

**Slope Electric Cooperative
Board of Director
Roles and Responsibilities**

The Board of Directors exists to direct the affairs of Slope Electric Cooperative (Slope), Inc. All of the powers of this Cooperative are held solely by the Board of Directors, except such powers that have been conferred upon the member-owners by statute or by the Cooperative's Articles of Incorporation or Bylaws.

The Board may delegate certain, but not all, of its powers to the Manager(s). However, ultimate responsibility for the Cooperative resides in the Board, and certain decisions and actions cannot be delegated.

Promoting and Nurturing Good Governance of the Cooperative

- As a Director of Slope Electric, each director has the fiduciary responsibility to practice duty of care of the Cooperative for the betterment of the membership:
 - Place the interest of the cooperative and its members over other interests when making cooperative decisions.
 - Be obedient to the law, regulatory requirements, bylaws and board policies
- Directors operate according to the Cooperative's Articles of Incorporation and bylaws to direct the affairs of the Cooperative.
- Directors conduct annual performance reviews of the General Manager/CEOs whom the board has delegated the day-to-day management of Slopes business and affairs. The General Manager/CEO may be one or more individuals, or may be a professional services entity which provides the Cooperative with management personnel. Slope is currently managed by Innovative Energy Alliance Cooperative (IEA) with two General Managers/CEOs who are employees of IEA.
- Directors select and appoint legal counsel for Slope.
- Directors govern policies and practices to facilitate:
 - Member engagement by representing the members fairly and equitably.
 - Fiduciary oversight of the Cooperative's operations and structure.
 - Achievement of the Cooperative's strategic plan and mission.
 - Approval of the annual operating budget of the Cooperative.
 - Program oversight and support, including the adoption of policies and monitoring such for compliance with legal and regulatory requirements, as well as adequacy of internal controls.
 - Operating with integrity, transparency, accountability and courage.

Obligations to Members

- Directors often serve up to 40+ days a year for monthly board meetings, local committee meetings, training classes, conferences, etc. It is very time consuming, taking them away from their full-time professions and family obligations.
- Serving as a Director brings with it a high level of personal and fiduciary responsibility.
- Outside of the regularly scheduled board meetings, Directors spend significant time and energy on Cooperative business for the members:
 - Meeting personally with members.
 - Answering phone calls and emails.
 - Preparing and attending Slope meetings and other cooperative events.
 - Analyzing monthly and periodic reports and annual financial audit to ensure Directors are making prudent decisions.
 - Attending State, Regional and National cooperative meetings.
 - Attending director education and training classes.
 - Reviewing information from other associations to stay abreast of ever-changing industry news and happenings.
 - Being available at all times for the unexpected.
 - Working with various forms of technology to enhance Board activities and functions.
 - Having internet access available at your home to access documents and communications.

Training and Education

- Directors are charged with taking a series of educational courses to receive Credential Cooperative Director Certification to serve on the board. Additional board leadership classes are encouraged, to enhance the skill set and knowledge of the board.

Compensation to Directors

- Directors annually review policies governing the payment for their services (currently \$450 per meeting), together with reimbursement for their travel, out-of-pocket and other expenses for the benefit of Slope.

Approved by the Board: August 27, 2026