



BOT POLICIES

Subject: Roles and Responsibilities of the BOT Policy			Policy No.: 103
Original Issue: 07/29/2011	Last Revised: 08/25/2022	Last Reviewed: 08/25/2022	Page: 1 of 2
Board Policy 2 is revoked and replaced with BOT Policy 103			

PURPOSE:

To establish and define responsibilities of the Board of Trustees (BOT) of Jemez Mountains Electric Cooperative, Inc. (JMEC) to insure the proper administration, and regulation of JMEC’s business.

ACCOUNTABILITY:

The JMEC BOT is accountable for ensuring implementation and adherence to this Policy.

SCOPE:

The JMEC BOT occupies a key position between the members and the management. The JMEC BOT are both users of the services and representatives of other members who depend on those same services. The JMEC BOT agrees to follow the expectations outlined in the Policy 102 Code of Conduct and act as role models by demonstrating appropriate ethical behaviors.

This Policy delineates the roles and responsibilities of the BOT.

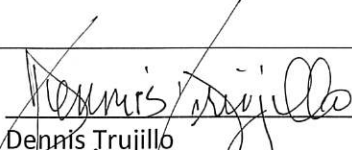
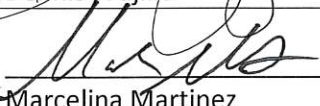
1. The business and affairs of JMEC shall be overseen and administered by the BOT, which shall exercise all the powers of JMEC except such as are by law and JMEC Bylaws
2. The BOT shall set BOT Policies. Day-to-day management of JMEC is delegated to the CEO and General Manager, except for such matters as are by law or JMEC Bylaws conferred upon or reserved to the BOT.
3. The BOT is responsible for the selection and employment of the CEO and General Manager, establishing the compensation of the CEO and General Manager, and delegating to the CEO and General Manager appropriate authority to manage the day-to-day affairs of JMEC.
4. The BOT shall evaluate the performance of the CEO and General Manager on an annual basis; and shall review the salary of the CEO and General Manager on not less than an annual basis.
5. The BOT shall have authority to retain outside legal counsel to advise the Board, and a certified public accountant for financial audit and other appropriate purposes.
6. The Chairman of the BOT shall have authority to establish and appoint necessary committees with specific functions and to receive reports and recommendations from these committees.
7. The BOT shall have authority to establish the general investment policies of JMEC.
8. BOT Policies of JMEC shall be adopted at regular or special meetings of the BOT, with Trustees acting collectively as a Board. Should any Trustee undertake, in private conversation with others, to make commitments for the BOT, such Trustee is in violation of this Policy. The Chairman of the BOT shall be spokesperson for the Board, except where otherwise previously directed by the Board.



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9. In the event an employee contacts a Trustee regarding a substantive JMEC matter, the Trustee shall refer the matter to the CEO and General Manager. Except as provided in Policy 104, Trustees should also refrain from visiting the Cooperative and talking to employees except to attend Board meetings, JMEC Committee meetings, meetings with the CEO and General Manager and personal JMEC business (line extensions and bill payments). Trustees should also refrain from any discussions with JMEC employees regarding substantive JMEC matters outside the JMEC offices.

 Dennis Trujillo	Chairman of the Board	Date: <u>9/9/2022</u>
 Marcelina Martinez	Policy Committee Chair	Date: <u>9/9/2022</u>

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