



BOARD OF TRUSTEES POLICIES

Subject: Protocol for the purpose of formulating JMEC policy in meetings open to the Membership; providing procedures for providing notice of JMEC Board of Trustees meetings; discussing JMEC business or taking any action within the authority of or the delegated authority of the JMEC Board, and providing procedure to address issues, complaints, comments, or other similar communications in open meetings of the Board of Trustees.

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WHEREAS, any meeting of a quorum of the Board of Trustees (BOT) of Jemez Mountains Electric Cooperative (JMEC) at which the discussion or adoption of any proposed resolution, rule, regulation or formal action occurs shall be held only after reasonable notice to the JMEC members;

WHEREAS, this policy establishes the procedure for notice, conduct of meetings and minutes, and determines what constitutes reasonable notice of BOT Meetings,

WHEREAS, the purpose of this protocol is to keep the members adequately informed about JMEC's operations and financial condition, while appropriately protecting privileged, confidential, or proprietary information.

NOW, THEREFORE, BE IT RESOLVED by the BOT that:

BOT Meetings Public

All meetings of a quorum of members of the BOT held for the purpose of formulating JMEC policy including the development of personnel policy, rules, regulations, or other policy, discussing JMEC business or for the purpose of taking any action within the authority of or the delegated authority of the BOT are declared to be public meetings open to the JMEC membership at all times, except as otherwise provided in this Policy. No BOT meeting once convened that is otherwise required to be open pursuant to this policy shall be closed or dissolved into small groups or committees for the purpose of permitting the closing of the meeting.

Agendas and Minutes

1. All meeting shall be held at and rotated to a different location on a periodic basis as indicated in the meeting notice and, unless otherwise specified, regular meetings shall be held each month on the fourth or last Friday of month..
2. Agendas are prepared by the General Manager, and are subject to final approval of the BOT President,. The agenda will be available from the JMEC General Manager at least seventy-two hours prior to the meeting and posted, at the office located at JMEC



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3. headquarters 19365 SR 84 Hernandez N.M. 87537, posted at the district office 17421 Hwy. 4 Jemez Springs NM 87025 and posted at the district office #71 Hwy. 126 Cuba N.M. 87013, and posted on the JMEC website at www.jemezcoop.org.
4. The General Manager will assign staff or contract stenographer to be present and keep and prepare drafts of written minutes of all BOT meetings. Draft minutes shall be prepared within ten working days after the meeting and shall be approved, amended or disapproved at the next BOT meeting thereafter. Minutes are not available to the members until approved by the BOT.
5. BOT minutes shall include at a minimum the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each BOT member voted.

Notices

1. Notice of regular meetings other than those described in **Agendas and Minutes Sec. 1.** will be given ten days in advance of the meeting date. The notice will include a copy of the agenda or information on how a copy of the agenda may be obtained. If not included in the notice, the agenda will be available at least seventy-two hours before the meeting, posted in the locations specified in **Agendas and Minutes Sec. 2.** and on the JMEC website at www.jemezcoop.org.
2. Special meetings, upon three days' notice, may be called by the President of the BOT or by all of the members of the Executive Committee of the BOT. The notice for a special meeting shall include an agenda for the meeting or information on how a copy of the agenda may be obtained. The agenda will be posted in locations specified in **Agendas and Minutes Sec. 2.**, be available at least seventy-two hours before the meeting and posted on the JMEC website at www.jemezcoop.org.



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3. Emergency meetings will be called only under unforeseen circumstances that demand immediate action to protect the health, safety and property of JMEC members or to protect from substantial financial loss. The BOT will avoid emergency meetings whenever possible. Unless threat of personal injury or property damage requires less notice, emergency meetings may be called by the BOT President or all the members of the Executive Committee with only twenty-four hours prior notice. The notice for all emergency meetings shall be posted in locations specified in *Agendas and Minutes Sec. 2.*, posted on the JMEC website at www.jemezcoop.org, and include an agenda for the meeting and information on how the public may obtain a copy of the agenda.
4. For the purposes of emergency meetings described in **Notices Sec. 3.**, publication of the required agenda is satisfied if posted at JMEC headquarters in Hernandez with a telephone call to the Rio Grande Sun newspaper, and the local broadcast station licensed by the Federal Communications Commission followed by an emailed agenda to both the paper and the local broadcast station.
5. All notices shall include the following language:

If you are an individual with a disability who is in need of reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact the JMEC General Manager at JMEC Headquarters, 19365, SR 84 Hernandez N.M. 87537 at least one (1) week prior to the meeting or as soon as possible. Documents, including the agenda and minutes, can be provided in various accessible formats. Please contact the JMEC General Manager at JMEC Headquarters if a summary or other type of accessible format is needed.

Closed Sessions

1. On the affirmative vote of a majority of the members of the BOT, a meeting or a portion of a meeting may be closed to if the subject matter of such discussion or action involves:



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- a. unapproved minutes of any prior meeting of the BOT;
- b. issuance, suspension, renewal or revocation of a license, except that a hearing, at which evidence is offered or rebutted shall be open;
- c. whistleblowers' complaints pursuant to BOT Whistleblower Procedures 117P/2011 at which evidence is offered or rebutted unless the complainant requests it to be open;
- d. discussion of hiring, promotion, demotion, dismissal, assignment or resignation of any individual JMEC employee unless the employee requests it to be open;
- e. investigation or consideration of complaints or charges against any individual JMEC employee at which evidence is offered or rebutted unless the employee requests it to be open
- f. a proceeding brought by or against a member before the BOT in which a member's individual legal rights, duties or privileges are to be determined by the BOT after an opportunity for a trial-type hearing unless the member request it to be open;
- g. discussion of personally identifiable information about any individual member or employee, unless the member or employee requests otherwise;
- h. discussion of bargaining strategy preliminary to collective bargaining negotiations between JMEC and a bargaining unit representing JMEC employees;
- i. collective bargaining sessions at which the Board of Trustees or its representatives and the collective bargaining unit are present;



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- j. negotiation of a contract with a sole source provider of construction services, goods or other services pursuant to a competitive sealed proposal, all of which becomes public when approved by the BOT and signed by the General Manager;
- k. discussions with JMEC Legal Counsel present which are subject to the attorney-client privilege and pertains to defense strategies and court documents concerning threatened or pending litigation in which JMEC is or may become a participant until such time as presented in court or such time as the matter is resolved;
- l. discussion of the purchase, acquisition or disposal by JMEC of real property or water rights;
- m. matters under negotiation with third parties until such time as the matter is resolved;
- n. individual JMEC employee personnel information;
- o. trade secrets or other information that is privileged, confidential or proprietary;
- p. complaints lodged by employees or members with regard to unequal or discriminatory practices suggesting unfair treatment on account of race, color, religion, sex, sexual orientation, gender identification, mental or physical disability, spousal affiliation, age, or national origin, unless complainant requests it be open,
- q. complaints of failure by JMEC to take affirmative action to provide equal employment opportunities for all U.S. veterans including Special Disabled and Vietnam Era Veterans, unless complainant requests it be open;



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- r. complaints against a Trustee or officer of JMEC alleging violation of the JMEC Code of Conduct, unless respondent requests it be open meeting; and
 - s. complaints against a Trustee, the General Manager, General Counsel or "Reporting Person" for violation of the BOT Conflict of Interest Policy No: 137 unless respondent requests it be open.
2. If a motion to go into a closed session is made in an open meeting, the authority for the closure and the subject to be discussed shall be stated with reasonable specificity in the motion calling for the vote on a closed meeting. Voting on the motion shall be by roll call and the vote of each individual Trustee shall be recorded in the minutes. Only those subjects announced or voted upon prior to closure may be discussed in a closed meeting.
3. Following completion of any closed meeting, the minutes of the open meeting that was closed, or the minutes of the next open meeting if the closed meeting was separately scheduled, shall state that the matters discussed in the closed meeting were limited only to those specified in the motion for closure or in the notice of the separate closed meeting.
4. The BOT may recess and reconvene a meeting to a day subsequent to that stated in the meeting notice if, prior to recessing, the BOT specifies the date, time and place for continuation of the meeting, and, immediately following the recessed meeting, posts notice of the date, time and place for the reconvened meeting on or near the door of the place where the original meeting was held and the other two locations provided in **Agendas and Minutes Sec. 2**. Only matters appearing on the agenda of the original meeting may be discussed at the reconvened meeting.
5. Except for items of genuine emergency requiring immediate attention on account of threat of loss of JMEC property or funds, in order to give reasonable notice to members specific items of business to be discussed or transacted shall be listed on the agenda and agendas shall separate such items into "action items" and "discussion only" items and each agenda shall have an item "member comments".



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6. If it is difficult or impossible for a Trustee to attend a BOT meeting, the Trustee may, if approved by a majority of those Trustees in attendance, participate in a Board meeting by telephone. Telephone participation is allowed only if the meeting/phone connection is of a quality that each Trustee participating telephonically can be identified when speaking and all the Board and JMEC members in attendance are able to hear those speaking during the meeting.

Policy Violations

1. Every action of the JMEC Board of Trustees shall be presumed to have been performed at a meeting held in accordance with JMEC Policy 151.
2. Any member who is in good faith believes Policy 151 has been violated may within 5 days of approval of the minutes file a claim with the General Manager who shall within 15 days provide a written report of their investigation of the claim. At the next regular meeting of the Board of Trustees, the Board shall pursuant to the requirements of Policy 151 either amend, rescind or affirm the action complained of.

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|  Dennis Trujillo | , President of the Board | Date: <u>October 29, 2021</u> |
|  John Ramon Vigil | , Chair of the Policy Committee | Date: <u>October 29, 2021</u> |

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