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**MINUTES OF THE REGULAR BOARD MEETING  
HELD TUESDAY, JULY 21, 2020  
SMECO HEADQUARTERS AUDITORIUM  
15035 BURNT STORE ROAD  
HUGHESVILLE, MD 20637  
and via Zoom/Teleconference**

The regular meeting of the Board of Directors of Southern Maryland Electric Cooperative, Inc. (SMECO) was held on Tuesday, July 21, 2020, 1:00 p.m. in the SMECO Headquarters Auditorium, 15035 Burnt Store Road, Hughesville Maryland 20637, and via Zoom/Teleconference.

**Attendance:**

Directors:

W. Rayner Blair, III  
Gilbert O. Bowling  
Fern G. Brown (via Zoom)  
William R. Cullins, III  
Daniel W. Dyer  
Kenneth L. Dyson  
J. Douglas Frederick  
Susan Hance-Wells

W. Michael Phipps  
William L. Purnell  
James A. Richards (via Zoom)  
Joseph V. Stone, Jr.  
P. Scott White  
Richard A. Winkler (via Zoom)  
Nancy W. Zinn (via Zoom)

Board Attorney: Joseph R. Densford

SMECO Personnel:

President and Chief Executive Officer (CEO) Sonja M. Cox  
Senior Vice President of Engineering and Operations and  
Chief Operating Officer (COO) Kenneth M. Capps (via Zoom)  
Vice President of Financial Services and  
Chief Financial Officer (CFO) Beth Kennedy (via Zoom)  
Senior Vice President of Customer & Enterprise Services and  
Chief Information Officer (CIO) Joseph Trentacosta (via Zoom)  
Vice President, Human Resources Cindy Rauner (via Zoom)  
Executive Assistant to the President & CEO Teresa M. Barringer  
Office Administration Supervisor Theresa Moasser (via Zoom)  
Generalist Felicita Rich (via Zoom)

**Call to Order** – Chairman P. Scott White called the meeting to order at 1:00 p.m.

**Minute for Safety** – W. Michael Phipps gave the minute for safety.

**Oath of Office** – Chairman White administered the oath of office to newly appointed Calvert and Anne Arundel County Director Susan “Susie” Hance-Wells who will fill the unexpired portion of Samuel “Jack” Hammett’s three-year term, which ends in 2021. On behalf of the Board of Directors, Chairman White extended congratulations to Director Susan Hance-Wells on her appointment.

**Approval of Minutes** – The minutes of the June 16, 2020 Regular Board Meeting were considered. A motion was duly made, seconded, and unanimously carried approving the minutes of the June 16, 2020 Regular Board Meeting.

**NRECA Video: “Succession Planning for the Board”** – Chairman White announced that we will be sharing a different Governance Talk video every month. These videos are offered by the NRECA and are free to members and contain useful information. The video shared was entitled “Succession Planning for the Board”.

**June 2020 Financial Performance and Statistics Reports** – CFO Kennedy reviewed the financial highlights for the period ending June 30, 2020.

**Committee Reports:**

**Board Risk Oversight Committee** – Committee Chairman Winkler reported that the Board Risk Oversight Committee (BROC) did not hold a meeting; therefore, no report was given.

Future Committee Meetings – Committee Chairman Winkler advised that the Board Risk Oversight Committee (BROC) will hold meetings on Tuesday, September 15, 2020, at 9:30 a.m., and Tuesday, November 17, 2020, at 10:30 a.m. in the SMECO Headquarters Auditorium, SMECO Headquarters, Hughesville, Maryland or via Zoom/Teleconference.

**Capital Projects Committee** – Committee Chairman Blair reported that the Capital Projects Committee did not hold a meeting; therefore, no report was given.

Future Committee Meetings – Committee Chairman Blair advised that the Capital Projects Committee will hold meetings on Tuesday, August 11, 2020, at 9:00 a.m., and Monday, November 9,

2020, at 10:00 a.m. in the SMECO Headquarters Auditorium, SMECO Headquarters, Hughesville, Maryland or via Zoom/Teleconference.

**Committee on Strategy and Innovation** – Committee Chairman White reported that the Committee on Strategy and Innovation did not hold a meeting; therefore, no report was given.

Committee Chairman White advised the Board that Mr. Campbell Hawkins was recently hired to fill the newly created position of Chief Strategy and Innovation Officer and will begin employment with SMECO on August 14, 2020.

Date of Next Committee Meeting – Committee Chairman White advised that the Committee on Strategy and Innovation will hold a meeting on Tuesday, July 23, 2020, at 2:30 p.m. in the SMECO Headquarters Auditorium, SMECO Headquarters, Hughesville, Maryland or via teleconference for those who cannot attend in-person

**Personnel and Benefits Committee** – Committee Chairman Cullins reported that the Personnel and Benefits Committee did not hold a meeting; therefore, no report was given.

Future Committee Meetings – Committee Chairman Cullins advised that the Personnel and Benefits Committee will hold meetings on Tuesday, August 18, 2020, at 10:00 a.m., and Tuesday, December 15, 2020, at 10:00 a.m. in the SMECO Headquarters Auditorium, SMECO Headquarters, Hughesville, Maryland or via Zoom/Teleconference.

**Policy, Audit and Budget Committee** – Committee Chairman Phipps reported that the Policy, Audit and Budget Committee did not hold a meeting; therefore, no report was given.

Future Committee Meetings – Committee Chairman Phipps advised that the Policy, Audit and Budget Committee will hold meetings on Tuesday, September 15, 2020, at 11:00 a.m., and Friday, November 20, 2020 at 9:00 a.m. in the SMECO Headquarters Auditorium, Hughesville, Maryland or via Zoom/Teleconference.

**Public Relations Committee** – Committee Chairman Frederick reported that the Public Relations Committee did not hold a meeting; therefore, no report was given.

Date of Next Committee Meeting – Committee Chairman Frederick advised that the Public Relations Committee will hold a meeting on Tuesday, October 20, 2020, at 12:00 p.m. in the SMECO Headquarters President's Conference Room, 3<sup>rd</sup> Floor, SMECO Headquarters, Hughesville, Maryland or via Zoom/teleconference.

**Reading Material** – Chairman White called attention to board reading material.

**Board Policy of the Month** – Board Policy 3-4: Safety and Technical Training. A synopsis was provided in board materials.

**President's Report** – CEO Cox updated the Board on current topics of interest regarding the business of the Cooperative and entertained questions regarding her written report.

Pandemic Report – CEO Cox updated the Board on the Cooperative's response to the COVID-19 Pandemic and the Transition to Work Plan currently being developed.

**Directors' Comments:**

Discussion ensued on various topics.

**Unfinished Business:**

Broadband Initiative – CEO Cox provided an update on the Broadband Initiative. Discussion ensued.

Appoint 2020 Credentials & Election Committee – Board Attorney Densford announced that the 2020 Credentials & Election Committee will meet on Thursday, August 27, 2019, 4:00 p.m. at SMECO Headquarters Auditorium or via Zoom/Teleconference, Hughesville, Maryland, prior to the 2020 SMECO Annual Members' Meeting to be held at the SMECO Headquarters' Transportation building, 6:00 p.m.

A motion was duly made, seconded, and unanimously carried to appoint the 2020 Credentials and Elections Committee as follows and to also appoint a new St. Mary's County member (to be determined) to fulfill the Bylaw requirements of appointing a Credentials and Election Committee consisting of an odd number of Cooperative members.

**CALVERT COUNTY (2)**

Mr. Guy H. Hall  
Mr. Larry Lamson

**PRINCE GEORGE'S COUNTY (1)**

Mr. Gary Tarbox, Jr. (new member)

**CHARLES COUNTY (4)**

Mr. George Heinze  
Ms. Joyce Hilwig (new member)  
Mr. James A. Wheeler  
Mr. Jerome Short

**ST. MARY'S COUNTY (1)**

Mr. W. Edelen Gough, Jr.

**New Business:**

Board Committee Assignments – Chairman White announced the Board Committee Assignments for newly appointed Director Susan Hance-Wells. She was appointed to the Board Risk Oversight Committee and the Public Relations Committee effective July 21, 2020.

A motion was duly made, seconded, and unanimously carried to appoint Director Hance-Wells to the Board Risk Oversight Committee and the Public Relations Committee effective July 21, 2020, and to maintain the same CFC Voting delegates of Directors Stone and Purnell as Voting Delegate and Alternate Delegate, respectively. CEO Cox has agreed to serve as an additional Voting Delegate, if needed.

2020 Online Regional Week (NRECA Regional Meeting) – Chairman White discussed the details for the 2020 Online Regional Week (NRECA Regional Meeting). The meeting will be held October 12 – 16, 2020 online this year due to COVID-19. Pending receipt of the agenda, the Board will appoint the Voting Delegates at the August 18, 2020 Regular Board Meeting, and a list of attendees will be discussed further at that time.

CFC Annual Meeting – Chairman White announced that the CFC will hold a Special Membership Meeting on August 14, 2020. This meeting will be held remotely. Director Stone, CFC voting delegate, and CEO Cox both plan to attend.

**Executive Session** – A motion was duly made, seconded, and unanimously carried to go into Executive Session at 2:19 p.m. (Senior Vice President of Engineering and Operations and Chief Operating Officer (COO) Kenneth M. Capps, Vice President of Financial Services and Chief Financial Officer (CFO) Beth Kennedy, Senior Vice President of Customer & Enterprise Services and Chief Information Officer (CIO) Joseph Trentacosta, Vice President, Human Resources Cindy Rauner, Office Administration Supervisor Theresa Moasser, and Generalist Felicita Rich were excused from the meeting).

A motion was duly made, seconded, and unanimously carried to come out of Executive Session at 2:32 p.m. and resume the Regular Board Meeting.

**Confirm Date/Time for Next Board Meeting** – The next regular meeting of the Board of Directors will be held on Tuesday, August 18, 2020, at 1:00 p.m., SMECO Headquarters or via Zoom/Teleconference.

**Adjournment of Meeting** – There was no further business to come before the Board of Directors; therefore, a motion was duly made, seconded, and unanimously carried approving the adjournment of the meeting at 2:32 p.m.



Fern G. Brown  
Secretary-Treasurer