

## GENERAL BOARD POLICY 35

SUBJECT: Attendance and Participation in Membership and Board Meetings  
REVISED: August 20, 2009  
EFFECTIVE: August 20, 2009  
SUPERSEDES: November 17, 1981  
REVIEWED: July 17, 2012; February 23, 2016; May 22, 2020

### I. OBJECTIVE

The following is hereby adopted as the policy pertaining to attendance and participation in Membership and Board meetings.

### II. MEMBERSHIP MEETINGS

#### A. ATTENDANCE.

In addition to attendance by the Cooperative members, any membership meeting of the cooperative shall be open for attendance by:

1. Staff members of the Cooperative;
2. Directors and staff members of Northeast MO Electric Power Cooperative, and of national and statewide or other cooperative service organizations;
3. Invited guests;
4. Media representatives, including accredited representatives of all daily and weekly newspapers having circulation in the general service area of the cooperative, and of radio and television stations in such general service area;
5. Any member of the public who registers, giving his or her name, address, organization represented, and interest or basis or concern in the meeting.

In the event of space limitations, priority in attendance shall be accorded in accordance with the order of classification listed above.

#### B. SPEAKING PARTICIPATION.

While only those on the program, directors, and members, shall have the right to participate in the discussion of business before the meeting, time permitting, the chairman of the meeting with the consent of the members may permit any other person in attendance to speak on any issue before the meeting, subject to the appropriate limitation as to time as the chairman may impose.

III. BOARD MEETINGS: BASIC CONSIDERATIONS:

Attendance and participation in Board meetings by others than Board members and staff personnel presents problems somewhat different than those for general membership meetings. The Board of Directors is charged under the cooperative's By-Laws with the duty of management of the business and affairs of the cooperative. In carrying this out, the Board has the responsibility for determining broad management policy with the day-to-day responsibility for implementing those policies delegated to the General Manager/C.E.O. who, in turn, must delegate many responsibilities to staff members responsible to him.

Thus every board session of the cooperative is a working one involving an extensive agenda, reviewing the reports and recommendations of management pertaining to both construction and operational matters, recommendations of advisory groups and legal counsel, and legislative and administrative actions affecting the cooperative and its members and many others. For the Board to effectively carry out its duties of basic management of the business and affairs of the cooperative it is important that directors, in their deliberations and decisions, have complete freedom to express their views, unhampered by the realization or thought that their every expression may be subject to public dissemination and interpretation by representatives of the press or other media. Meetings of the Cooperative's Board of Directors, like the board meetings of other business corporations, are not subject to open meeting laws. While it is recognized that the nature of the cooperative is such that the Board of Directors is ultimately accountable to the members, this does not mean that every Board session of the cooperative must become a forum for debate and action by each and every consumer affected by its decisions. To function efficiently and carry out its mandate of business management, it is essential that the Board act in its representative capacity, and in an atmosphere conducive to the discharge of this function. In view of these sometimes-conflicting considerations, the following is adopted as a statement of policy governing attendance at and participation in meetings of the cooperative Board of Directors.

A. ATTENDANCE:

1. Subject to the exclusions listed under subparagraph 2 below,
  - a. Directors;
  - b. The General Manager/C.E.O., and such other cooperative staff members, attorneys, or other consultants as the General Manager/C.E.O. or Board may from time to time designate;
  - c. Such persons as may file a request to attend with the General Manager/C.E.O. at least five days prior to the Board meeting, if such request is granted by the General Manager/C.E.O or executive committee prior to such meeting.

2. EXCLUSIONS

Unless expressly consented to by the Board of Directors, the following will not normally be permitted to attend Board meetings.

- a. Members or representatives of communication media, such as newspapers, radio and television;
- b. Individuals or members of organizations who have appeared in administrative or legal proceedings as adverse parties to the interests of the cooperative.
- c. No persons during executive sessions of the Board, except Directors and persons expressly invited.

B. PARTICIPATION IN BOARD MEETINGS:

1. Voting shall be confined to members of the Board of Directors;
2. Discussion of items of business before the Board shall be confined to the directors, General Manager/C.E.O. and staff members or consultants in attendance at the designation of the General Manager/C.E.O.;
3. Any person who wishes to speak or present any item of business to the Board may do so within time limitations determined by the chairman, provided that such person makes a written request therefore not less than five days prior to the meeting, and such request is granted by the General Manager/C.E.O. or executive committee prior to the meeting.