

# **POLICY NO. 200.0**

## **BOARD OF DIRECTORS**

### **POLICY \_\_\_\_\_**

The Board is fully responsible to the member-owners for management of the internal affairs of the Cooperative, for public relations, and for relations with –government and public agencies. It delegates detailed management to a full-time President & CEO, but exercises functions of policy making, program planning, supervision over execution of policies and programs, borrowing of money, letting contracts, and general financial control.

The Board has legal responsibility for assuring democratic functioning of the Cooperative as provided in the Bylaws and for keeping members fully informed.

The Board has the obligation to promote member education in Cooperative principles and methods and in effective power use application.

As trustees for membership, the Board is responsible for expenditure of funds, improvement and maintenance of facilities, good labor relations, building of community support, establishing a coordinated program of community development, good relations with other cooperatives, relations with state and national associations and other organizations devoted to rural electrification and community development, attainment of area-wide service, and compliance with provisions of loan contract and mortgage covenant and of other agreements to which the Cooperative is a party.

### **RESPONSIBILITY \_\_\_\_\_**

Members as represented by the Board of Directors

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Reviewed: 10/08/85  
Reviewed: 06/23/98  
Reviewed: 10/29/02  
Reviewed: 03/25/08  
Reviewed: 10/28/11  
Revised: 11/21/11  
Reviewed: 10/24/14

## **PROCEDURE** \_\_\_\_\_

The directors shall be public-spirited citizens and be dedicated to the success of the Cooperative.

All nominees for the Board of Directors must consent to a national criminal background check that will be paid for by the Cooperative.

## **ATTACHMENTS** \_\_\_\_\_

Exhibit A - Position Description

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**Northwestern Rural Electric Co-operative Association, Inc.**  
**Cambridge Springs, Pennsylvania**

**Position Description**  
**Member of Board of Directors**

**I. Objectives**

The position of Director helps achieve the mission of the Cooperative; that is, first, to provide quality electric service to our rural areas, and second, to join with others to improve the quality of life available in northwestern Pennsylvania; by providing for specific duties and responsibilities to be delegated to a person elected by the membership for this position. The knowledge and ability of this person will contribute to the fulfillment of the cooperative's mission.

**II. Responsibilities and authorities**

A. Acquire and maintain the latest up-to-date information and knowledge of cooperative business systems in general and Northwestern Rural Electric Cooperative's system specifically.

1. Attend seminars and workshops for directors as provided by the National Rural Electric Cooperative Association and the Pennsylvania Rural Electric Association.
2. Actively acquire course requirements and educational credits to become a credentialed Director.
3. Study the bylaws, policies, operating rules and practices of the cooperative.
4. Study the Rural Electrification Administration/Rural Utilities Service Program, its history and its relations with the cooperative both past and present.
5. Study the cooperative movement in general and this cooperative's history to better understand the impact on the community and the individuals within the community.
6. Study the Cooperative affiliated entities such as Federated Rural Electric Insurance Exchange, National Information Solutions Cooperative (NISC), and National Rural Utilities Cooperative Finance Corporation (CFC).

B. Attend to all local, state and national duties and functions as required. Average time expended is 20 - 30 hours per month on Cooperative business which includes mostly daytime meetings.

1. Attend monthly board meetings and special meetings.
2. Attend to and work on special committees.
3. Vote according to his/her own best judgment after careful consideration of all sides of an issue.
4. Support the majority wishes of the board after a vote even if his/her opinion was of the minority.
5. Actively promote democratic control of and participation in the cooperative by its members.
6. Attend state and national meetings as required.

C. Share with other board members in the responsibility of establishing policy for the operation of the Cooperative.

1. In board meetings, develop and/or implement board policies with the advice or suggestions of the President & CEO when necessary.

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Adopted: 02/20/96  
Revised: 10/29/02  
Revised: 03/25/08  
Revised: 11/21/11  
Reviewed: 10/24/14

2. Serve on committees to work with the President & CEO and staff or alone, to develop information for use in making policy decisions.
  3. Coordinate and validate individual actions by the authority vested in the board as a body.
- D. Represent the interests of the membership whose needs are the cooperative's reason for existence.
1. Provide an available and recognizable presence for the membership to contact.
  2. Inform the members of current events through one-on-one contacts, conventional media and at various meetings arranged for members.
- E. Maintain minimal computer and technology skills
1. Possess minimal computer knowledge and communication technology skills.