which must be received, at least five (5) business days in advance of the specific Board meeting in which the member desires to present. Such request may be submitted by U.S. mail addressed to the attention of Executive Assistant at the headquarters' address of the Cooperative, by email at boardmeetings@brmemc.com or by facsimile at 706-379-4834;
2. The Cooperative will take reasonable steps to notify the Member at least twenty four (24) hours prior to the Board Meeting should his/her/their participation be denied and the basis of such denial;
3. The Member may only present issues, recommendations or complaints, whether verbally or in writing at the meeting, that have been specifically outlined and provided in the *Member Petition to Present at Board Meeting*. Following the presentation, the Member will exit the Board Meeting unless a *Member Notice of Intent to Attend a Board Meeting* has been submitted and accepted for the same meeting. Such presentation is expressly limited to a total of three (3) minutes;
4. The Board of Directors reserves the right to limit the number of presentations made by Members at any meeting depending upon the number of petitions received for a specific meeting, the space available to accommodate Member-speakers, and the availability of time in the meeting agenda, but in no case shall the presentation period exceed thirty (30) minutes in total;
5. The Board of Directors reserves the right to set time limits for presentation of concerns, recommendations or complaints, or to limit discussion on any particular matter when such discussion interferes with the timely execution of the Board Meeting;
6. The Board of Directors will hear concerns, recommendations or complaints, but will not respond to such issues directly during the Board Meeting. An official response to any issue presented by a Member will be provided, in writing, by the General Manager of the Cooperative within ten (10) business days of the presentation of the issue by the Member.

Executive Session Limitations

In Executive Session, the Board of Directors may conduct a private consultation with its attorney, invited staff, consultants, or any other person whose presence the Board of Directors deems necessary. In the event of a dispute regarding participation in any Executive Session of any non-director attendee, a majority vote of the Board of Directors shall determine participation eligibility of attendees. Executive Sessions may be held for the following reasons:

a) Legal Matters

The Board of Directors may discuss legal matters or 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 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 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 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 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 that would adversely affect the Cooperative's ability to competitively purchase goods and services.

f) Security

The Board of Directors 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, security audits, and cyber security.

g) Other

The Board of Directors may determine in its sole discretion that additional matters should be considered in Executive Session.

General Manager's Responsibility

The General Manager of the Cooperative will report all *Member Notice of Intent to Attend a Board Meeting* and *Member Petition to Present at Board Meeting* forms received by the Cooperative to the Board of Directors and Board Legal Counsel.

Members Desiring to Attend & Present at Board Meetings

Members desiring to both attend and present at a Board Meeting must submit both the *Member Notice of Intent to Attend a Board Meeting* and *Member Petition to Present at Board Meeting*, and be separately approved and governed under the specific provisions of each request.

Date Adopted

11/10/17

Date Effective

11/10/17

Orig. 11/17



President



Secretary