

**MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA  
RURAL ELECTRIC MEMBERSHIP CORPORATION  
HELD JULY 23, 2020**

The Regular Meeting of the Board of Directors of South Central Indiana Rural Electric Membership Corporation was held pursuant to notice as required by the Bylaws at the principal office of the Cooperative, 300 Morton Avenue, Martinsville, Indiana on Thursday, July 23, 2020, at 5:30 p.m.

The following Directors were present: Mark Smith (via Zoom), Jerry Pheifer, Jim Cox, Lisa Prosser, Rex Franklin, Stephen Williamson, Jim Koch (via Zoom), and Bruce Hamlin. Director Heather Mollo was absent. Others in attendance were Michael Schultz, General Counsel; James Tanneberger, President & CEO; and Stacey Sauer, Executive Assistant.

Director Lisa Prosser opened the meeting with prayer. Mr. Hamlin then asked if there were any amendments or corrections to the minutes of the Regular Board of Directors' Meeting held June 25, 2020. There were no amendments or corrections. Mr. Williamson made a motion to approve the minutes as presented. The motion was seconded by Mr. Cox and passed.

Safety Report: Mr. Tanneberger reviewed the Safety Report for the month and answered the Directors' questions. Ms. Prosser made a motion to accept the Safety Report. The motion was seconded by Mr. Pheifer and approved.

Financial Reports: The Board reviewed available financial reports. Following discussion, Ms. Prosser made a motion to accept the available financial reports and write-offs to bad debt for June 2020. The motion was seconded by Mr. Franklin and passed.

SCI Fiber: Mr. Tanneberger discussed the SCI fiber project reporting on in-home installations, potential business customers, contractors, the Rural Digital Opportunity Fund

(RDOF) auction process, the Next Level Connection Broadband Grant Program, SCI's fiber transport network, and answered the Directors' questions.

Committee Reports:

**Audit Committee:** The Audit Committee scheduled a meeting for Monday, August 10, at 9:00 am at the REMC office.

**Budget and Workplan Committee:** The Budget and Workplan Committee scheduled a meeting for Thursday, August 27, 2020 at 4:00 pm prior to the Board Meeting.

Unfinished Business: Mr. Tanneberger discussed his goals for 2020 which revolve around safety, satisfaction and strength indicating that updates are noted in red.

Mr. Tanneberger discussed the current working arrangement of employees due to the pandemic and reported that the front lobby was reopened to members on June 15. He also reported that a cleaning company has been contracted to do an extensive cleaning of the building.

The Board was brought up to date on plans for the 2020 Virtual Annual Meeting. The meeting will be conducted by mail and during a call-in business meeting. Members returning their ballots (postmarked by September 21, 2020) will receive a \$20 bill credit. Further, they will be entered into a drawing for a chance to win one of ten \$100 bill credits.

New Business: The Board was informed of a CFC Special Membership Meeting to consider proposed bylaw amendments. Following discussion, the Board was in favor of the recommended bylaw changes as presented. Mr. Cox made a motion to appoint Rex Franklin as the Delegate for the Special Meeting to record SCI's vote. The motion was seconded by Mr. Williamson and approved.

NCSC will also be holding their Annual Meeting and is also asking for approval of proposed bylaw changes and conducting director elections. Following discussion, the Board was in favor of the recommended bylaw changes as presented and voting for the non-contested

candidates for Board Districts 1 and 3. Mr. Franklin made a motion to appoint Ms. Prosser as the Voting Delegate for the NCSC Annual Meeting to record SCI' favorable vote and cast the director election ballot. The motion was seconded by Mr. Williamson and approved.

Next the Board considered the Information Guide for Potential Directors. Ms. Prosser made a motion to approve the guide as presented. The motion was seconded by Mr. Franklin and approved.

Attorney: Mr. Schultz discussed proposed changes to Board Policy No. 2-1- Directors' Responsibilities, Duties, Standards of Conduct, and Qualifications. Proposed changes would also necessitate an amendment to the SCI Bylaws. Following discussion, Mr. Pheifer made a motion for the attorney to finalize language for the policy as well as the bylaw amendment for consideration at the August Board Meeting. The motion was seconded by Mr. Franklin and approved.

Mr. Schultz further reported on several ongoing projects.

President/CEO Report: Mr. Tanneberger reported that SCI received the 2019 Martinsville Chamber of Commerce Outstanding Business Award. He further reported he continues to communicate SCI's strategic vision, mission statement and internal vision to employees to ensure all are working toward the same goal. He then asked if there were any questions regarding the President/CEO's monthly written report. Thereafter, Mr. Williamson made a motion to accept the CEO report. The motion was seconded by Ms. Prosser and passed.

Hoosier Energy Report: Mr. Pheifer reported on the Hoosier Energy Board of Directors Meeting held in July.

Indiana Electric Cooperatives: Mr. Cox reported on the Indiana Electric Cooperatives Board Meeting held in July.

Board Chairman Comments: Mr. Hamlin reported on economic development and the Ellettsville area and ongoing projects in the Owen County area.

There being no further business to come before the Board, the meeting was duly adjourned.

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Bruce Hamlin, Chairman

ATTEST:

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Jerry W. Pheifer, Secretary