



Electric Cooperative Inc.

BOARD OF TRUSTEES

POLICIES

Subject: Virtual Meetings Policy			Policy No.: 155
Original Issue: 02/28/2025	Last Revised: 02/28/2025	Last Reviewed: 02/28/2025	Page: 1

**Purpose**

The purpose of this policy is to provide guidelines for the Board of Trustees (BOT) of Jemez Mountains Electric Cooperative Inc. (JMEC) regarding attendance at meetings via any virtual hosting platform, such as Webex. This policy aims to facilitate participation in meetings while maintaining confidentiality and continuing to encourage in-person attendance.

**Accountability**

The BOT is accountable for ensuring the implementation and adherence to this policy.

**Scope**

This policy applies to all Trustees of JMEC.

**Policy**

**1. Encouraging In-Person Attendance at Meetings**

- a. The BOT strongly encourages that all Trustees attend all meetings in person. Virtual attendance at meetings should be used only when absolutely necessary and when in-person attendance is not feasible or when the BOT determines it is in the best interests of JMEC for a Trustee to attend virtually.

**2. Confidentiality**

- a. Trustees virtually attending meetings must maintain the same level of confidentiality as those attending meetings in person. Because of the difficulty in ensuring confidentiality when using a virtual hosting platform, Trustees may not participate in executive sessions of the BOT when attending virtually. In those situations, the Trustee may request a meeting with the General Manager/CEO or JMEC legal counsel for an update on matters discussed in executive session..

**3. Joining and Leaving a Meeting**

- a. Trustees must announce themselves by name when they virtually join a meeting and again before leaving a meeting. This ensures accurate record-keeping and acknowledgment of attendance at the meeting.



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**4. Participation and Conduct**

- a. Trustees virtually participating in a meeting are expected to fully engage with other participants in the meeting, just as they would if attending the meeting in person. This includes being attentive, participating in discussions, voting on matters as required, and exhibiting the same level of decorum as would be required in person.
- b. Trustees must ensure their computer connection to the meeting is stable and that they have the necessary equipment to virtually participate without interruption.
- c. Trustees require permission from the Board President or board approval to attend regular or special board meetings virtually. If approved, trustees are expected to be visible during the meeting and must request permission from the President or Committee Chair to turn off their camera.
- d. The Board President may, from time to time, schedule emergency or time-sensitive special meetings where the only option is virtual attendance or where in-person attendance is impractical and suspension of provisions of this policy will be considered.
- e. Suspension of provisions of this policy will be considered on a case-by-case basis.

**5. Virtual Attendance Allowed**

- a. Unless otherwise determined by the Board President or the Board, Trustees shall be compensated for virtual participation at no more than three regular board meetings in any calendar year.
- b. Although in-person attendance is encouraged, Trustees may participate virtually at committee meetings without requesting permission.

**6. Compensation**

- a. Trustees are expected to participate and engage during virtual attendance as thoroughly as if participating in-person and compensation could be denied or reduced according to Board Policy 112 if a Trustee's participation is determined to be absent or diminished.

**7. Recording of Attendance**

- a. The meeting minutes will record the names of those Trustees virtually attending the meeting, as well as those attending the meeting in-person.



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#### 8. Technical Issues

- a. If a Trustee experiences technical difficulties while virtually attending the meeting that prevents full participation, such Trustee must promptly inform the Board President or Administrative Professional of such technical issues as soon as possible.

#### 9. Emergency Situations

- a. In emergency situations where a Trustee cannot attend in person or virtually, they must notify the Board President as soon as possible in advance of the meeting.

#### 10. Review and Amendments


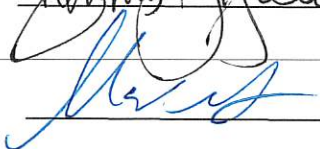
- a. This policy will be reviewed annually by the Policy Committee and may be amended as necessary to ensure its effectiveness and alignment with other policies. The board, through its inherent authority, may modify provisions herein, on a case-by-case basis.

### Approval and Amendments

Amendments and modifications to this policy must be tracked by including the date of the amendment and indicating whether the change was technical or substantive. Substantive changes must reference the specific section and include a brief description in an appendix that remains permanently affixed to the policy.

### Effective Date

This policy is effective as of February 28, 2025.

	____ President of the Board	Date <u>4/25/2025</u>
	____ Chair of the Policy Committee	Date <u>4/25/2025</u>