

**GOLDEN VALLEY ELECTRIC ASSOCIATION, INC.
BOARD OF DIRECTORS' SPECIAL MEETING MINUTES
BOARD/CEO RETREAT**

**March 9-10, 2022
Westmark Hotel
813 Noble Street, Fairbanks, Alaska**

	A special meeting of the Golden Valley Electric Association Board of Directors was held at the Westmark Hotel on March 9-10, 2022 for the board to conduct its annual Board/CEO Retreat.
PRESENT	<u>Directors:</u> Tom DeLong, Chair; John Sloan, Vice Chair; Dave Messier, Treasurer; Gary Newman, Secretary; Chris Bunch; Rick Solie and Todd Adams. <u>Staff:</u> John Burns, President & CEO <u>Facilitator:</u> Jim Schwarz, Compass Development and Governance Group, Inc.
CALL TO ORDER	Chair DeLong called the meeting to order at 8:10 a.m. on Wednesday, March 9, 2022.
APPROVAL OF THE AGENDA	Mr. Sloan moved to approve the Agenda with the removal of item 23 (CEO compensation, to be addressed at a later meeting). Mr. Bunch seconded the motion. The motion passed.
SAFETY MOMENT	Mr. Burns spoke about two safety topics: (1) slips, trips and falls; and, (2) situational awareness and the importance of conducting a pre-job safety briefing – even when doing household maintenance chores. Follow the motto - think, plan and act.
REVIEW POLICY 2.1.1: DIRECTOR'S CONFLICT OF INTEREST	The board reviewed Policy 2.1.1: Director's Conflict of Interest and also reviewed the Conflict of Interest Certification and Disclosure Forms as submitted by each director. Mr. Burns confirmed that based on the certifications provided, no director has a conflict of interest. After discussion, Mr. Sloan moved to let the record reflect that the board reviewed Policy 2.1.1 and confirmed that no director had any conflict of interests. Mr. Newman seconded the motion. The motion passed.
EXECUTIVE SESSION	At 8:19 a.m., without objection, the board convened into executive session to discuss personnel, legal and financial issues (Board and CEO Assessments; Governance and Strategic Discussions), the immediate knowledge of which could have an adverse impact on the Association. At 7:48 p.m., Chairman DeLong recessed the meeting. At 8:13 a.m., on Thursday, March 10, 2022, Chair DeLong reconvened the meeting in executive session. At 3:00 p.m., Mr. Sloan moved to come out of executive session. Mr. Bunch seconded the motion. The motion passed.

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DIRECTOR/CEO COMMENTS	<p>Mr. Bunch said he found the retreat to be a great meeting and that he appreciated everyone's participation.</p> <p>Mr. Sloan said he also found the retreat to be a good meeting, and appreciated the guidance of the facilitator.</p> <p>Mr. Solie said he appreciated the meeting and the opportunity to listen to everyone's perspectives.</p> <p>Mr. Adams commented that he was surprised how well the meeting went, finding it the most positive when compared to other retreats he has attended during his professional career.</p> <p>Mr. Messier said he appreciated the conversations, and offered thanks to Chair DeLong for his leadership. Mr. Messier also shared his appreciation for the board's work on a GVEA vision statement.</p> <p>Mr. Newman offered thanks for the opportunity to be together as a board to discuss various governance issues, and thanked the facilitator and Mr. Burns.</p> <p>Chair Delong remarked on the opportunity to build trust amongst the board. He also commented on the 2012 Consent Decree (on Healy 1 and 2) and the opportunity to dialogue about complex issues and develop criteria with a better understanding for the upcoming decision on Healy 1.</p> <p>Mr. Burns said he appreciated the full engagement of the board and said staff also appreciates the board's engagement.</p>
ADJOURNMENT	<p>At 3:06 p.m., Mr. Bunch moved to adjourn the meeting. Mr. Sloan seconded the motion. Without objection, the meeting adjourned.</p>

3-22-2022



 Tom DeLong, Retreat Chair



 Gary Newman, Secretary