

Board of Directors Information Summary

Information

The Connexus Energy Board of Directors is elected by the members and represents the members by overseeing the electric cooperative. The board is governed by the cooperative's bylaws, which are adopted by the membership. The board of directors establishes rates, sets Connexus Energy's goals and strategic direction, provides financial oversight, and acts as the policy-making body of Connexus Energy.

The service territory is divided into four districts, each represented by a board director elected at-large by the members. In adherence with Connexus Energy's bylaws, an annual election is held where any eligible member may seek election to the board of directors in the district from which they reside.

Our board of director elections take place in conjunction with our annual membership meeting, which is typically held in April at Connexus Energy. In early April all members will receive an annual meeting mailing with information on how to participate in the annual meeting and the options for voting in the board of directors' election.

Qualifications

Board directors must receive electric service from Connexus Energy at their primary residence in the district they represent. Board Directors cannot be a full-time employee, agent, employer, or principal of another Connexus Energy Board Director, employed by an enterprise that directly competes with or provides services to Connexus Energy, or have any other conflict of interest. A complete list of qualifications is located within the [Connexus Energy Articles of Incorporation & Bylaws](#).

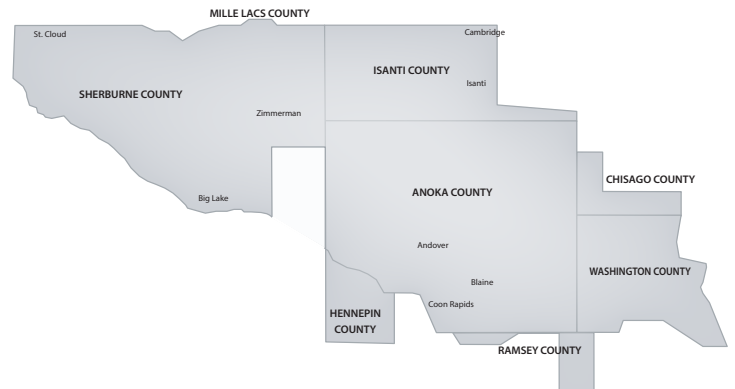
Responsibilities

Mission and Purpose: The board of directors evaluates whether decisions and policies help the cooperative successfully further its commitment to serving our members by "Powering our members and communities toward a smarter energy future with a passionate focus on affordability, innovation, safety, and grid reliability."

Legal and Ethical Accountability: The board of directors adopts and enforces policies, resolutions, and actions governing ethical conduct, accountability, and compliance with applicable laws and regulations.

Financial Oversight: The board of directors establishes financial targets and goals and approves the cooperative's budget. Board members also review and approve significant investments, loans and acquisitions, and the rates and terms for providing electric service to members. The board of directors is responsible for evaluating periodic financial statements, reports, and information and considering internal control procedures.

Governance: The board of directors establishes the strategic direction for the cooperative and considers and approves Connexus Energy's business initiatives. The board of directors discharges its duty to manage the affairs of the cooperative by delegating day-to-day management responsibilities to the chief executive officer (CEO). The CEO is hired by and answers to the board of directors.



Expectations

Board directors must be available to attend at least: 12 monthly board meetings, one special board meeting, the annual meeting, cooperative-related conferences and trainings, cooperative strategic planning, and other cooperative events/meetings as needed.

- » Board directors are expected to prepare for board meetings beforehand and participate in meeting discussions. Board directors report spending 15-30 hours per month reading, preparing for the meeting, and being educated on cooperative business.
- » Board directors are expected to read and be familiar with information, data, and reports received by mail from national, state, and local trade and energy associations.
- » Board directors are expected to adhere to the one-voice rule. Discussion and disagreement in board meetings is encouraged and healthy but with respect to the end result, the board of directors speaks with one voice.
- » Board directors are expected to serve as fiduciaries and observe the following fiduciary duties:
 - » Make informed decisions.
 - » Comply with applicable federal, state, and local laws and regulations.
 - » Act in the best interests of Connexus Energy and its members.
 - » Avoid conflicts of interest.
 - » Board directors are expected to serve as key cooperative ambassadors to our membership, community, and legislative representatives. Board directors should be visible, active, and available to members throughout their respective district.
 - » Board directors are expected to use technology and communicate via email, use a Connexus Energy-issued iPad and Diligent app to review monthly board meeting documents, and participate in other forms of technology, such as Teams, as necessary.
 - » Board directors should be respectful, professional, demonstrate legal and ethical integrity, and practice confidentiality.

Compensation

Connexus Energy Board of Directors are paid a monthly retainer for all meetings, conferences, training sessions, meeting preparations, and other times representing Connexus Energy during the month. In addition, board members are reimbursed for mileage and expenses incurred during attendance at cooperative-approved activities, meetings, conferences, or training.

Election Details

- » Informational meetings are held for members interested in becoming a board of director candidate.
- » The nominating committee interviews all qualified board director candidates and places names on the ballot following the interviews. Names not placed on the ballot by the nominating committee or any qualified candidate who was interviewed but not advanced to the ballot may petition to be included on the ballot provided they obtain 200 member signatures within 50 days of the meeting.
- » The ballot will contain the names of board of director candidates and will be arranged alphabetically by last name by district and note the board director candidate's residence. The ballot will also identify board director candidates as incumbents and if running by petition.
- » Board of director candidates must submit responses to information requested by the deadline established by Connexus Energy management for publication in the annual meeting notice mailed to each member.

Rules

The campaign process is left to the discretion of each individual candidate. Some candidates choose a door-to-door campaign, others buy newspaper and/or radio advertisements, and some have posters and/or pamphlets printed and distributed. Others limit their campaign to phone calls to friends and neighbors or friendly chats with other members at community events. See [board policy 1.12](#) for full details of the board of director election process.