

Holy Cross Energy Corporate Policies

Meetings of the Board of Directors

Policy Number: 4.3

Original Effective Date: November 18, 2015

Revised Dates: October 16, 2019

1. OBJECTIVE

1.1 To establish the meeting date, time and place of the regular monthly meeting and to provide for participation in certain meetings of the Board of Directors ("Board") by others.

2. POLICY

2.1 Regularly Scheduled Board Meetings.

2.1.1 Regular monthly meetings of the Board shall be held at 9:00 a.m. on the third Wednesday of each calendar month at the headquarters facility of Holy Cross Electric Association, Inc., a/k/a Holy Cross Energy ("Holy Cross") unless a different date, time and place is set by resolution of the Board or the Chair of the Board ("Chair") as provided in this Policy.

2.1.2 The Chair may dispense with any regular monthly meeting if it is determined by the Chair that such meeting should not be held, or the date changed. The Chair may change the time for which any regular meeting shall be called to order. Holy Cross will provide notice to the Board and to members as provided in this Corporate Policy ("Corporate Policy" or "Policy") and the Bylaws of any alteration in the date, time and place of any Board Meeting.

2.1.3 The Board may continue any regular or special meeting to a subsequent date, certain or uncertain, to expedite and facilitate the decision-making process for ongoing Board matters.

2.1.4 The Board shall endeavor to have monthly meetings; however, the Board may have more or less than 12 regular meetings in each calendar year in addition to the Annual Meeting of the Board held after the Annual Meeting of Members ("Annual Meeting").

2.1.5 The agenda for each regular or special Board Meeting shall be initially determined by the Chair, and the President and Chief Executive Officer ("CEO"). A Board member may submit a request to the Chair or President and CEO to add an item to the agenda prior to the time that the agenda is prepared.

2.1.6 The agenda shall be delivered by physical or electronic mail to each Board member at least 10 days prior to each Board Meeting. The agenda shall specifically designate the issues or questions to be discussed or the actions to be taken at the meeting. The Board may change the agenda at any time during a Board Meeting.

2.1.7 Notice of the date, time and place of a regular or special meeting of the Board and copy of the agenda shall be posted in all Holy Cross service office locations, and on Holy Cross's website at least 10 days before the meeting.

2.2 Annual Meeting of the Board Held After the Annual Meeting of Members.

2.2.1 In accordance with Holy Cross's Bylaws, a meeting of the Board shall be held within a reasonable time after the Annual Meeting. The agenda for such meeting shall include the election of officers, designation of representatives to various affiliated organizations and such other business deemed proper and necessary.

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2.3 Meetings Other Than Regularly Scheduled Meetings of the Board.

2.3.1 Special meetings of the Board may be called by the Chair or by any three Directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as provided in the Bylaws and this Policy. The Chair or Directors calling the meeting shall set the date, time and place for holding the meeting.

2.3.2 At any special meeting of the Board, such as a retreat or strategic planning session, members of the public may attend; however, no one will be given an opportunity to address the Board without the consent of the Chair or presiding officer.

2.3.3 The Board shall not make final policy decisions or adopt or approve any resolution, rule, regulation, formal action, any contract, or any action calling for the payment of money at any special meeting that is designated as a retreat or strategic planning meeting.

2.4 Public Participation.

2.4.1 All meetings of the Board are declared to be open meetings and open to the members of Holy Cross and the public at all times; however, the Board by a two-thirds affirmative vote of the Directors present, may go into executive session, which is not open to members of Holy Cross or the public. While in executive session, the Board shall not make final policy decisions or adopt or approve any resolution, rule, regulation, formal action, any contract, or any action calling for the payment of money at any session which is closed to the members of the public.

2.4.2 At any regularly scheduled Board Meeting, members of Holy Cross and members of the public will be given a reasonable amount of time to address the Board on any item specifically on the agenda or other issue relevant to the business of Holy Cross. The Chair or presiding officer of the meeting shall have the authority to limit the length of time a speaker may address an issue or take other reasonable actions to ensure all sides of an issue are presented and that proper meeting decorum is maintained. Any speaker shall be recognized by the Chair or presiding officer before addressing the Board.

2.4.3 Any person desiring to distribute information to the Board at any Board Meeting, shall provide the presentation or information in advance and in writing to Holy Cross staff for distribution to all Directors of the Board prior to the meeting.

2.4.4 The Board has established Guidelines for Public Participation in any regular or special Board Meeting and incorporates these Guidelines in this Policy.

3. RESPONSIBILITY

3.1 The Board shall be responsible for the administration of and compliance with this Policy.

3.2 The Board Chair or presiding officer shall ensure this Policy is adhered to by all participants in Holy Cross Board meetings.

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HOLY CROSS ENERGY REGULAR BOARD OF DIRECTORS MEETINGS

GUIDELINES FOR PUBLIC PARTICIPATION

Holy Cross Energy (“Holy Cross”) regular monthly meetings of the Board of Directors (“Board”) are held at 9:00 a.m. on the third Wednesday of each calendar month at Holy Cross’s Glenwood Springs facility located at 3799 Highway 82, Garfield County, Colorado, unless a different date, time and place is set by the Chair or resolution of the Board. The meeting, location, date, and time is posted at each Holy Cross service office location and on Holy Cross’s website, www.holycross.com.

Holy Cross’s Board meetings are open to the public and any member of Holy Cross or the general public is welcome to attend and observe. Members of Holy Cross and any other person are given an opportunity to address the Board with the following guidelines:

1. A “Public Comment” agenda item will be at the beginning of each meeting. The Board normally has a full agenda and asks that any speaker’s comments and presentations be brief. The Chair or presiding officer shall have the right to limit comments as necessary. The public comment period is generally limited to approximately fifteen (15) minutes.
2. Any person addressing the Board on an agenda item requiring Board action may do so if and when the Chair or presiding officer calls for public comment. Any speaker will be limited to three (3) minutes, unless the Chair or presiding officer decides differently.
3. Each person wishing to address the Board shall first provide their name and address on a sign-in sheet maintained by the Chair or presiding officer. Once the public comment period begins, the Chair or presiding officer shall recognize speakers in order of their sign-in by first introducing each speaker by name along with the person’s address. If time permits, the Chair or presiding officer may then open public comment to any other person in attendance.
4. If a person wishes to use Holy Cross’s audio/visual/computer equipment or plans to provide their own equipment, arrangements need to be made with Holy Cross staff at least three (3) business days prior to the date of the Board Meeting.
5. Any person desiring to distribute information to the Board at any Board Meeting shall provide the presentation or information in writing to Holy Cross staff for distribution to all Directors of the Board at least three (3) business days prior to the meeting.
6. The Board breaks for lunch at approximately noon and reconvenes about 1 hour after the noon break. Members of the public attending the meeting need to plan accordingly and provide their own meal.

Holy Cross is a member-owned cooperative committed to providing safe, reliable, affordable and sustainable energy and services that improve the quality of life for our members and their communities. Holy Cross values member input on how the Board can guide Holy Cross in accomplishing these goals.