

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

**February 5 - 6, 2019
Aurora Denali Lodge
249 Parks Highway, Healy, Alaska**

	A special meeting of the Golden Valley Electric Association Board of Directors was held at the Aurora Denali Lodge for the board to conduct its annual Attorney/Board/CEO Retreat on February 5 - 6, 2019.
PRESENT	<u>Directors:</u> John Sloan, Retreat Chairman and Secretary; Rick Schikora, Board Chairman; Tom DeLong, Vice Chairman; Bill Nordmark, Treasurer; Chris Bunch; Gary Newman and Dave Messier. <u>Staff:</u> Cory Borgeson, President & CEO; John Burns, Vice President & General Counsel and Susan Redlin, Executive Administrative Assistant.
CALL TO ORDER	John Sloan, Chairman of the Retreat, called the meeting to order at 10:03 a.m. on Tuesday, February 5, 2019. All directors were present.
APPROVAL OF THE AGENDA	Mr. Bunch moved to approve the Agenda. Mr. Messier seconded the motion; the motion passed.
SAFETY MOMENT	Mr. Burns presented the safety moment and spoke about safe driving during snowy and icy road conditions.
MEMBER COMMENTS	There were no member comments as there were no members present.
PARLIAMENTARY PROCEDURES UPDATE	Mr. Burns gave a brief overview of Robert's Rules of Order.
REVIEW POLICY 2.1.1 – DIRECTOR'S CONFLICT OF INTEREST AND CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE FORM	The board reviewed Policy 2.1.1 – Director's Conflict of Interest and reviewed all director Conflict of Interest Certification and Disclosure Forms. Mr. Burns confirmed that based on the certifications provided, no directors had any conflict of interests.
EXECUTIVE SESSION	At 10:23 a.m., without objection, the Board convened into executive session to discuss legal, financial and personnel issues, the immediate knowledge of which could have an adverse impact on the Association. At 4:15 p.m., Messrs. Borgeson and Burns and Ms. Redlin were excused from the meeting. At 5:30 p.m., without objection, Chairman Sloan recessed the meeting.

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<p>EXECUTIVE SESSION (Continued)</p>	<p>At 8:01 a.m., on Wednesday, February 6, 2019, Chairman Sloan reconvened the meeting into executive session. Ms. Redlin was excused from the meeting.</p> <p>At 1:58 p.m., without objection, the Board came out of executive session.</p>
<p>APPROVE CEO COMPENSATION</p>	<p>Mr. Schikora moved to approve the CEO's compensation as discussed in executive session. Mr. Nordmark seconded the motion; the motion passed.</p>
<p>DIRECTOR COMMENTS</p>	<p>Mr. Nordmark said he appreciated the board retreat and thought it was very productive. He also shared that he felt it's important that board members periodically have a chance to socialize with one another, and he offered his boat to those who might want to get together this summer in Prince William Sound. Susan is to coordinate trip arrangements later this spring with Mr. Nordmark and anyone who might be interested.</p> <p>Mr. Schikora expressed that the board retreat was very good and he was pleased with the discussions. He felt that the Peer-to-Peer assessment was helpful.</p> <p>Mr. Bunch said the retreat was very good. He also stated that he appreciated the candid discussions and conversations amongst the board members.</p> <p>Mr. DeLong said he felt good about the board as a team and the work GVEA is doing. He also suggested Mr. Borgeson prepare a Performance Appraisal Review for himself and added that the board should do the same for itself.</p> <p>Mr. Newman expressed his appreciation for the board retreat and complimented Mr. Borgeson on his efforts on behalf of GVEA. He added that he thought that GVEA's year-end employee newsletter was good and very informative.</p> <p>Mr. Messier echoed the comments made by the other board members about the board retreat, and he felt the meeting was very good. He thanked Mr. Borgeson for his efforts and work as CEO and thanked all board members for their work on behalf of GVEA. He felt that the Peer-to-Peer assessment is a good tool, but the discussion of the assessment needed to be facilitated in the future in order to get board members more engaged.</p> <p>Mr. Sloan thanked everyone for their participation during the board retreat and stated that he felt that it was a very good meeting. He also thanked</p>

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DIRECTOR COMMENTS (Continued)	everyone for their assistance in coordinating the retreat and for ensuring that the retreat was productive and effective. He added that he thought the Peer-to-Peer assessment was helpful.
ADJOURNMENT	At 2 p.m., without objection, Chairman Sloan adjourned the meeting.



John Sloan, Retreat Chairman



Susan Redlin, Recording Secretary