



# Southern Iowa Electric Cooperative

A Touchstone Energy® Cooperative



## Board Handbook



Updated: January 2025

## Southern Iowa Electric Cooperative, Inc. Board Policies

<b>Policy#</b>	<b>Title</b>	<b>Last Revised</b>
#200	SIEC Qualifications for Directorship	09/23/2021
#205	SIEC Duties and Responsibilities for the Board of Directors	09/04/2018
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#260	SIEC Insurance (e.g. Liability & Worker’s Compensation)	01/23/2020
#265	SIEC Wage & Salary Plan	01/23/2020
#270	SIEC Method of Handling Personnel Issues or Complaints	02/05/2020
#275	SIEC Whistle Blower Policy	02/05/2020
#280	SIEC Mutual Aid	02/27/2020
#285	SIEC Anti-Discrimination-Equal Opportunity	02/27/2020
#290	SIEC Membership in Other Organizations	02/27/2020
#295	SIEC Energy Conservation	06/22/2023
#299	SIEC Scholarship Program	04/25/2024

## **SIEC Qualifications for Directorship**

### **I. PURPOSE**

- A. To assure the membership that those members nominated to be voted on to serve on the Board of Directors are generally qualified to carry out the objectives and ideals of the Cooperative. Bylaws, Article III, Section 2; The Board of Directors may, from time to time, adopt policies setting forth additional qualifications for directorship, which policies shall be designed to ensure that directors are informed, actively participating in the affairs of the Cooperative, avoid conflicts of interest, and properly fulfill their fiduciary obligations as a director of the Cooperative. In accordance with these objectives the following policy is adopted.
- B. The nominating committee and/or any individual member (see Nominating Committee Guidelines) who places a name in nomination to be voted on for election of the Board of Directors of the Cooperative, should be aware of and should carefully and seriously consider the following legal requirements and personal factors before such a nomination is made.

### **II. GUIDELINES**

- A. The following are the qualifications for a person in nomination or to remain a director:
  - 1. Must be a member who is a bona-fide resident of the area served (Bylaws, Article III, Sect. 2).
  - 2. A director should not be absent from more than two successive regular board meetings except for illness or emergency and should not be re-nominated to serve on the board if, due to incapacity or illness or any other reason, he or she misses more than five out of the twelve prior consecutive regular meetings.
  - 3. The nominee shall be willing to promote and safeguard the interest of the Cooperative and of the members and general public, and, as a member, has followed the rules, regulations, and policies of the Cooperative.
  - 4. The nominee will have to be able to represent the membership on an impartial basis for the good of the whole membership.
  - 5. The nominee must not be in any way employed by or significantly financially interested in a competing enterprise or business selling electric energy or electric supplies to the Cooperative.
  - 6. The nominee must be willing and able to attend Board of Directors meetings regularly.
  - 7. The nominee should be aware that members of the Board of Directors serve without direct, or express compensation, and with only a reasonable reimbursement of expenses and per diem allowance for meeting attendance.

8. The nominee should agree to serve a term of three years or until a successor has been appointed or elected.
9. The nominee is encouraged to obtain director education.
10. A nominee shall not be employed by Southern Iowa Electric Cooperative, Inc. (SIEC) or have been employed by SIEC at any time during the preceding five (5) years;
11. While a Director, and during the one (1) year immediately prior to becoming a Director, a Director or Director-candidate must not be, nor have been: a close relative (a close relative is defined as a spouse, parent (including step, foster and in-law), child (including step, foster and in-law), brother or sister (including step and in-law), niece, nephew, grandparent or grandchild of an employee. Additionally, no close relative of any existing Director, other than an existing Director who will cease being a Director within one (1) year; an existing, or a close relative of an existing, non-Director SIEC Officer, employee, agent or representative shall qualify to serve as a director. However, no incumbent Director will lose eligibility to remain a Director or to be re-elected as a Director if he/she becomes a close relative of another Director or an Employee because of a marriage to which he/she was not a party;
12. The nominee or Director shall not be in any way employed by, materially affiliated with, or share a material financial interest with, any other Director such that any Director's independent business judgment is impaired.
13. Upon the establishment of the fact that a Director is holding office in violation of any of the provisions within this policy, then such Director shall be removed by the remaining directors from office for being disqualified for service and replaced in accordance with the Bylaws.

### III. RESPONSIBILITY

- A. President—Shall inform a Director if he or she is risking a violation of this policy.
- B. CEO/Manager—Shall ensure the Nominating Committee is familiar with the substance of this policy and report about Director attendance to the Nominating Committee.

ATTESTED: \_\_\_\_\_

  
Board President

DATE: \_\_\_\_\_

12/16/2021

Reviewed: November 30, 1995  
November 16, 2006  
Revised: March 23, 2006  
July 19, 2012  
September 4, 2018  
September 23, 2021



## **SIEC Duties and Responsibilities for the Board of Directors**

### **I. PURPOSE**

- A. To describe the duties and responsibilities of the Board of Directors.
- B. The Board of Directors exists to direct the affairs of the Cooperative. All of the powers of this corporation are held solely by the Board of Directors, except such powers that have been conferred upon the member-owners by statute or by the corporation's charter or bylaws. Ordinarily the board may exercise its powers only by acting in a duly convened meeting. The board may delegate certain but not all of its powers to the Chief Executive Officer (see Board Policy #230 Delegation of Authority). But ultimate responsibility for the cooperative resides in the board, and certain decisions and actions cannot be delegated. In fulfillment of these duties and responsibilities, the Board of Directors shall:

### **II. GUIDELINES**

- A. Establish and maintain a legal entity by:
  - 1. Ensuring that all legal requirements, as set forth in the law, the articles of incorporation, the bylaws, or other regulations or contracts applying to the Cooperative are complied with.
  - 2. Selecting and appointing the general counsel.
  - 3. Studying and approving (or recommending) revisions and other changes in the bylaws.
  - 4. Reviewing and approving major contracts such as loan agreements, wholesale power contracts, and construction contracts.
  - 5. Approving applications for membership in the cooperative.
  - 6. Ensuring that accurate minutes of board, committee, and membership meetings are prepared, maintained, and approved.
  - 7. Authorizing eminent domain proceedings as required.
- B. Act as trustees of membership interests by:
  - 1. Holding board meetings monthly, or more often if required. The preliminary agenda for such meetings shall be developed by the CEO/Manager in consultation with the president, and the agenda will be mailed in advance of the meeting with appropriate supporting information.

2. Ensuring that members of the cooperative are informed by conducting membership meetings to hear their views, and to promote understanding of the cooperative's objectives, policies, and programs, and through periodic newsletters and other publications, annual reports, and meetings.
  3. Keeping informed about changing member needs.
  4. Assisting new board members to understand their responsibilities and duties. An orientation will be arranged for new board members.
  5. Selecting an independent financial auditor.
  6. Establishing investment policies and approving depositories for funds of the cooperative and designating those authorized to sign checks, drafts, notes, contracts, deeds, mortgages, and other instruments on behalf of the cooperative.
  7. Establishing policies governing the payment of travel, out-of-pocket, and other expenses of directors.
  8. Approving the appointment of the cooperative's principal consultants and contracts and agreements for their services.
  9. Approving purchase, transfer, lease and/or sales of real estate.
  10. Filling vacancies on the board for any unexpired term of office in accordance with Article III, Section 4 of the bylaws.
- C. Plan for the long-term health and survival of the cooperative by:
1. Working with the manager to develop the mission and plans of the Cooperative.
  2. Working with the manager, ensure a safe, adequate, reliable, competitively priced supply of electric energy.
  3. Reviewing and adopting proposed policies or policy revisions.
- D. Provide operating requirements by:
1. Interviewing candidates (with the advice and assistance of a professional consultant) and selecting and employing a competent CEO/Manager. The Manager is delegated responsibility and authority to select personnel and terminate their employment, if such action becomes necessary, within the limitations of board policy. The Manager is also delegated complete responsibility to direct such employees.
  2. Adopting financial plans and policies essential to maintaining a sound financial structure for the cooperative.
  3. Authorizing the monies and expenditures of such monies through the adoption of budgets necessary to carry out the objectives of the cooperative.

4. Establishing committees, when necessary, and receiving reports and recommendations from special or standing committees, and taking appropriate action as a result of such reports. The functions of such committees should be in writing and reviewed annually by the Board of Directors to determine if any revisions should be made.
  5. Determining major state, regional, or national organizations in which the cooperative shall become a member.
  6. Authorizing the construction of major facilities necessary for the efficient operation of the cooperative.
- E. Establish controls to appraise the effectiveness of operations by:
1. Reviewing periodic reports from the CEO/Manager to either ensure conformity to approved plans and programs or to enable the board to have sufficient knowledge and understanding to make prudent decisions regarding future plans and programs.
  2. Reviewing the annual financial audit and the management letter, with the auditor present, and ensuring that any necessary action is taken. The audit and the management letter shall be sent to the directors prior to the meeting when they are to review it.
  3. Reviewing any independent management audit if such an audit is undertaken, and ensuring that board-approved recommendations are carried out by receiving and reviewing regular progress reports from the CEO/Manager.
  4. Conducting an annual performance appraisal of the CEO/Manager, and determining his/her compensation.
  5. Conducting periodically, a self-appraisal of the Board of Directors, with or without outside consulting assistance, to review and improve its effectiveness in fulfilling its duties.
- F. Duties and responsibilities of cooperative officers:
1. *President*—In accordance with ARTICLE VI, Section 5 of the By-Laws of the Southern Iowa Electric Cooperative, Inc., the President:
    - a. Shall be the principle executive officer of the cooperative, and shall preside at all meetings of the Members and of the Board of Directors.
    - b. Shall sign certificates of membership and may sign, with the secretary, or any other proper officer of the Board, authorized by the Board of Directors to do so, any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, to be executed, except in cases which the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or shall be required by law to be otherwise signed or executed; and
    - c. In general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- d. Prepare to lead the board meeting by becoming familiar with the agenda and available informational materials and supporting data.
  - e. Lead the board meeting in decision making. Presents background material he or she may have. Presents alternatives during discussion. Stimulates full participation, guarantees freedom to speak. Calls for decisions and action when the board is ready. Asks thought provoking questions and summarizes discussion.
  - f. In accordance with ARTICLE VI, Section 12 of the By-Laws of Southern Iowa Electric Cooperative, Inc., the Board makes an annual report to the membership. The officers of the cooperative shall submit to each annual meeting of the members, reports covering the business of the cooperative for the previous fiscal year and showing the conditions of the cooperative at the close of such fiscal year.
2. *Vice President*—In accordance with ARTICLE VI, Section 6 of the By-Laws of Southern Iowa Electric Cooperative, Inc., the Vice-President:
    - a. Shall in the absence of the President, or in the event of his or her inability or refusal to act, perform the duties of the President, and when doing so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him by the Board of Directors.
  3. *Secretary*—In accordance with ARTICLE VI, Section 7 of the By-Laws of Southern Iowa Electric Cooperative, Inc., the Secretary:
    - a. Shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose.
    - b. See that all notices are duly given in accordance with the By-Laws or as required by law.
    - c. Shall be custodian of the corporate records and of the seal of the Cooperative and see that the seal is affixed to all documents, the execution of which on behalf of the Cooperative under its seal is duly authorized in accordance with the provisions under the By-Laws.
    - d. Shall keep a register of the post office addresses of each member, which shall be furnished to the secretary by such member.
    - e. Shall have general charge of the books of the cooperative in which a record of members is kept.
    - f. Shall keep on file at all times a complete copy of By-Laws of the cooperative containing all amendments thereto, which copy shall always be open to the inspection by any member and at the expense of the cooperative, and forward a copy of the By-Laws and of all amendments thereto, to any member requesting a copy.
    - g. Shall in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.







## **SIEC Code of Conduct for Directors**

### **I. PURPOSE**

- A. To explain the fiduciary duties of directors and to clarify the standards of conduct for which they will be held accountable when serving on the board. Directors will conduct themselves in accordance with high moral and ethical standards.
- B. All of the powers of the corporation are conferred upon and may be exercised by the Board of Directors, except as reserved to or conferred upon the members by law, the articles of incorporation, or the bylaws. It is the purpose of this policy to identify or establish standards whereby such power may be exercised in the best interests of the system. The Cooperative will establish standards and procedures to guide directors in performing their functions.

### **II. GUIDELINES**

#### A. General Conduct of Directors:

- 1. Directors should conduct themselves, personally and professionally, as well as in their capacity as representatives of the Cooperative, in accordance with the highest moral and ethical standards, and should avoid even the appearance of any conduct inconsistent with such standards.

#### B. Legal Duties:

- 1. Directors are subject to legal standards of fiduciary responsibility. These include the *duties of care and loyalty*.
  - a. Under the *duty of care*, directors are required to:
    - i. Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
    - ii. Have or acquire the minimum knowledge and skills necessary to direct the affairs of the cooperative.
    - iii. Make every effort to attend all meetings of the board and to study materials sent prior to each board meeting.
    - iv. Study and adhere to all obligations imposed by the Articles of Incorporation, the bylaws, contractual agreements and board policies.
  - b. Under the *duty of loyalty*, directors are required to:

- i. Act only in the best long-term interest of the cooperative and its members.
- ii. Place the interests of the cooperative over any personal interests.
- iii. Not have any financial interest in a directly competing business.
- iv. Avoid the appearance of any conflict of interest.
- v. Avoid any future conflict of interest by refusing to receive any remuneration from any entity proposing to purchase all or substantially all of the assets of the cooperative.
- vi. Represent and support the interests of the cooperative to elected and public officials.
- vii. Publicly support decisions of the board except in extraordinary circumstances where the director believes that there is a clear and present threat to the survival of the cooperative.

C. Conduct with Respect to Fellow Directors:

1. Regardless of the personal relationships & differences between directors, they should respect each other. Regardless of any personal differences directors should:
  - a. Demonstrate mutual respect.
  - b. Allow opportunity for every other director to be heard on any matter being considered by the board.
  - c. Abstain from revealing to persons other than directors, the Chief Executive or the system's attorney any differences of positions among directors on matters considered and acted upon by the board. (This standard does not preclude fair and accurate publication of such differences to the system's members in relation to contests for director elections or other matters to be voted upon by the members.)

D. Director Access to Cooperative Data and Information:

1. Any director is entitled to have access to any data or information of the Cooperative, at reasonable times during business hours and for a proper purpose that is germane to his/her standing as a member or director. This principle is subject to and will be honored in accordance with the following:
  - a. All requests for such information or data shall be made to and through the CEO/Manager. In no case shall such information be sought through other employees, agents or independent contractors (unless after consultation with and being advised by the Cooperative's attorney because an actual or potential criminal activity of the CEO/Manager is involved.)
  - b. In any instance in which a director has sought access to information not generally made available or reported to the Board of Directors, the CEO/Manager shall report on this at the next meeting of the Board.

- c. Information received by a director pursuant to this policy shall not be revealed by the director to any other persons (the remaining directors, CEO/Manager and the Cooperative's attorney excepted) unless he or she is sincerely convinced that he or she is compelled to do so by legal considerations.
- d. In no case should a director reveal to others information and data the director receives if the actual or potential effect of such revelation is to damage the Cooperative, including its image, or to enable himself or herself, and/or others, to personally profit there from.

E. Loyalty to the Cooperative:

- 1. It is fundamental of corporate law that a director owes his or her duty to the cooperative; that he or she should, therefore, except in the most unusual circumstances, abide, both actually and in spirit, by the decisions made by the Board of Directors; and that the director should not, in fact or in attitude, oppose the implementation of or cast doubt upon those decisions by reporting and criticizing them to others outside the Board room. "Unusual circumstances" means the actions of the Board of Directors are so harmful to the best interests of the Cooperative that he or she must do one or both of the following:
  - a. Report the same to other Cooperative members and launch a formal membership resistance to such action; or,
  - b. Institute an action in court to restrain the implementation of Board proposed or approved action.

F. Good Faith and Fair Play:

- 1. Every director shall deal in good faith and fair play with every other director and the CEO/Manager, in expressing his or her views, questions, concerns, relating to Cooperative policies, rates, charges, and programs. Good faith and fair play require:
  - a. That directors reveal all information or interests which they may have that may bear upon action being considered by the Board or the CEO/Manager.
  - b. That directors shall not, pursue a position, inquiry, or motion for the purpose of unduly harassing or annoying other directors, the CEO/Manager or the Cooperative employees or independent contractors.
  - c. That director communications with employees other than the CEO/Manager, shall be casual and conducted on a friendly and courteous basis, but not for the purpose of influencing an employee's position or attitude concerning his cooperative-related activities

### **III. RESPONSIBILITY**

- A. Board of Directors—During the Annual Board Evaluation (per Board Policy #205) the Board of Directors will review this policy. Also, at the Reorganization Board Meeting the Board will review this policy with new Board members.

- B. CEO/Manager—To assist the Board President in having this policy reviewed in a timely way by the entire Board.
- C. Board President—To encourage adherence to this policy by all Board members and to seek the advice of the Cooperative Attorney if any infractions are discovered.
- D. Cooperative Attorney—To advise the Board President, CEO/Manager or other Board members on the appropriate remedies for infractions of this policy.

ATTESTED:         *Nancy H. Goring*          
                                Board President

DATE:         10/14/2022        

Reviewed: August 25, 2005  
                  December 16, 2021  
Revised: February 27, 2006  
                  November 16, 2006  
                  October 23, 2008  
                  July 19, 2012  
                  September 4, 2018

SOUTHERN IOWA ELECTRIC COOPERATIVE, INC.  
CODE OF CONDUCT ACKNOWLEDGMENT

The undersigned director acknowledges that he has read and understands the terms of the Code of Conduct for Directors.

By signing below, I expressly agree to honor and abide by said Code of Conduct.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Date



## **SIEC Conflict of Interest for Directors**

### **I. PURPOSE**

- A. This policy is intended to provide guidance to Southern Iowa Electric Cooperative Board of Directors and employees to help them recognize, disclose, and deal with any conflicts of interest.

### **II. GUIDELINES**

A. Conflict of Interest:

1. Each director and employee must avoid any conflicts of interest between himself or herself and the Cooperative. Any situation that involves, or may reasonably be expected to involve a conflict of interest with the Cooperative should be disclosed promptly to the CEO/Manager. If the potential or suspected conflict involves the CEO/Manager, disclosure should be made to the Board President. If the potential or suspected conflict involves the Board President, disclosure shall be made to the Board Vice President.
  - a. A conflict of interest can occur when a director or employee's personal interest is adverse to, or may appear to be adverse to, the interest of the Cooperative as a whole.
  - b. A conflict of interest can occur when a director or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position at the Cooperative.

B. Basic Conflicts of Interest to Avoid:

1. *Relationship of the Cooperative with third parties – Financial Interest*
  - a. Directors and employees may not receive a personal benefit from a person or entity which is seeking to do business or to retain business with the Cooperative. Directors and employees are prohibited from acquiring or having a financial interest in any property which the Cooperative acquires or a direct or indirect financial interest in a supplier, contractor, consultant, or other entity with which the Cooperative does business. This does not prohibit the ownership of securities in a publicly-owned company except in a substantial amount by those in a position to materially influence or affect the business relationship between the Cooperative and such publicly-owned company. Any other interest in or relationship with an outside organization or individual having business dealings with the Cooperative is prohibited if this interest or relationship might tend to impair the ability of the directors and employees to serve the best interests of the Cooperative. A director or employee shall remove himself or herself from any decision involving another entity or organization with which the director or employee is affiliated or has a financial interest.



If a close relative of a director or employee has a financial interest as specified above, such interest shall be fully disclosed to the Board of Directors which shall decide if such interest should prevent the Cooperative from entering into a particular transaction, purchase, or employment of services. The term "close relative" is defined in Board Policy #200.

2. *Compensation from non-Cooperative sources*

- a. Directors and employees shall not accept compensation in any form for services performed for the Cooperative from any source other than the Cooperative, except as authorized by the Board.

3. *Gifts*

- a. Directors and employees shall not offer, give, or receive gifts from persons or entities who deal with the Cooperative in those cases where any such gift is being made in order to influence actions as a member of the Board or as an employee of the Cooperative, or where acceptance of a gift could create the appearance of a conflict of interest.
- b. Certain business courtesies will not normally be considered a gift within the context of this policy. Refer to General Admin Policy# 160 for full details regarding the appearance of a conflict of interest and gift limits.

4. *Personal use of Cooperative assets*

- a. Directors and employees shall not use Cooperative assets, labor, or information for personal use without disclosure of the same to, and prior approval obtained from, the full Board of Directors or the CEO/Manager, respectively.

5. *Business Opportunities*

- a. Directors and employees shall not take for themselves or their businesses opportunities that are discovered through information obtained as a director or employee of the Cooperative.

C. Independent Judgment:

1. A nominee for the Board of Directors shall not be employed by Southern Iowa Electric Inc. (SIEC) or have been employed by SIEC at any time during the preceding five (5) years;
2. While a Director, and during the one (1) year immediately prior to becoming a Director, a Director or Director-candidate must not be, nor have been: a close relative of an employee as defined in Board Policy #200.
3. The nominee or Director shall not be in any way employed by, materially affiliated with, or share a material financial interest with, any other Director such that any Director's independent business judgment is impaired.
4. A former Director is ineligible for employment by the Cooperative for 5 years following the end of the tenure as a Director.

D. Confidentiality:

1. The complete confidentiality of business information must be respected at all times. Directors and employees are prohibited from knowingly disclosing such information to those who do not have the need to know, or whose interest may be adverse to the Cooperative both inside or outside the organization; or in any way using such information for personal gain or advancement; or to the detriment of the Cooperative; or to individually conduct negotiations or make contacts or inquiries on behalf of the Cooperative unless officially designated to do so.

E. *Situations to Avoid*:

1. Every director and employee of the Cooperative is generally and expressly expected to avoid situations which might be construed as conflicts of interest since it is not feasible in a policy statement such as this to describe all the circumstances and conditions that might be or have the potential of being considered conflicts of interest.

**III. RESPONSIBILITY**

- A. Annually, and otherwise upon the seating of any new Board member, a disclosure of conflict of interest statement (Attached) will be signed by each director. It will be the responsibility of the Board President to address any conflicts of interest and to initiate appropriate action if any director of the Cooperative has been deemed not adhering to this Board policy.
- B. Annually, and otherwise upon the hiring of any new employees, a disclosure of conflict of interest statement (Attached) will be signed by each employee. It will be the responsibility of the Manager to address any conflicts of interest and take appropriate action if any employee of the Cooperative has been deemed not adhering to this policy.

ATTESTED:   
Board President

DATE: 10/14/2022

Reviewed: October 23, 2008  
July 19, 2012  
January 27, 2022  
Revised: August 18, 2014  
September 4, 2018

Attachment 1:

Southern Iowa Electric Cooperative, Inc.  
ANNUAL CONFLICT OF INTEREST  
DISCLOSURE STATEMENT

The following definitions are provided to assist in completing the Annual Disclosure Statement:

- Business Relationship: Southern Iowa Electric Cooperative Director, Director Candidate, or Employee, or a member of his or her family defined below, is the owner or serves as an officer, director, employee, partner, trustee, or stock holder of an organization conducting business with Southern Iowa Electric Cooperative.
- Family Member: A spouse, parent, sibling, child, grandchild, great grandchild, or/and spouses of a sibling, child, grandchild, or great grandchild.
- Financial Interest: When a Director, Director Candidate, or Employee, or a member of his or her family (a) is the actual or beneficial owner of an organization conducting business with Southern Iowa Electric Cooperative, or (b) has either direct or indirect dealings with such an organization from which a Director, Director Candidate, Employee, or a member of his or her family benefits directly or indirectly, or potentially from cash or property receipts.

FOR DIRECTORS:

I understand that the Articles of Incorporation of Southern Iowa Electric Cooperative provide that any member who is any way employed by or interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative shall be ineligible to become or remain a Director. I further understand that in order to comply with appropriate Director fiduciary responsibilities and to allow the Board of Directors to conduct business in such a way as to avoid conflicts of interest or the appearance of any improprieties, it is necessary for all Directors and Director Candidates to adequately disclose any possible conflicts of interest. Such disclosures also provide the Cooperative with information necessary for the Cooperative to complete its Form 990 Return with the Internal Revenue Service.

FOR EMPLOYEES:

I understand that the Southern Iowa Electric Cooperative Policies require employees to avoid conflicts of interest and to disclose conflicts of interest when they arise. I understand that in order for the Southern Iowa Electric Cooperative to properly monitor and enforce said Policies, it is necessary for all employees and key staff employees shall annually complete a disclosure form to adequately disclose any possible conflicts of interest.

This statement is executed by the undersigned pursuant to Southern Iowa Electric Cooperative policy and is true and correct as I verily believe.

1. Are you or any member of your family employed by or financially interested in a competing enterprise or a business selling electric energy or supplies or providing other services to Southern Iowa Electric Cooperative?

\_\_\_\_\_ yes                      \_\_\_\_\_ no

If yes, please list such relationships, with whom the relationships exists, and the details of annual or potential financial benefits as you can best estimate them.

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2. List all current places of employment (or those held during the last twelve (12) months), and any business from which you, your spouse or immediate member of your household received compensation which was reported as taxable income (if none, write "none"):

Business Name & Address	Position Held	Held By Whom

3. List any organization or business in which you or a member of your family currently serve (or have served during the last twelve (12) months) as a member, Director, Trustee, Officer, Partner, Investor, Business Associate or Agent of or for the organization or business, irrespective of the amount of compensation received for holding such a position (if none, write "none"):

Business Name & Address	Position Held	Held By Whom

4. In the past twelve (12) months have you received any compensation, loan, gift, benefit or unusual hospitality from any supplier of Southern Iowa Electric Cooperative? (Exclude those received through general application from our power supplier or trade associations.)

\_\_\_\_\_ yes                      \_\_\_\_\_ no

If you answered "yes", please disclose from whom the compensation, loan, gift, benefit or unusual hospitality was received and describe the same:

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## **SIEC Regular Meetings and Special Meetings of the Board; Annual or Special Member Meetings**

### **I. PURPOSE**

- A. Bylaws, Article V, Section 1; Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this By-Law, immediately after, and at the same place as, the Annual Meeting of Members. A Regular Meeting of the Board of Directors shall also be held monthly at such time and place as the Board of Directors may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing time and place thereof.
- B. The Directors shall normally hold their regular monthly meeting at the office of the cooperative on the fourth (4th) Thursday of each month. Exceptions can be made at the discretion of the Board of Directors. These meetings are for the purpose of transacting the general business of the cooperative.
- C. In addition to the regular meetings, the annual meeting of members shall normally be held between the first day of September and the twentieth day of September each year. An election of directors shall normally be held, and immediately following the annual membership meeting a Board of Directors meeting will be held for the election of officers for the coming year. Other local area meetings or advisory committee meetings will be planned as deemed necessary throughout the year.

### **II. GUIDELINES**

#### A. Annual or Special Membership Meetings:

1. See Annual Meeting of Members Gen Admin Policy #115 for Details

#### B. Board of Directors Meetings:

1. The Board of Directors is charged under the cooperative By-Laws (Article III, Section 1) with the duty of responsibility for the business and affairs of the cooperative. In carrying this out, the Board has the responsibility for insuring development and implementation of those policies which delegate management responsibility to the CEO/Manager who, in turn, must delegate many responsibilities to staff members.
  - a. *Attendance:* Subject to the exclusions listed under subparagraph 2 below, attendance of Board meetings shall be open to:
    - i. Directors;

- ii. The CEO/Manager, and such other cooperative staff members, attorneys, or other consultants as the CEO/Manager may from time to time designate or the Directors may request, through the CEO/Manager, attend a Board Meeting;
  - iii. Such persons as may make a written request (Attached) to attend the meeting with the CEO/Manager or Board President at least five days prior to the Board meeting, if such request is granted by the CEO/Manager or the Board President prior to such meeting. Recordings are not allowed, except as requested or directed by the Directors or CEO/Manager.
- b. *Exclusions:* Unless expressly consented to by the Board of Directors, the following will not normally be permitted to attend Board meetings:
- i. Members or representatives of communication media, such as newspapers, radio, and television;
  - ii. Individuals or members of organizations who have appeared in administrative or legal proceedings as adverse parties to the interests of the cooperative.

C. 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, CEO/Manager, and staff members or consultants in attendance at the designation of the CEO/Manager or as requested through the CEO/Manager, by the Directors.
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 CEO/Manager or Board President prior to the meeting.
4. Voting will typically only occur on agenda items delivered in the board package prior to the board meeting. Whereas, items that are not specifically listed on the agenda, which require a vote, will not be decided until the next Board of Directors meeting. Exceptions can be made at the discretion of the Board of Directors.

ATTESTED:   
Board President

DATE: 10/14/2022

Reviewed: November 30, 1995  
February 24, 2022  
Revised: July 29, 2010  
July 28, 2011  
July 19, 2012  
September 27, 2012  
September 4, 2018





## **SIEC Board of Directors – CEO/Manager Relationship**

### **I. PURPOSE**

- A. To establish the policy governing the relationship between the Board of Directors and the CEO/Manager of Southern Iowa Electric Cooperative.

### **II. GUIDELINES**

- A. The Board will maintain the following principles and guidelines in its relationship with the CEO/Manager:

1. The Board of Directors is responsible for directing the affairs of the Cooperative. It reserves authority to establish policies, approve plans and programs, exercise fiduciary oversight, employ a CEO/Manager, engage corporate counsel, hire a professional firm to conduct the financial audit, and act as trustees of member interests.
2. The CEO/Manager shall be delegated sufficient authority to manage the operations of the corporation on a day-to-day basis. The CEO/Manager is authorized by the Board to make decisions that bind the cooperative legally and of a magnitude that could impact its on-going viability. The manager is expected to produce results and to provide an account of his/her actions to the Board. The Board shall clearly identify and communicate any discretionary decision-making limitations that the manager is subject to and which shall be documented in policy, plans or within the minutes of the applicable Board meeting.
3. The CEO/Manager and the Board President shall maintain a productive working relationship on behalf of the Membership. Business of the Cooperative requiring consideration by the Board of Directors shall be first brought to the Board President who shall approve the agendas for each board meeting. The manager shall seek counsel with Directors when appropriate and when the subject matter can be better addressed with the expertise/knowledge of a particular Director or group of Directors.
4. The board delegates to the CEO/Manager the authority to execute and carry out plans, programs and policies. The manager is responsible for hiring personnel, determining compensation within the compensation plan and policy, supervising, and terminating personnel, if necessary. Additionally, the CEO/Manager is expected to provide advice and counsel to the Board, taking the lead in ensuring that important issues are presented and explained to the Board.
5. The flow of authority shall be from the Member elected Board to the CEO/Manager and then to the employees of the Cooperative. It is the policy of the Board to refrain as individuals from discussing management and personnel issues with the employees of the Cooperative. Directors are encouraged to discuss situations in which conversations with employees

involving management and personnel issues are desired with the Board President who then may seek the counsel of the Board Attorney. The Board, in consultation with the manager, may confer with key personnel at regular or special meetings of the board.

6. Directors shall not negotiate or make commitments on behalf of the Cooperative individually that undermines the authority of the CEO/Manager to conduct the day-to-day operations of the Cooperative. The Board may expressly authorize a Director to act in this capacity when appropriate and upon consultation with the manager.

### III. RESPONSIBILITY

- A. The Board Chairman/President should be responsible for ensuring adherence to this policy.

ATTESTED: *Carroll Manning* DATE: *10/14/2022*  
Board President

Reviewed: November 30, 1995

Revised: February 27, 2006  
July 19, 2012  
September 4, 2018  
April 14, 2022



## **SIEC Delegation of Authority, Expectations, and Responsibilities of the CEO/Manager**

### **I. PURPOSE**

- A. To communicate and establish the Board of Director's expectations of the CEO/Manager and the responsibilities of the position.
- B. To delegate to the CEO/Manager the responsibility of daily operations and the ability to negotiate and execute legal documents, agreements, and contracts on the Cooperative's behalf.

### **II. GUIDELINES**

#### A. Planning:

- 1. Uphold the mission, objectives and strategic priorities of the Cooperative as established by the Board of Directors. Initiate and facilitate necessary organizational planning with/for the Board.
- 2. Develop policies to be presented and considered by the Board of Directors for adoption. Establish a schedule and structure for policy review. Recommend policy edits and updates that reflect the current social, economic, regulatory and industry environment.
- 3. Perform, acquire and provide load forecasts, power requirement studies, financial plans, energy management plans, marketing plans, and engineering studies to the Board of Directors.
- 4. Provide and discuss member satisfaction surveys with the Board of Directors.
- 5. Plan and develop itineraries for Membership meetings with the Board of Directors.
- 6. Develop long-range financial plans, cash management plans, construction work plans and budgets for Board review and consideration. Provide periodic reports regarding the performance and progress of each plan.
- 7. Represent the interest of the Membership regarding legislative and regulatory topics impacting the electric cooperatives.
- 8. Perform electric rate analysis and implement service rules and regulations in compliance with applicable codes, laws, and operating requirements.

B. Organization and Human Resource Management:

1. Determine and implement the organizational structure best suited to carry out the objectives and mission established by the Board of Directors.
2. Establish and maintain job descriptions for each position on the Cooperative's organizational chart and payroll listing.
3. Implement standards and qualifications for employee recruitment, transfer and promotion. Select, appoint, transfer, promote and terminate personnel as required .
4. Ensure that staff members are trained in accordance with the qualifications and requirements of their positions.
5. Annually appraise the performance of all staff members in accordance with an established program.
6. Develop and establish a compensation methodology based upon industry specific data, qualifications, tenure, education, position agility, and contributions. Review the methodology with the Board of Directors periodically.
7. Determine all employee salary adjustments. The Board of Directors shall have the sole authority to adjust the salary of the CEO/Manager.
8. Negotiate, with or without consulting assistance, labor contracts and make recommendations to the Board of Directors for final consideration. Administer the approved labor contract and ensure organizational knowledge of its terms, conditions, and provisions.
9. Authorize and approve employee business travel expenses. The Board of Directors shall have the ability to review travel expenses, including those of the CEO/Manager, within the monthly check register, credit card statements, Treasurer's Report, or bank statements. All expenses shall be accompanied by an itemized receipt and retained in accordance with General Administration Policy #135 – *SIEC Document Record Retention Policy*.
10. Procure consultants, when necessary, to provide advice and assistance regarding functions/duties involved in the carrying out of the daily operations of the Cooperative. The Board of Directors shall have the sole responsibility of procuring consultants to provide support for Board functions. The CEO/Manager shall assist the Board of Directors as instructed.

C. Operations:

1. Direct day-to-day operations of the Cooperative except as specified otherwise by the bylaws, State or Federal law, or the Board of Directors; delegate authority to immediate staff; authorize further delegation of authority to any level of management with full recognition that the CEO/Manager cannot be relieved of overall accountability.


2. Designate an appropriate person to serve as acting manager in an extended absence of the CEO/Manager. In case the CEO/Manager becomes incapacitated, the senior officer shall serve temporarily as acting manager until the Board of Directors takes appropriate action at a meeting to be convened as soon as possible.
3. Participate in national, regional, state and local meetings which furthers the best interests of the Cooperative; within the limitations of board policy and the approved budget. Participation by the CEO/Manager in such activities which requires considerable time shall necessitate the approval of the Board of Directors.
4. Serve as the authorized spokesperson for the Cooperative.
5. Administer the approved budget including approval of non-budgeted items up to \$50,000 or all non-budgeted items vital to unanticipated emergency maintenance or repairs. Non-budgeted items exceeding \$50,000, which are not vital to unanticipated emergency maintenance or repairs, must be presented to the Board of Directors for approval at the next regularly scheduled meeting.
6. Procure insurance coverages required for effective risk management and replacement of assets.
7. Authorize memberships in organizations beneficial to the Cooperative.

D. Reporting to and Working with the Board:

1. Collaborate with the Board of Directors to discuss and present topics of industry relevance that could impact the strategic direction of the Cooperative.
2. Collaborate with the Board President to develop Member and Board meeting agendas that prioritize topics requiring consideration on behalf of the Membership and can be conducted in an efficient manner.
3. Report to the Board of Directors on conformity of operations with approved policies, plans and budgets. The CEO/Manager shall recommend revisions requiring Board approval. Periodic and special reports include:
  - a. Status of the long-range financial plan, including capital credits, equity management and rate competitiveness
  - b. The annual financial audit and management letter
  - c. Reports on electric service reliability
  - d. Reports on consumer satisfaction
  - e. A review of the bylaws, board policies or legal issues
  - f. Loss control
  - g. Others as appropriate

### III. RESPONSIBILITY

- A. The CEO/Manager shall report to the Board periodically as to how these delegations, expectations and responsibilities are being fulfilled. The CEO/Manager may delegate any of the foregoing authorities to the acting manager.
- B. The Board of Directors are responsible for seeing that the performance of the CEO/Manager is periodically appraised and a competitive salary is evaluated.

ATTESTED:  DATE: 10/14/2022  
Board President

Reviewed: February 26, 2006  
Revised: November 16, 2006  
October 23, 2008  
July 19, 2012  
September 4, 2018  
May 26, 2022

## **SIEC Director Fees and Expenses**

### **I. PURPOSE**

- A. Per Southern Iowa Electric Cooperative, Inc. Bylaws, Article III, Section 5: *Compensation. Directors shall not receive any salary for their services as directors, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Except in emergencies, no director shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the Cooperative, unless such compensation shall be specifically authorized by a vote of the members.*
- B. To assure fair and equitable compensation for attendance of Directors at regular, special and committee meetings.
- C. To encourage attendance and participation at industry events for which Membership representation is deemed important by the Board of Directors.

### **II. GUIDELINES**

- A. Regular, Special, Committee and Out-of-Town Meetings:
  - 1. The Directors of Southern Iowa Electric Cooperative, Inc. may receive a per diem in an amount annually determined by the Board of Directors. Consideration will be given to the Iowa Association of Electric Cooperatives (IAEC) average per diem of electric distribution cooperatives in establishing the rate for board members when attending regular, committee, special and out-of-town meetings of cooperative interest. If two or more meetings are held within the same day, only one per diem will be paid for that day.
  - 2. Directors shall attend the Southern Iowa Electric Cooperative Annual Meeting of the Members as a member of the cooperative and shall not receive a per diem for the Annual Meeting. There will not be a per diem paid for attending the Board of Directors reorganization meeting.
  - 3. Directors may be paid a per diem for travel on a day in which a meeting was not attended in representation of the Membership, providing the travel was for the sole purpose of attending a meeting on the following or previous day, and the travel time exceeded 4 hours or 250 miles one way.
  - 4. The Cooperative shall complete meeting registrations on behalf of attending Directors and the Membership will incur all qualified expenses, by reimbursement or direct invoice, for the following: registration fees, lodging, meals (excluding alcohol), and commercial transportation. Mileage and all other qualified expenses shall be reimbursed upon the presentation of receipts and completion of an itemized Director expense sheet submitted to and



approved by the Board Treasurer. No expenses will be reimbursed for a Director's spouse or any other accompanying guest.

5. Travel expenses shall be reimbursed, as submitted by a Director for authorized expenses, on the following basis:
  - a. Regular Board meetings and other cooperative business: Travel to and from the office for board meetings and as required for other cooperative business may include mileage reimbursement. Mileage reimbursement for use of personal automobile shall be at the current rate established by the Internal Revenue Service. In those instances where directors travel with each other, only the director who actually uses his or her personal automobile shall receive mileage and tolls paid. Meals will be reimbursed per submitted receipts, per day (excluding alcohol).
  - b. Expense Limitation for out-of-town meetings: If commercial air travel is an economical and efficient option, reimbursement shall be made for the expenses actually incurred in an amount not to exceed round trip coach fare, plus cost of transportation to and from the airport and other expenses pertinent to air travel.

B. Exceptions and Examples:

1. A per diem will not be paid, nor mileage expensed, for Directors attending member meetings.
2. If attending a neighboring cooperative annual meeting, mileage reimbursement may be paid but a per diem would only be paid if a representative was appointed by the Board President and authority was granted by the Board of Directors.
3. The Board President may appoint a director to attend the monthly Employee Safety Meetings and a per diem and mileage expense reimbursement may be paid.
4. Directors pursuing board training are encouraged to evaluate opportunities based upon their economical responsibility to the Membership.
5. The Board will be cost conscience in authorizing board member attendance to national meetings. Each Director is limited to no more than two (2) national meetings per year beginning in September, including director training, without seeking a vote of the Board of Directors. The attending Director will be required to provide a report to the Board.

C. Expense Reports:

1. Each director shall submit an itemized expense report to include per diem, mileage allowance, and other eligible expenses for each regular, special, meeting, committee, or out-of-town meeting of cooperative interest before receiving any reimbursement.
2. It should be noted that if a director signs up to attend a meeting and then cancels, that Director will be responsible to reimburse the Cooperative for any incurred expense (i.e. deposits) that cannot be recovered or transferred; subject to individual exceptions approved by the Board of Directors.

### III. RESPONSIBILITY

- A. Directors—It shall be the responsibility of each individual director to provide an accurate accounting for expenses incurred at meetings of cooperative interest and to submit timely reports thereof.
- B. Treasurer—It shall be the responsibility of the Treasurer to review expense reports submitted by directors to see that compensation is provided to each director as stipulated under the scope of this policy.
- C. President—It shall be the responsibility of the President to review the expense report submitted by the Treasurer to see that compensation is provided as stipulated under the scope of this policy.

ATTESTED: Harold Manning DATE: 10/14/2022  
Board President

Reviewed: August 26, 2004  
Revised: February 27, 2006  
August 27, 2009  
July 28, 2011  
July 19, 2012  
September 4, 2018  
June 23, 2022

## **SIEC Director Service Awards**

### **I. PURPOSE**

- A. To provide awards to directors based on service.

### **II. GUIDELINES**

A. Service Awards:

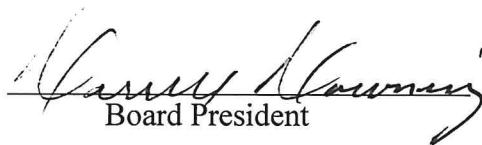
1. In recognition of dedicated service to the Cooperative, directors will receive the following service awards which shall be presented at the Annual Appreciation Dinner:

a. After 5 years of service	\$100.00
After 10 years of service	\$200.00
After 15 years of service	\$300.00
After 20 years of service	\$400.00
After 25 years of service	\$600.00
After 30 years of service	\$800.00
After 35 years of service	\$1000.00
After 40 years of service	\$1200.00

B. Retirement Awards:

1. Retirement awards will be based as per "Service Awards" above and awarded upon retirement.

ATTESTED:

  
Board President

DATE:



Reviewed: November 15, 2001  
May 26, 2022

Revised: November 16, 2006  
July 19, 2012  
September 4, 2018  
December 19, 2019



## **SIEC Insurance for Board of Directors**

### **I. PURPOSE**

- A. To establish the policy of insurance for the Board of Directors

### **II. GUIDELINES**

- A. It is the policy of the Board of Directors to maintain the NRECA Directors AD&D Insurance in the amount of \$30,000.00 along with the NRECA Business Travel Accident Insurance in the amount of \$100,000.00 for the directors so long as they serve as a director. These coverages are funded by the cooperative with the benefits payable to the director's designated beneficiary or as otherwise provided by law.

ATTESTED: *Harold K. Cunningham*      DATE: *10/14/2022*  
Board President

Reviewed: November 30, 1995  
July 19, 2012  
May 26, 2022

Revised: November 19, 2009  
September 4, 2018



## **Offers to Acquire All or Substantially All of the Cooperative's Assets**

### **I. PURPOSE**

#### **A. Bylaws, Article XI, *Disposition of Property*:**

1. The Cooperative's Board of Directors (hereinafter referred to as "the Board") recognizes the possibility that the Cooperative may, in the future, receive an offer to acquire all or substantially all of the Cooperative's assets, whether by purchase, merger, lease, or otherwise.
2. The Board has determined that in order for the Directors to carry out their duties to the Cooperative, minimize the costs and disruption to the Cooperative involved in undertaking repeated due diligence reviews, and abide the terms of its Articles of Incorporation, Bylaws, and any applicable laws or regulations, it is in the best interest of the Cooperative and its members to establish certain policies and procedures to govern the Cooperative's receipt, consideration, and final action on an offer, which shall be followed unless the Board determines that an exception is required by extenuating circumstances.
3. The Board may adopt additional procedures and requirements relative to a sale of all or substantially all of the assets of the Cooperative to the extent the same are not inconsistent with the provisions of the SIEC Bylaws.
4. These policies and procedures are designed only to provide guidance for the Board and shall not be construed to create rights in the Cooperative's members, a party submitting an offer to the Cooperative, or any other person, corporation, or other entity.
5. These policies and procedures shall not be amended or repealed, except by an affirmative vote of two-thirds (2/3) of the Board.

### **II. GUIDELINES**

#### **A. Board Policies and Procedures:**

1. If an offer is received by the Cooperative and such offer is not a Qualifying Offer (as defined in Section A. (3) below), it shall be considered an "Inquiry." The recipient of any Inquiry shall notify the person, corporation, or other entity submitting the Inquiry, that, under the terms of this Policy, the Board shall not consider an offer unless it qualifies as a Qualifying Offer
2. The CEO/Manager of the Cooperative or any Director who receives an offer shall notify the Board of the offer immediately upon receipt thereof.
3. The Board shall consider only offers which meet all of the criteria listed below in the subparts of this Paragraph. If an offer meets all of the criteria listed in this Paragraph, it shall be



considered a Qualifying Offer. If at any time it is determined that an offer does not meet all of the criteria in this Paragraph, it shall be rejected by the Board, and the person, corporation, or other entity submitting the offer (the "Interested Party") shall be notified of the rejection. The Interested Party, however, shall be given an opportunity to submit additional information to meet these criteria within a reasonable period of time, not to exceed three (3) months from the date in which the Interested Party was notified of the offers rejection.

- a. A Qualifying Offer must be a written offer, containing the acquisition price and all other material terms, which is binding upon the Interested Party until a specified date when it shall expire, or until rejected by the Cooperative;
  - b. A Qualifying Offer must specify the date on which it will expire if not accepted by the Cooperative,
  - c. A Qualifying Offer must disclose the identity of the Interested Party and be executed by authorized representatives of the Interested Party,
  - d. A Qualifying Offer must contain the names, addresses, and telephone numbers of persons representing the Interested Party with whom the Board may communicate and from whom it may secure authoritative answers regarding the Qualifying Offer;
  - e. In light of the expense in responding to a Qualifying Offer, a Qualifying Offer must be accompanied with an Escrow Agreement acceptable to the Board. The Escrow Agreement shall require the Interested Party to deposit an amount equal to at least 10% of Total Utility Plant in an escrow account; however, the Board, may, in its sole discretion, require a deposit in an amount higher than 10% of the Total Utility Plant. The terms of the Escrow Agreement shall provide that the principal amount of the deposit may be drawn on by the Cooperative to:
    - i. Pay for all costs (including accounting, engineering and legal) of studies, reviews, analyses, and appraisals by and for the Cooperative in its evaluation of the Qualifying Offer, and
    - ii. Pay costs incurred by the Cooperative in seeking regulatory approvals.
    - iii. If the Qualifying Offer is later withdrawn or rejected, any remaining balance in the escrow account shall be paid to the Interested Party when the Board certifies that all costs set forth in (i) and (ii) of above have been paid in full.
  - f. A Qualifying Offer must contain an agreement by the Interested Party not to issue press releases or discuss the Qualifying Offer with the media without prior written consent of the Board, and to refrain from issuing misleading statements or advertising; and
  - g. A Qualifying Offer must not be in direct conflict with the terms of the Cooperative's Articles of Incorporation, Bylaws, this Policy, or an applicable law or other policies.
- B. Upon a determination by the Board that it has received a Qualifying Offer, the Board shall:
1. Designate an individual from the Cooperative to receive all communications, including telephone calls and written communications, from the Interested Party, the members and the

media. This individual shall understand and follow this Policy, but not have the authority to bind the Board or the Cooperative on any matter regarding the Qualifying Offer.

2. Notify the Cooperative's members of the receipt of the Qualifying Offer. The Notice should include the following:
  - a. A summary of the Qualifying Offer,
  - b. A statement that the Board has taken the Qualifying Offer under advisement, as is required by the terms of this Board Policy,
  - c. A brief description of the procedures the Board shall follow in evaluating the Qualifying Offer,
  - d. A statement that the members may review a copy of the Qualifying Offer at the Cooperative's office during regular business hours; and
  - e. The name of the person whom the members may contact with questions regarding the Qualifying Offer.
3. Send a copy of the Qualifying Offer to its attorney.
4. Send a copy of the Qualifying Offer to the G&T Cooperative of which it is a member and request a statement as to the effects of the Qualifying Offer upon the Cooperative's Wholesale Power Contract.
5. Send a copy of the Qualifying Offer to such other persons, if any, required by a First Refusal Agreement, if any, or by state law.
6. Send a copy of the Qualifying Offer to the Rural Utilities Service (RUS) and any other lenders and request a statement as to the effects of the Qualifying Offer upon the Cooperative's Mortgage and Loan Agreement or other instruments relating to the Cooperative's outstanding debt.
7. Obtain at least two (2) independent appraisals concerning the value of the Cooperative and its assets. The appraisals should use commonly accepted valuation methods.
8. Obtain a comparison of the Cooperative's and the Interested Party's present and reasonably foreseeable future rates; fees and charges, including service extension requirements; other service rules and regulations; adequacy and reliability of service; and any other considerations relevant to the provision of electric service.
9. Request detailed information from the Interested Party, such as annual reports, tax returns, and form 10-K filings dating back at least five (5) years; full copies of all relevant audits, internal planning documents, employee policy manuals and union contracts, a current stockholder list; a list of all pending court and administrative proceedings; and any relevant operations manuals, engineering studies, construction plans, and environmental impact statements, or any other information or documents, including, but not limited to, reports, records, or contracts the Board considers relevant to its evaluation of the Qualifying Offer.

10. Request the Interested Party to submit an expert opinion on the potential tax liabilities of the transaction to the Cooperative and the members.
11. Undertake any other investigations, studies, or comparisons which the Board considers relevant to its evaluation of the Qualifying Offer.
12. Evaluate the Qualifying Offer in accordance with the terms of this Policy, considering the evaluation criteria set forth in Section C. (Evaluation Criteria) below, and any other criteria which the Board deems relevant.
13. After evaluation, if the Board determines that the Qualifying Offer should be rejected, it shall notify the Interested Party and the Cooperative's members of the reasons for the rejection. The Board shall also notify its attorney, its G&T cooperative, Rural Utilities Service and any other lenders and the other parties to the First Refusal Agreement, if any, of the Board's decision.
14. If, after evaluation, a two-thirds (2/3) majority of the Board determines that the sale, lease, merger, or other acquisition proposed by the Qualifying Offer is the best interest of the Cooperative and its members, the Board shall notify the Interested Party of its intent to further pursue the transaction, subject to written agreement by the Interested Party to the following terms and conditions:
  - a. That the Cooperative is released from or otherwise satisfies its Wholesale Power Contract;
  - b. That any adverse tax impacts upon the Cooperative as an entity and its present and former members will be minimized to the extent practicable;
  - c. That all existing employees of the Cooperative are offered continued employment for at least three (3) years upon terms at least equal to those enjoyed by the Cooperative's employees at the time the Qualifying Offer was submitted to the Board. The terms to be considered shall include wages, salaries, severance benefits, insurance and pension benefits, fringe benefits, rank and job title, union membership, place of employment, and residence;
  - d. That the Interested Party will indemnify and hold harmless any employees, Directors, officers, agents, servants, attorneys, accountants, consultants, representatives, affiliates, subsidiaries, and insurers of and all others acting in privity with the Cooperative for any actions taken in connection with the Qualifying Offer;
  - e. That the total consideration for the acquisition will be paid directly to the Cooperative or its designated account, provided however, that a Qualifying Offer of merger may provide for acquisition of stock by the Cooperative's members in exchange for their capital credits and membership; and
  - f. That the transaction will become void if all regulatory and contractual approvals are not obtained within a reasonable time after member approval.
15. If there is a First Refusal Agreement then after the Board has received the Interested Party's written agreement to the terms and conditions in Section B. (14) above, the Board shall submit a "Notice of Opportunity to Exercise Refusal" (as that term is defined in the First Refusal Agreement) to those parties having such rights thereunder. Once the Notice of Opportunity to

Exercise Refusal has been submitted, the Board shall not permit the Interested Party to change any material terms in either its Qualifying Offer or its written agreement to the terms and conditions in Section B. (14) above.

16. If a party to the First Refusal Agreement exercises its rights thereunder (the "First Refusal Offer"), the Board shall proceed with a vote of the members on the First Refusal Offer pursuant to Sections 17 through 19 below. The Board shall only proceed under Sections 17 through 19 below on a Qualifying Offer if no party to the First Refusal Agreement has exercised its rights thereunder, or if the Cooperative's members have rejected the First Refusal Offer.
17. Before submitting the Qualifying Offer or the First Refusal Offer to a vote of the members, the Board shall notify its attorney, its G&T cooperative, RUS, and any other lenders of the Board's intention to submit it to a vote of the members.
18. Once the above procedures have been followed, the Board shall notify each member of record entitled to vote of its intent to submit the Qualifying Offer or the First Refusal Offer to the membership for a vote at a special meeting. The notice shall include a summary of the final terms and conditions of the Qualifying Offer or the First Refusal Offer. A special meeting of the members shall be called for the purpose of voting on the Qualifying Offer or the First Refusal Offer pursuant to the Cooperative's Articles of Incorporation, Bylaws, and applicable laws and regulations. (Bylaws, Article II, Section 2; Special Meetings)
19. The special meeting of the members to vote on the Qualifying Offer or the First Refusal Offer shall be conducted according to Robert's Rules of Parliamentary Procedure, or any other generally accepted rules of parliamentary procedure and the Board shall designate a person with expertise in such matters to chair the meeting.
20. If two-thirds of the members vote affirmatively to accept the Qualifying Offer or the First Refusal Offer on a ballot in which a majority of all voting members participate, the Board shall take all actions necessary to finalize the transaction unless, the Board in its sole discretion decides to abandon the sale, lease, exchange or other disposition of assets subject to the rights of third parties under any contracts relating thereto, without further action or approval by the members. If the Board determines, nonetheless to finalize the transaction and to dissolve and wind up the business of the Cooperative it shall be the responsibility of the Interested Party to obtain all necessary regulatory and contractual approvals. Unless such approvals are obtained within a reasonable time, the transaction shall be deemed to be null and void.
21. If at any time a Qualifying Offer is rejected, whether by the Board or by the members, or if a Qualifying Offer is withdrawn by the Interested Party, any future Qualifying Offer(s) made by the Interested Party or any of its affiliates or subsidiaries within two (2) years after the date of rejection shall be rejected by the Board unless it materially differs from the withdrawn or rejected Qualifying Offer.

C. Evaluation Criteria:

1. As provided in Section B. (12) above, the Board may consider any criteria which the Board deems relevant in its evaluation of a Qualifying Offer. To the extent practicable, and so long as not inconsistent with the best interests of the members, the Board shall consider each of the following criteria:



- a. Whether the Qualifying Offer is in the best interest of the Cooperative's present and future members. In determining whether the Offer is in the members' best interest, the Board should consider both economic and non-economic matters, both at the present time and for the reasonably foreseeable future.
- b. The results of the independent appraisals concerning the value of the Cooperative. Although the Board shall consider all such information and opinions, it shall have the final responsibility to make the Cooperative's official determination of value and whether acceptance of the Qualifying Offer is in the best interests of the Cooperative and its members.
- c. Whether the Qualifying Offer is in compliance with all applicable laws, regulations, and requirements of the Cooperative's Articles of Incorporation, Bylaws, and policies.
- d. Whether the Qualifying Offer complies with all requirements of the Cooperative's mortgage and loan documents.
- e. Whether the Qualifying Offer is in compliance, or would allow the Cooperative to comply, with all contractual obligations with other parties.
- f. Whether rates, fees, and other charges, and service rules and regulations of the Interested Party will be at least equivalent to, or better than, those of the Cooperative, both at the time of the Qualifying Offer and for the reasonably foreseeable future, but for a minimum of five (5) years. In evaluating rates, the Cooperative's capital credit system shall be taken into account. In addition, the Board should consider how the members' rates may be impacted in the future by the cost of the acquisition.
- g. Whether the Interested Party's electric service would be at least as safe and reliable as that provided by the Cooperative at the time of the Qualifying Offer and as projected into the reasonably foreseeable future.
- h. Whether other service functions affecting the members would be at least as good as those afforded by the Cooperative.
- i. Whether the Interested Party is financially able to consummate the Qualifying Offer. The Board should also consider the source and feasibility of the proposed financing.
- j. Whether the Interested Party would continue or enhance the Cooperative's community involvements.

ATTESTED:

  
Board President

DATE:

9/28/2023

Reviewed: November 30, 1995

February 23, 2023

Revised: November 16, 2006

July 19, 2012

September 4, 2018

August 24, 2023



## **SIEC Board of Director Financial Literacy**

### **I. PURPOSE**

- A. To set forth the board's policy regarding assuring that its members are sufficiently knowledgeable and experienced regarding key principles underlying critical finance and accounting functions to govern the cooperative.

### **II. GUIDELINES**

#### A. Commitment to Board Financial Literacy:

- 1. It is the policy of the Board of Directors of this cooperative to support the financial literacy of its members by active oversight of key finance functions, individual learning and formal education.

#### B. Elements of Board Member Financial Literacy:

- 1. Each Member of the Board of Directors should study and participate actively in oversight of key finance functions, including those listed below, so as to understand their purposes and general mechanics sufficiently to govern the cooperative:
  - a. Financial planning, including its relationships to the cooperative's business plan.
  - b. Equity management and interpretation of alternative scenarios.
  - c. Comparative performance analysis of financial, service quality and productivity indicators.
  - d. Evaluation of the cooperative's debt financing alternatives and their respective covenant and security requirements, interest rate modes, principal amortization methods, prepayment costs and other features.
  - e. Preparation of the cooperative's monthly and annual financial statements with footnotes and choices of accounting policies.
  - f. Design, operation and evaluation of the cooperative's internal control system and the role of independent auditors in testing the system in the course of their examination of the financial statements each year.
  - g. Management of the cooperative's cash flows, balances and investments to assure sufficient working capital as well as the efficiency and safety of temporarily invested funds.

h. Design and application of the cooperative's electric rate tariffs and terms of service including security deposits and line extensions.

C. Policy Implementation:

1. Implementation of this policy to continuously strengthen board member competencies with respect to the cooperative's finance and accounting functions is subject to the following guidelines:

a. The responsibility of the board is to provide oversight and policy direction to the cooperative's planning and operations; accordingly, board members will carefully avoid interference in management or staff activities.

b. Cooperative reimbursement of board member training costs will be limited to those approved in the course of the budget process and generally consistent with training cost reimbursements provided to employees.

**III. RESPONSIBILITY**

A. The Board of Directors will be responsible for monitoring the effectiveness of this policy.

ATTESTED:   
Board President

DATE: 10/14/2022

Reviewed: May 25, 2017

August 25, 2022

Revised: September 4, 2018

## **SIEC Insurance (e.g. Liability & Worker's Compensation)**

### **I. PURPOSE**

- A. To describe the level of Insurance Coverage for the Cooperative.

### **II. GUIDELINES**

- A. Insurance coverage shall be provided by the cooperative as follows:

1. An All Risk Blanket Policy covering the following:

- a. Physical damage to cooperative property
- b. Public Liability of \$1,000,000 combined single limit
- c. Crime coverage of \$200,000.00 per employee, \$4,000,000.00 each occurrence

2. Worker's Compensation Policy – All employees' coverage purchased through Federated Rural Electric Insurance Exchange.

- B. Provided by Associated Electric:

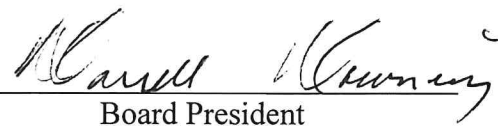
- 1. Directors, Officers, and Managers Liability coverage of \$10,000,000.00 per single claim.
- 2. Excess Directors and Officers Liability - \$35,000,000.00

- C. All of these coverages meet or exceed limits required by Rural Utilities Services (RUS) and are deemed necessary by the Board of Directors to safeguard the cooperative's property from possible losses and liability.

### **III. RESPONSIBILITY**

- A. All of the insurance coverages should be reviewed by the Board of Directors if plant is added or other changes require additional insurance.

ATTESTED:

  
Board President

DATE:



Reviewed: November 30, 1995  
September 22, 2022

Revised: February 27, 2006  
July 29, 2010  
July 19, 2012  
January 23, 2020

## **SIEC Wage & Salary Plan**

### **I. PURPOSE**

- A. To establish a fair and equitable pay philosophy for the Cooperative that attracts and retains qualified personnel and to stimulate their superior performance, growth and development.

### **II. GUIDELINES**

- A. The Cooperative will strive to maintain pay levels near the average paid for similar positions within the electric cooperative utility industry for the state of Iowa.
- B. The National Rural Electric Cooperative Association (NRECA) National Compensation Survey shall be used to determine the current market compensation for each position.
- C. The Board of Directors' delegates the responsibility and authority to the CEO/Manager to develop and maintain a wage and salary plan that is consistent with the above stated compensation provisions. The Board of Director's or assigned Labor Committee will coordinate efforts on this topic with the CEO/Manager.
- D. If any outside compensation consultants are engaged then they will report directly to the Labor Committee or Board of Directors.
- E. The Board of Directors shall determine the compensation of the CEO/Manager.
- F. The CEO/Manager shall be subject to the same benefits as all other Cooperative employees unless otherwise negotiated.

### **III. RESPONSIBILITY**

- A. Board of Directors—Approves salary ranges for all employees, the Union Contract and the salary of the CEO/Manager.
- B. CEO/Manager—Approves salaries for non-union personnel within the Board approved salary range.

ATTESTED: \_\_\_\_\_

*James A. Gossing*  
Board President

DATE: \_\_\_\_\_

*5/12/2023*

Adopted: July 29, 2010  
Reviewed: November 17, 2022



Revised: July 28, 2011  
July 19, 2012  
August 18, 2014  
January 23, 2020

## **SIEC Method of Handling Personnel Issues or Complaints**

### **I. PURPOSE**

- A. The Cooperative believes the initial approach to settling any issue is by seeking open communication. An employee should seek to resolve his or her issue(s) with their immediate supervisor or through informal discussions.
  - 1. To establish a system that employees can follow to ensure prompt hearing and resolution of issues or complaints.
  - 2. To ensure issues and complaints relating to personnel practices and administration will be promptly resolved.
  - 3. Nothing in this policy is intended to infringe on Union employees from seeking a solution through the grievance procedure outlined in the Union contract.

### **II. GUIDELINES**

- A. Employees are encouraged to present questions, issues or complaints to their immediate Supervisor as appropriate under the circumstances. If necessary the employee may present issues to their Department Manager or to the CEO/Manager.
  - 1. This policy applies to non-union employees and to union employees at their discretion in addition or prior to any Union Contract grievance procedures.
  - 2. Any difference between the Cooperative and an employee involving the meaning or application of the Cooperative's policies and procedures relating to personnel administration or work practices and rules, except matters related to an employee's termination, is reviewable under this procedure. For matters related to fraud, refer to Employee Policy# 658 Whistle Blower where; "...Each employee has an obligation to report in accordance with this Whistle Blower Policy: (a) questionable or improper accounting or auditing practices, (b) suspected unlawful conduct, and (c) violations or suspected violations of the Cooperative's Articles of Incorporation, Bylaws, or policies...".
- B. The following procedure may be used to resolve employee issues or complaints.
  - 1. The employee shall initially bring the issue to the attention of his/her immediate Supervisor, if appropriate under the circumstances. The Supervisor shall attempt to resolve the issue (if the proposed solution is within the authority of the immediate Supervisor) to the satisfaction of the employee and the Cooperative, within three (3) working days after submission of the problem to the Supervisor.

2. If the issue is not resolved to the employee's satisfaction by the immediate Supervisor within three (3) working days after being presented to the Supervisor, or if the matter is inappropriate for resolution by the Supervisor, the employee shall submit the issue in writing to his/her Department Manager, if appropriate under the circumstances. The written statement should clearly indicate:
    - a. the employee's question, issue or complaint;
    - b. the facts on which the issue or complaint is based;
    - c. the policy provisions or procedures that are controlling in the situation; and
    - d. reason(s) for dissatisfaction with resolution offered by the Supervisor
  3. After receiving the employee's written statement, the Department Manager shall arrange to meet with the employee to discuss the issue or complaint. The Department Manager shall, within one (1) week after receiving the employee's written statement, attempt to resolve the complaint to the satisfaction of the employee and the Cooperative.
  4. If the issue or complaint is not resolved to the employee's satisfaction by the Department Manager within one (1) week after the employee's written statement is received by the Department Manager, or if the matter is inappropriate for resolution by the Department Manager, the matter shall be brought to the attention of the CEO/Manager by the employee and/or the Department Manager. The CEO/Manager shall review the issue and within thirty (30) days after receipt of the written statement, meet with the employee to discuss the issue and render a decision in the matter that shall be communicated to all concerned.
  5. As per Board Policy# 230, Delegation of Authority from the Board of Directors to the Chief Executive Officer, the CEO/Manager shall have the final responsibility for resolution of issues or complaints. However, in the event an employee's issue or complaint concerns the CEO/Manager, the contact person shall be the Cooperative attorney or a Director of the Board as stated in Employee Policy# 658 – Whistle Blower, Reporting Violations.
- C. Nothing In This Policy Is Intended To Change The Employment-At-Will Relationship Existing Between The Cooperative And Its Employees Or Union Contract Provisions. The Procedures Outlined Above Are Intended As Guidelines Only, And The Cooperative Expressly Reserves The Right To Handle Employee Issues And Complaints Differently, Depending On The Facts And Circumstances Present In Individual Cases.

### **III. RESPONSIBILITY**

#### **A. CEO/Manager:**

1. Exceptions to this policy are the responsibility of the CEO/Manager, who will be guided by recommendations from the Department Managers.
2. The CEO/Manager will review all issues and complaints presented to him/her and render decisions as required by the situation

B. Supervisors and Department Managers:

1. The immediate Supervisor of each employee is responsible for hearing and resolving issues and complaints of employees under the procedures established in this policy, if the issue and the proposed solution are within the Supervisor's authority.
2. Department Managers are responsible for hearing issues and complaints and making every effort to resolve issues and complaints under the procedures established in this policy. If a solution cannot be reached at this level, Department Managers are responsible for arranging for a further discussion between the employee and the CEO/Manger

ATTESTED:   
Board President

DATE: 5/12/2025

Reviewed: August 18, 2014  
December 15, 2022  
Revised: February 5, 2020



## **SIEC Whistle Blower Policy**

### **I. PURPOSE**

- A. Southern Iowa Electric Cooperative ("Cooperative") expects its directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Cooperative, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### **II. GUIDELINES**


- A. No Retaliation—No director, officer or employee who in good faith reports a violation of a policy, law, or regulation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistle Blower Policy is intended to encourage and enable employees and others to raise serious concerns within the Cooperative prior to seeking resolution outside the Cooperative.
- B. Reporting Violations—The Cooperative promotes an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Manager or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations to the Manager, who has specific and exclusive responsibility to investigate all reported violations.
- C. Compliance Officer—The Cooperative's Manager shall be designated as the Cooperative's Compliance Officer and is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his or her discretion, shall advise the Board of Directors or other appropriate individuals. The Compliance Officer has direct access to the Board of Directors and is required to report to the Board at least annually on compliance activity.
- D. Accounting and Auditing Matters—The audit committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.
- E. Acting in Good Faith—Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated

and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

- F. Confidentiality—Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- G. Handling of Reported Violations—The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within ten business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The Manager may seek assistance from legal counsel or other third parties and may delegate the investigation responsibilities to others depending upon the nature of the alleged violation.

### III. RESPONSIBILITY

- A. It is the responsibility of all directors, officers and employees to comply with the applicable policies, laws, and regulations and to report violations or suspected violations in accordance with this Whistle Blower Policy.

ATTESTED:  DATE: 5/12/2023  
Board President

Reviewed: October 23, 2008

January 26, 2023

Revised: February 5, 2020

## **SIEC Mutual Aid**

### **I. PURPOSE**

- A. It is the policy of the Cooperative to lend assistance to other rural electric cooperatives who have been impacted by catastrophe, storm, flood or other emergencies causing outages and electric system damage to their Membership beyond which their own resources are able to timely respond.

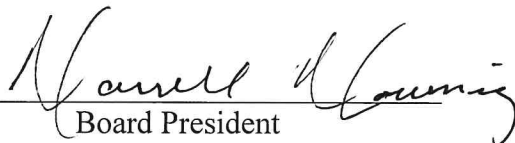
### **II. GUIDELINES**

- A. The Cooperative will be reimbursed for labor, overheads, transportation and other miscellaneous expenses at our actual cost or by the established guidelines contained in the appropriate mutual aid agreements which the Cooperative has entered. Those being the National Rural Electric Cooperative Association (NRECA) and the Iowa Association of Electric Cooperatives (IAEC) Mutual Aid Agreements.
- B. The Cooperative shall be subject to the same agreements upon receiving mutual aid.

### **III. RESPONSIBILITY**

- A. The CEO/General Manager shall be responsible for the implementation and application of this policy.

ATTESTED:

  
Board President

DATE:



Reviewed: November 30, 1995

February 23, 2023

Revised: July 19, 2012

February 27, 2020

## **SIEC Anti-Discrimination – Equal Opportunity**

### **I. PURPOSE**

- A. To acknowledge the lawful responsibility as an Equal Opportunity Employer.

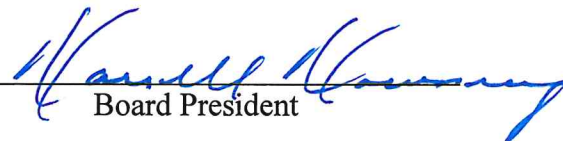
### **II. GUIDELINES**

- A. It is the policy of the Cooperative that no Member be excluded from participation in, be denied benefits of, or be subjected to discrimination from the Cooperative's services or programs on the basis of race, color, national origin, disability status, age, religion, gender, sexual orientation, gender identity, genetic information, marital status, veteran status or other protected classification under federal, state or local laws. These laws include Title VII of the Civil Rights Act of 1964, the Age Discrimination Act of 1967 and the Americans with Disabilities Act of 1990.
- B. The Cooperative is an equal opportunity employer. It is the policy of the Cooperative to prohibit discrimination and harassment of any type and to afford equal employment opportunities to employees and applicants, without regard to race, color, religion, gender, sexual orientation, national origin, age, disability status, gender identity, genetic information, marital status, veteran status or other protected classification under federal, state, or local law. All matters relating to the terms and conditions of employment; placement, promotion, transfer, rate of pay, and termination, will be based solely on the merit of the individual concerned.

### **III. RESPONSIBILITY**

- A. The CEO/General Manager shall be responsible for the implementation and application of this policy.

ATTESTED:

  
Board President

DATE:



Reviewed: November 30, 1995

March 23, 2023

Revised: February 27, 2006

July 19, 2012

February 27, 2020



## **SIEC Membership in Other Organizations**

### **I. PURPOSE**

- A. To establish guidelines for membership in other organizations.

### **II. GUIDELINES**

- A. The Cooperative shall maintain membership, including payment of dues, in the following organizations:

1. Bloomfield Main Street
2. Cooperative Response Center (CRC)
3. Davis County Development Corporation (DCDC)
4. Davis County Welcome Center & Tourism
5. Villages of Van Buren County & Scenic Drive
6. Appanoose County Economic Development
7. Iowa Association of Electric Cooperatives (IAEC)
8. National Rural Electric Cooperative Association (NRECA)
9. Northeast Missouri Electric Power Cooperative (NEP)
10. National Rural Utilities Cooperative Finance Corp. (CFC)
11. National Cooperative Services Corporation
12. National Rural Telecommunications Cooperative (NRTC)
13. Touchstone Energy Cooperatives

- B. The Cooperative may become a member of any other organization by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors at any regular or special meeting as provided in the By-Laws.



### III. RESPONSIBILITY

- A. The CEO/General Manager shall be responsible for the implementation and application of this policy.

ATTESTED:   
Board President

DATE: 5/12/2023

Reviewed: November 30, 1995  
April 27, 2023

Revised: February 27, 2006  
July 19, 2012  
February 27, 2020

## **SIEC Energy Conservation**

### **I. PURPOSE**

- A. To establish a policy concerning use of energy by the Cooperative and its Members, particularly in regard to effectiveness, efficiency and conservation of energy.

### **II. GUIDELINES**

- A. It shall be the policy of the Cooperative to:
1. Constantly examine its own use of energy including but not limited to plant engineering design and construction, lighting, climate control and transportation.
  2. Develop and carry out a program of energy education, including conservation, the building envelope, efficient agriculture uses, efficient industrial and commercial uses, and effective and efficient use of energy in the home.
  3. Develop and carry out an information program so that the need for energy management is understood by the Membership.
  4. Develop and carry out information and education programs with those involved in housing, including the building industry and local government organizations, to assure understanding and coordination in methods of energy management.
  5. Develop training appropriate for all employees.

### **III. RESPONSIBILITY**

- A. The CEO/General Manager shall be responsible for the implementation and application of this policy.

ATTESTED:

  
Board President

DATE:



Reviewed: November 30, 1995  
Revised: July 19, 2012  
February 27, 2020  
June 22, 2023

## **SIEC Scholarship Program**

### **I. PURPOSE**

- A. To establish an annual program to provide financial assistance to deserving high school seniors who will be receiving post-secondary education, and whose parents or legal guardians are members of Southern Iowa Electric Cooperative, Inc. Exceptions are allowed for a line school applicant who does not have to be related to a member and does not have to be graduating high school the immediately preceding school year.

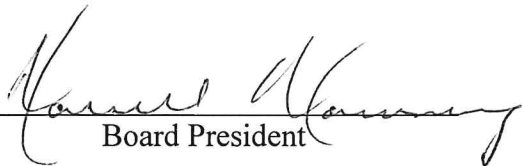
### **II. GUIDELINES**

- A. Southern Iowa Electric Cooperative, Inc. will offer three (3) \$2000 scholarships annually to high school seniors who are attending a school within the Cooperative's service territory, with one (1) \$2000 scholarship to be awarded in each of the three (3) designated areas. The designated areas are:
  - 1. Appanoose / Van Buren Counties
  - 2. Davis County
  - 3. Wapello County
- B. An additional \$2,000 scholarship may be awarded to a graduating high school senior, who is attending a school within the Cooperative's service territory, and will be attending an accredited 1-year (or longer) line technician program.
  - 1. Line technician program scholarship winners need not be a member of the Cooperative but must reside within the service territory footprint.
- C. Payment of the scholarship award will be processed upon proof of registration at an institute of higher education and issued in the institutions name on behalf of the student.
- D. Preference will be awarded to those accepted to a line technician program possessing at least a 1-year curriculum.
- E. Management will determine the criteria for the judging and appoint a committee for selection of the winner(s) of the contest.
- F. Applications will be distributed to all area high schools and will be available at the Cooperative's office.

- G. Winners will be chosen in mid-spring to allow for presentation to the recipient at their graduation awards assembly.
- H. Qualifications of scholarship applicants shall be verified by Cooperative staff.

**III. RESPONSIBILITY**

- A. The CEO/General Manager shall be responsible for the implementation and application of this policy.

ATTESTED:  DATE: 10/27/24  
Board President

Reviewed: December 22, 2005  
Revised: October 23, 2008  
July 19, 2012  
April 24, 2014  
February 27, 2020  
June 22, 2023  
April 25, 2024