



## **Meeting Minutes - Final**

### **Board of Directors**

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**Monday, October 23, 2017**

**8:30 AM**

**PEC Headquarters Auditorium**

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#### **Special Board Meeting**

Open Session of this Special Meeting was held in the PEC Auditorium and was audio recorded in accordance with Board Meetings Policy.

#### **Call to Order and Roll Call**

President Emily Pataki called the meeting to order at 8:40 am. Special Counsel Ross Fisher was also present to assist the Board in the Special Meeting.

**Present:** 7 - Director Cristi Clement, Director Randy Klaus, Director Jim Powers, Director James Oakley, Director Paul Graf, Director Amy Akers, and President Emily Pataki

#### **Adoption of Agenda**

The agenda was adopted as posted and without objection.

#### **Member Comments (3 minute limitation or as otherwise directed by Board)**

1. [2017-457](#) **Member Comments**

**Attachments:** [2015-09-21 Decorum Policy \(reference material\)](#)

There were no members present wanting to address the Board.

#### **Action Items / Other Items**

There were no action items.

#### **Recess to Executive Session**

President Emily Pataki announced the items to be discussed in Executive Session and at 8:42 am stated the Board would go into Executive Session.

#### **Executive Session - Legal Matters**

2. [2017-458](#) **Matters in Which the Board Seeks the Advice of its Attorney as Privileged Communications in the Rendition of Professional Legal Services**

**Executive Session - Personnel Matters****3. [2017-459](#) Discussion and Possible Action Regarding CEO Search****Reconvene to Open Session at 10:18 am****Items from Executive Session****[2017-460](#) Creation of Position of Chief Operating Officer**

**Body:** **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that notwithstanding the Authority and Responsibilities Policy or the Employee Compensation Policy, the Cooperative create the position of Chief Operating Officer reporting to the Chief Executive Officer; and

**BE IT FURTHER RESOLVED**, that the President of the Board of Directors or her designee is authorized to take such actions as needed to implement this resolution, including, without limitation, creation of a position description and placement of such position in the Cooperative's Classification Plan and Wage Scale.

**A motion was made by Director Akers, seconded by Director Clement, that this item be approved. The motion carried by the following vote:**

**Yes:** 7 - Clement, Klaus, Powers, Oakley, Graf, Akers, and Pataki

**[2017-462](#) Authorization for Negotiation of Employment Terms for Positions of Chief Executive Officer and Chief Operating Officer**

**Body:** **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that the Cooperative authorizes its Special Counsel to negotiate the terms of employment for the positions of Chief Executive Officer and Chief Operating Officer with the candidates for those positions; and

**BE IT FURTHER RESOLVED**, that any final terms of employment for the positions of Chief Executive Officer and Chief Operating Officer will be approved by the Board; and

**BE IT FURTHER RESOLVED**, that the President of the Board of Directors or her designee is authorized to take such actions as needed to implement this resolution.

**A motion was made by Director Powers, seconded by Director Graf, that this item be approved. The motion carried by the following vote:**

**Yes:** 7 - Clement, Klaus, Powers, Oakley, Graf, Akers, and Pataki

**Adjournment**

President Emily Pataki thanked fellow directors for their work on this topic and Special Counsel Ross Fisher for his assistance on this process. There being no further business to come before the Board of Directors, the meeting was adjourned at 10:21 am.

APPROVED:

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Amy Akers, Secretary

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Emily Pataki, President