

**NAVASOTA VALLEY ELECTRIC COOPERATIVE, INC.
BOARD POLICY NO. 39**

**POLICY FOR MEMBER ACCESS, CONDUCT, AND DECORUM
AT MEETINGS OF THE BOARD OF DIRECTORS**

I. PURPOSE OF POLICY

Consistent with the cooperative principle of democratic member control, the Board of Directors (board) of Navasota Valley Electric Cooperative, Inc. (Cooperative) provides the Cooperative’s member-owners (members) the following guidelines and procedures for the orderly and expeditious meetings or functions of the Cooperative. Member participation in the Cooperative’s affairs is both valued and respected. The purpose of this policy is to provide clear guidance on: (a) member access to regular and special meetings of the Cooperative’s board; (b) member participation at regular and special board meetings; (c) courteous and professional meeting conduct and decorum; and (d) meeting procedures.

II. POLICY AND PROCEDURE FOR MEMBER ACCESS TO MEETINGS

A. Applicability

This policy applies to all regular and special meetings of the board.

B. Definitions

- 1. Board Meeting.** A “board meeting” means a deliberation between a quorum of the voting board or between a quorum of the voting board and another person, during which Cooperative business or policy over which the board has responsibility is discussed or considered or during which the board takes formal action.
 - a.** The term “board meeting” does not include the gathering of a quorum of the board at a social function unrelated to the business of the Cooperative, or the attendance by a quorum of the board at a local, regional, state, or national convention or workshop, ceremonial event, or press conference, if formal action is not taken and any discussion of Cooperative business is incidental to the social function, convention, workshop, ceremonial event, or press conference.
 - b.** In this policy, the term “board meeting” does not include a workshop or planning session at which the board does not take formal action.

- c. Board meetings are conducted in accordance with Robert’s Rules of Order, as practicable.
2. **Executive Session.** An “executive session” means a meeting to which the members do not have access convened at the board’s discretion to deliberate and take action on sensitive matters. Sensitive matters are matters such as confidential personnel information; contracts; lawsuits; real estate transactions; competitively sensitive information; information related to the security of the electrical system or the Cooperative; or other privileged, confidential, or proprietary information.

C. Access to Board Meetings

1. **Members.** Each member of the Cooperative is entitled to attend a regular or special board meeting to observe the board’s deliberations, except that members are not entitled to attend an executive session convened by the board.
2. **Non-Members.** A person who is not a member of the Cooperative is not entitled to attend a regular or special board meeting. The board may exercise its discretion to allow a non-member to attend a regular or special board meeting.
3. **Executive Session.** Members are not entitled to attend an executive session convened at the board’s discretion.

D. Member Participation During Board Meeting

1. **Member Comment Period.** The board values the views and ideas of the Cooperative’s members. The agenda for each regular or special board meeting shall include a scheduled time during which members may address the board about any matter relating to the Cooperative or appearing on the board meeting agenda. Each member will receive three minutes to state the member’s comments to the board. The board chair may extend a member’s time at the board’s discretion.
2. **Registration at Board Meeting.** Members attending a board meeting must sign in at the registration table and verify their membership information before entering the meeting. Members who wish to comment during the member comment period must complete a comment card stating their name, address, and the subject on which they plan to comment.
3. **Individual Billing or Account Issues.** Questions or comments about individual billing or account issues are welcome during the member comment period; however, the board may encourage members with specific issues or disputes

about their accounts to work with Cooperative management or staff outside the board meeting to reach a resolution.

- 4. Rules of Conduct and Decorum.** It is the policy of the Cooperative that members, directors, management, and staff be allowed to state their positions and comments in an atmosphere free of intimidation.
 - a.** All persons attending a board meeting shall conduct themselves with dignity; show courtesy and respect for one another and for the board; follow any additional guidelines of decorum prescribed by the board; and adhere to the board's time schedule. Intimidating or uncivil behavior, including but not limited to vulgar or abusive language, personal or character attacks, slanderous or insulting comments, interruptions of a speaker, audible remarks or noises during the board's deliberations, threatening language, threats of violence, disruptive or distracting behavior, or the use of a board meeting as a forum for politics is strictly prohibited and will be considered a violation of the rules of conduct and decorum.
 - b.** The board chair may take appropriate action to maintain and enforce proper conduct and decorum and to address behavior that prevents or compromises the conduct of the meeting, including:
 - i.** issuing a warning;
 - ii.** preventing or stopping persons from speaking;
 - iii.** excluding persons from the meeting; and
 - iv.** recessing the meeting.

E. Board Meeting Requirements

- 1. Meeting Location.** The board may convene a regular or special board meeting at the Cooperative's main office, a district office, or any other suitable location in or near the Cooperative's certificated service territory.
- 2. Order of Meeting.**
 - a. Open Session.** The board shall first convene the open session of a board meeting before entering into executive session.
 - b. Member Comment Period.** Member comments shall be taken at the beginning of the open session.

- c. **Executive Session.** At the board's discretion, the board may convene an executive session to deliberate and take action on sensitive matters as defined above.
- d. **Record of Board Meetings.** The board secretary or the person designated by the secretary shall make and keep written minutes of each board meeting.
- e. **Audio or Video Recording or Broadcast; Photography.** No audio or video recording, photography, or other reproduction or broadcast of a board meeting will be allowed without the board's prior written approval.

F. Security at Board Meetings

The board or the board's designees shall determine whether any security measures are necessary for each regular or special board meeting.

III. IMPLEMENTATION; REVISION AND RESCISSION

- A. Implementation.** The board has the ultimate responsibility for ensuring compliance with this policy. Any non-compliance shall be called to the attention of the President or Vice-President of the board for action by the full board.
- B. Revision; Rescission.** This policy is subject to revision or rescission by the board. No revision or rescission of this policy may be construed as an intention by the Cooperative to act other than in full compliance with applicable law, its articles of incorporation or its bylaws.