

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA
RURAL ELECTRIC MEMBERSHIP CORPORATION
HELD JANUARY 23, 2025**

The Regular Meeting of the Board of Directors of South Central Indiana Rural Electric Membership Corporation was held pursuant to notice as required by the Bylaws at the principal office of the Cooperative, 300 Morton Avenue, Martinsville, Indiana on Thursday, January 23, 2025, at 4:30 p.m.

The following Directors were present: Mark Smith, Jerry Pheifer, Brad Shields, Lisa Prosser, Rex Franklin, Ken Sebastian, Bruce Hamlin, Don Renner, and Mike Witte. Others in attendance were Michael Schultz, General Counsel; James Tanneberger, President & CEO; Randy Elliott, Chief Operating Officer; Tammy Haenlein, VP of Member Services; Gregg Hopsicker, VP of Distribution Services; Marilou Idland, VP of Human Resources; Charity Coffman, VP of Finance; Jack Hubbard, Sr. Manager of Operations Technology; and Stacey Sauer, Executive Assistant.

Mr. Elliott opened the meeting with prayer. Chairman Hamlin then asked if there were any amendments or corrections to the minutes of the Regular Board of Directors' Meeting held December 19, 2024. Hearing none, Mr. Renner made a motion to approve the minutes as presented. The motion was seconded by Mr. Witte and approved.

Safety and Cybersecurity Report: Mr. Tanneberger reviewed the Safety and Cybersecurity Reports for the month. Following discussion, Mr. Smith made a motion to accept the Safety and Cybersecurity Reports. The motion was seconded by Ms. Prosser and passed.

Staff Report: Mr. Tanneberger gave the staff report for the month reviewing the results of a recent survey conducted by Indiana Electric Cooperatives of the thirty-eight member

systems and what they are doing as far as backup generator programs. Following discussion of the survey results, Mr. Tanneberger asked Mr. Hubbard to discuss SCI's previous backup generator program and the reasons for discontinuing the program. Staff will continue to review backup generators and SCI's role to members with regards to generators.

Financial Reports: The Board reviewed the preliminary financial reports for December 2025. Following discussion, Mr. Smith made a motion to accept the financial reports and write-offs to bad debt for December 2024 as presented. The motion was seconded by Ms. Prosser and passed.

Committee Meetings

Audit Committee: Mr. Pheifer reported that the Audit Committee met prior to the Board Meeting to review the second half of 2024 expenses for the Board, CEO, COO, and Department Vice Presidents. Following the review, it was reported all was found to be in order.

SCI Fiber: Mr. Tanneberger reported that SCI Fiber continues to be a great asset to our membership and participation continues to increase. He further discussed federal grant opportunities which would allow SCI Fiber to leverage current fiber assets as matching funds. If SCI wins a grant, SCI will be able to build to underserved, non-member areas with little to no additional cost to SCI.

He further reported on the recent activities of Accord Telecommunications Collaborative and answered the Directors' questions.

Strategic Plan Update: The combined strategic planning action spreadsheet was uploaded for the Board's information and review.

He further reported that a review of the current hours of the Contact Center (7:30 am to 7:00 pm) indicate that the call volume decreases significantly after 5:30 pm. In an effort to better

serve our membership during peak times, the Contact Center hours will be changed to 7:30 am to 5:30 pm.

Unfinished Business: The Board considered the proposed SCI Membership Community Fund bylaw revision with regards to meeting attendance. Following discussion, Ms. Prosser made a motion to approve the bylaw amendment as presented. The motion was seconded by Mr. Witte and unanimously approved. The amendment is as follows:

ARTICLE X – Removal of Member of Board

Any member of the Board of Trustees of the Fund shall automatically cease to be a member of said Board if and in the event such member misses ~~three (3) successive~~ **two (2) or more** “regular” meetings **in a calendar year** as outlined in Section “A” of Article VIII of these By-Laws. Any member of the Board of Trustees of the Fund may otherwise be removed for cause from the Board by a two-thirds (2/3) vote of the entire Board of Trustees of the Fund.

New Business: Mr. Tanneberger reported that the President/CEO goals for 2025 were included in the Board report. He asked that the Board review the goals and provide any feedback with regards to additional items or recommendations.

The Board considered the nomination of the Hoosier Energy Director. Directors Jerry Pheifer and Lisa Prosser expressed their interest in being considered as nominees. Thereafter, the Board voted via secret ballot. With a majority of votes, Mr. Pheifer was named the nominee for the Hoosier Energy Board of Directors.

The Voting Delegate for the Hoosier Energy Annual Meeting to be held April 3, 2025, was then considered by the Board. Mr. Franklin made a motion to appoint Brad Shields as the Hoosier Energy Voting Delegate. The motion was seconded by Mr. Pheifer and approved.

As a matter of record keeping, the Board approved the transfer of funds from the RUS Trustee account to the Cooperative’s General Fund for approved construction costs included in the FFB/RUS bank loan.

The Board was advised that the 2025 standard IRS milage reimbursement will be seventy cents per mile.

Attorney: Mr. Schutlz reviewed the following board policy:

Board Policy No. 5-2 – Financial Policy – Mr. Schultz reviewed the proposed amendments to the policy as recommended by Staff. Following discussion, Mr. Shields made a motion to approve the policy as amended. The motion was seconded by Mr. Sebastian and approved.

President/CEO Report: Mr. Tanneberger reported he continues to communicate SCI’s strategic vision, mission statement and internal vision to employees to ensure all are working toward the same goal.

He then asked if there were any questions regarding the President/CEO’s monthly written report. Following discussion, Ms. Prosser made a motion to accept the President/CEO’s report. The motion was seconded by Mr. Franklin and approved.

Hoosier Energy: Mr. Phiefer gave a report on the recent meeting of the Hoosier Energy Board and answered the Directors’ questions.

There being no further business to come before the Board, the Regular Meeting was adjourned to an Executive Session of the Board.

Bruce Hamlin, Chairman

ATTEST:

Jerry W. Pheifer, Secretary