

## Position Description for a Member-Elected Director serving on the Crawford Electric Cooperative Board of Directors

<b>Title:</b>	<b>Director</b>
<b>Area:</b>	District 1, District 2, or District 3
<b>Term:</b>	3 years, may seek re-election, with no term limit
<b>Established:</b>	January 2022

### SUMMARY

The Crawford Electric Cooperative Board of Directors serves on behalf of the membership to provide oversight and strategic governance for the co-op. While day-to-day operations are led by the CEO/General Manager, the board-CEO relationship is a partnership, and the appropriate oversight by the board is both critical and expected. The nine-member board's authority is as a collective body and does not belong to any one director individually.

**ESSENTIAL ROLES AND RESPONSIBILITIES** for individual directors include the following, as further defined in the Cooperative's Bylaws and/or Board Policy. All candidates and serving directors must be able to:

**Understand and fulfill the legal and fiduciary responsibility** required of the board of directors, including the duties of care and loyalty as further defined in *Board Policy 1.01 Director Roles and Responsibilities and Board Policy 1.02 Standards of Conduct*.

**Provide vision and strategic oversight.** This includes, but is not necessarily limited to, overseeing the allocation of the cooperative's budget; participating in strategic planning; understanding the cooperative's risk management efforts; hiring, evaluating, providing feedback to, and fairly compensating the CEO; retaining and overseeing the work of the audit firm, the corporate attorney, and any outside consultants needed to inform the board.

**Analyze complex options and make sound decisions.** This includes, but is not necessarily limited to, thinking systematically, conceptually, and analytically to determine effective solutions; recognizing the impacts of regulatory and legislative issues on the cooperative; approaching each board decision and vote with the best interests of the entire cooperative in mind.

**Adhere to sound governance practices and procedures.** This includes, but is not necessarily limited to, acting and responding within the established hierarchy and procedures of the cooperative and acting in accord with the Articles of Incorporation, the member-approved Bylaws, and all board-approved policies.

**Demonstrate personal effectiveness on the board.** This includes, but is not necessarily limited to, staying informed about board and committee matters; coming to meetings prepared, having reviewed materials; actively participating in board discussions; participating in training and education to increase knowledge and understanding of industry and governance issues; understanding the cooperative's operations and finances; effectively using the basic technologies (*PC, tablet, email*) and other applications used by the cooperative and the board to conduct its business (*Call to Order digital board packet*).

## **ESSENTIAL ROLES AND RESPONSIBILITIES** continued from Page 1

**Demonstrate an appropriate member focus and interpersonal skillset.** This includes, but is not necessarily limited to, showing openness to new ideas; building productive working relationship with fellow directors; promoting the value of the cooperative within the community; serving as a conduit for information about community and members' interest and concerns.

**Dedicate the time required to effectively fulfill these roles and responsibilities,** including regularly attending the monthly board meetings; any assigned committee meetings; any assigned local, regional, state and/or national events or training; as well as allocating time for self-study and availability to the membership.

**REQUIREMENTS** for an individual to become or remain a director are defined in the Cooperative's Bylaws Article IV Sections 4 and 10. These define personal and membership requirements for election or service, conflicts of interest that would prohibit service as a director, and disclosure requirements of campaign contributions or third-party payments.

### **TIME COMMITMENT:**

- **Regular monthly meetings** start at 4 p.m. the first Thursday of each month and usually last two to three hours.
- **Pre-meeting preparation** – review of written reports and financials, provided electronically.
- **Other meetings** – assigned committees, affiliated organizations, membership meetings, legislative advocacy.
- **Training & development**, which could occur by self-study, online webinars and/or overnight/out-of-town meetings.
- **Strategic planning** – intensive two-day session, with pre- and post-event responsibilities, undertaken every three to five years.
- **Availability to the membership** – must have a phone number to share publicly.

**COMPENSATION** is further defined in member-approved Bylaw Article IV Section 8 but provides for:

- A fixed sum (per diem) for meeting attendance
- Reimbursement of approved expenses
- Paid premiums for participation in group benefit plans
- No director receives a salary or any other compensation from the cooperative.
- No close relative of a director may receive any compensation from the cooperative.