



POSITION DESCRIPTION

Position Title: Board Director

Date Issued/Revised: June 2019

Executive Summary:

Southside Electric Cooperative's Board of Directors consists of nine members, who are also member-owners of the Cooperative and represent each of the co-op's three districts.

Their responsibilities include determining objectives and setting policies, adopting long-range plans and employing the chief executive officer, who oversees the co-op's daily operations. The board meets monthly to help set guidelines for management decisions.

It is the responsibility of co-op member-owners to nominate, evaluate and elect the Board of Directors by participating and voting in co-op events, including SEC's annual meeting.

Responsibilities:

- Requires an average of 35 hours of time investment each month with additional hours as required for training, events and committee work
- Speaks and acts on behalf of SEC's membership
- Must attend all meetings and functions as described in SEC's bylaws
- Extensive and thorough preparation prior to each monthly board meeting by exhaustively reviewing and analyzing all materials and information provided by CEO
- Monitoring the performance of management, including setting objectives and measuring management's results against them
- Monitoring and evaluating organizational performance
- Providing advice and counsel to management
- Developing and reviewing policies governing the organization
- Overseeing the planning process through active participation in strategic planning
- Authorizing or amending an appropriate budget as proposed by management, which takes into account all essential concerns of the system
- Reviewing and approving significant investments, loans and acquisitions as well as the rates and terms for providing electric service to SEC members

- Selecting independent financial auditors and ensuring effective auditing procedures are in place
- Ensuring that the board as a whole and individual directors carry out fiduciary duties (duty of care, the duty of loyalty and the duty of obedience) to the corporation as an entity and to the membership as a whole
- Devoting such time and effort to the duties of a board member as may be necessary to oversee the Cooperative's business and affairs
- Ensuring the company has effective legal representation
- Identifying principal risks to the organization and ensuring effective systems are in place to manage these
- Approving, maintaining and amending SEC's bylaws as required
- Being loyal to the organization, acting at all times in good faith for its best interests and unaffected by any personal interest that conflicts with the best interests of the company
- Having the knowledge and skills necessary to govern the affairs of the organization and being actively involved in board meetings and decision making

In addition to the above responsibilities, all directors are expected to make a meaningful contribution to carrying out the function of a director, including:

- Demonstrating a willingness and ability to give the time to attend meetings necessary to provide the background information and knowledge needed to make informed choices on the complex matters coming before a rural electric cooperative board, including:
 - Meetings of the board and its committees
 - State and national association meetings
 - Director updates and other training programs
 - Meetings of related organizations as required
 - Any orientation programs provided by the Cooperative

Supervision/Reporting Relationships:

Reports to:	SEC's Membership
Directs work of:	President/CEO

Qualifications:

- Must be a SEC member in good standing and a bona fide resident for the prior twelve (12) consecutive months in the territorial district which he or she is elected
- Must have received electrical service for the prior twelve (12) months from the Cooperative at their primary residential abode or business location
- Must not have been employed, nor had a spouse who has been an employee of the Cooperative within five (5) years of application
- Be a citizen of the United States

- Have the capacity to enter into legally binding contracts
- Not have been convicted of a felony
- Not have been convicted of a misdemeanor within the past ten (10) years evidencing moral turpitude, such as lying, cheating or stealing
- Be educationally able and willing to actively participate in the management of the business and affairs of the Cooperative
- Not make any material misrepresentations of fact to the members or other directors in the process of the director's election or appointment to the office, including statements made on the Director Candidate Questionnaire
- Not have been found by a court to have breached a duty as director
- Must not be a close relative of a Cooperative employee or board member as provided in the Cooperative policies

Additional Expectations:

All directors are expected to demonstrate an understanding of and acceptance of the Cooperative's Mission Statements

All directors must embrace and ensure:

- Integrity - be honest, open and fair-minded in the conduct of all Cooperative matters
- Safety - Regard the safety of employees, members and the public as a primary objective in all policy and business decisions
- Reliability - Anticipate and mitigate risks that might cause or prolong interruption of electrical services
- Affordability - Provide the lowest cost power consistent with safety, reliability and responsible environmental stewardship, while anticipating and mitigating risks that might threaten the financial health of the Cooperative
- Service - Reflect respect for members in all policies and member relations and maximize member service consistent with safety, reliability and affordability
- Community - Support member communities through policies and business decisions that sustain and enhance local economic vitality and quality of life