

# WHAT IT TAKES TO BE AN OREGON TRAIL ELECTRIC COOPERATIVE BOARD MEMBER

## **What is a director?**

A director is a person who is interested in Oregon Trail Electric Cooperative (OTEC), the utility industry and their community; and is capable of independent thought, analysis and decision making in a group environment. Openness to change is an attribute of an ideal director. Directors must be members of OTEC and his or her legal residence must be in one of the four OTEC districts or the director must be the representative of a legal entity that is a member and the director's legal residence must be within the district in which the legal entity conducts business or has established its legal place of residence. A director must be at least 18 years of age.

## **What does a director do?**

Directors of OTEC have a fiduciary duty to act solely in the best interest of OTEC. Their primary duties are strategic planning, setting policies and rates, hiring the General Manager/Executive Vice President, establishing budgets, monitoring financial and operational performance and approving significant contractual agreements. Directors represent OTEC at associated groups and organizations, and may be asked to serve on related committees. Directors may be asked to speak to various groups and organizations.

## **Do directors travel?**

In addition to regular monthly Board meetings, directors may be required to attend special Board meetings as well as state, regional and national meetings concerning the electric utility industry. There are meetings to keep directors abreast of the happenings within the state, region, and nation concerning electric utilities. Travel may also occur for continuing education classes.

## **Are directors paid?**

Directors do not receive salary for their services, but may be reasonably compensated for time spent on OTEC-related business. Consistent with Board policy, directors may be reimbursed for expenses actually and reasonably incurred on OTEC-related business.

## **How much time is required of a director?**

Regular and special Board meetings require approximately five to eight hours each. Educational, national and regional meetings vary in length from one to five days. Directors are expected to spend time reading publications that they receive. Since directors make decisions that directly affect members of OTEC, it is extremely important that they make these decisions with the best information and knowledge possible. Attendance at these meetings is critical in preparing Board members to carry out their duties.

There are nine directors and four districts within OTEC's service boundaries. Directors represent all members of OTEC though they are chosen from a specific district but elected by the entire membership. Directors are elected for 3-year terms, with three directors standing for election each year. Elections are held at OTEC's Annual Meeting.

## **What are the qualifications for a director?**

Refer to Article III, Section 5 of the Bylaws for specific details.



*Oregon Trail Electric Cooperative*