



WANT TO RUN FOR DIRECTORSHIP?

HERE'S WHAT YOU NEED TO KNOW.

Directorship information is now available for the 2023 board of directors election. Information and the petition can be downloaded from our website dcremc.com/governance. Interested member-consumers can also call the DCREMC office and request a packet as well.

ELIGIBILITY REQUIREMENTS

1. Candidates must be a DCREMC member in good standing.
2. Candidates must reside (for at least 8 months of the calendar year) in the geographical district up for election, use electric energy provided by DCREMC and be nominated by the nominating committee or complete a petition with at least 50 unique member signatures.
3. Candidates must agree through written consent to the code of ethics and conflict of interest.
4. Candidates must be U.S. citizen and have the capacity to enter legally binding contracts.
5. Candidates must not be convicted of or plead guilty to a felony, five years prior to becoming director.
6. Candidates must be a high school graduate or earn an equivalent degree or certification.

WHAT ARE THE DUTIES OF A DCREMC DIRECTOR? Decatur County REMC is a private, member-owned cooperative in which directors have the same basic fiduciary responsibilities as other privately owned corporation directors. Decisions are made with the best interests of all members in mind.

Carry no axes to grind and stay out of the news: A director has the fiduciary duty to be loyal to the co-op's best interests as a whole—above any personal interests and in support of all board decisions, except in exceptional circumstances where there is a clear and present threat to the co-op's survival.

No one is above the co-op's rules: A director has the fiduciary duty to obey the co-op's articles of incorporation, bylaws, agreements, and applicable policies—even if you feel they are an annoyance or inconvenience to you. You lead by example.

Be a lifelong learner and team player: A director has the fiduciary duty to exercise due diligence and care in being well-informed on boardroom issues, attending meetings and trainings, and adhering to confidentiality requirements for private, proprietary and/or otherwise sensitive information disclosed to you in the course of your service.

Key To Success: To fulfill the duties above, you must be tech-savvy with a co-op provided iPad. As a director, you will rely on this iPad for all co-op communication including, but not limited to email, archived documents, the monthly board packet, and other uses. Staff will train you, but you will need to earn your tech wings quickly because you will be flying solo with your iPad very quickly as there is much business to accomplish.

Other board of director duties include:

- Approving general policies, annual budgets, special contracts, capital credit retirements, bylaw amendments, and rate schedules;
- Hiring CEO, an audit firm, and corporate counsel;
- Appointing voting delegates to affiliated entities' annual meetings and approving directors to the Operation Roundup Trust Board;
- Monitoring the co-op's operations through the CEO. A director makes decisions in collaboration with seven fellow directors as a board. A high-functioning board consists of directors with high emotional intelligence, demonstrating mutual respect and seeking out each other's perspective to form their own perspective on pending board action. Additionally, demonstrating mutual respect means that differences of opinion on matters considered and acted upon by the board of directors should not be shared outside of the boardroom.

WHAT IS THE EXPECTED TIME COMMITMENT? DCREMC's board of directors meets at **least** twelve times during the year. The board meets monthly, typically on the fourth Thursday at 6:30 p.m. Board meetings last approximately 3-4 hours and require at least an equal amount of time for advance preparation and study.

Newly elected directors are expected to participate in new director orientation at the DCREMC office which consists of 3, half-day trainings.

DCREMC directors spend at least 5-7 hours a month reading industry-related materials and news to stay abreast of policy trends and information. You'll also receive co-op and industry trade publications. You'll be reading about energy industry trends and research, oftentimes sprinkled with acronyms and technical jargon that you'll wonder about and be expected to learn.

As an elected representative voted on by the entire membership, you'll be expected to be open to talking about co-op issues with members in your neighborhood and throughout DCREMC's service area. The CEO is the co-op's spokesperson and can answer any member's questions, so your role is to be a member-ambassador connecting the co-op to its members.

DCREMC directors travel to out-of-town meetings 2 to 3 times during the year. Additionally, multiple-day, out-of-state

travel may be required 2 to 3 times annually to attend meetings addressing industry issues and for educational purposes.

Co-op policy requires that all directors must earn a Credentialed Cooperative Director (CCD Certificate through the National Rural Electric Cooperative Association (NRECA). The Certificate is awarded by NRECA upon the successful completion of 5 courses: Director Duties and Liabilities, Understanding the Electric Business, Board Operations and Process, Strategic Planning, and Financial Decision-Making. These courses are held at Indiana Electric Cooperative Association in Indianapolis and prior to national and regional meetings. Each session lasts 1 day. The policy requires that directors attain certification within 2 years after being elected.

**Directors are compensated for their time.*

WHEN DO BOARD ELECTIONS OCCUR The election process for DCREMC begins prior to the annual meeting. Only those member-consumers who have completed the necessary requirements to run for directorship will be placed on the ballot. During the election period, members vote electronically, by mail, or on-site at the annual meeting. The ballots are tabulated, and results are announced during the business portion at the annual meeting.

DISTRICTS SEEKING CANDIDATES BY YEAR:

2023

DISTRICT 3
DISTRICT 4
DISTRICT 7

2024

DISTRICT 5
DISTRICT 6
DISTRICT 8

2025

DISTRICT 1
DISTRICT 2

