



P.O. Box 352 • 1210 W. Jackson St. • Macomb, IL 61455-0352
Telephone: 309.833.2101 • Fax: 309.833.2104 • www.mcdonoughpower.com

Do you have an interest in serving on the McDonough Power board?

The successful candidates are elected by a ballot vote of the membership at the annual meeting typically held in August. The Board welcomes a diverse set of candidates and encourages those interested to read through the details provided below. If there are any questions, call the cooperative during normal business hours.

The following is a brief listing of some of the requirements to be a director of McDonough Power:

- The candidate must be a member of the cooperative, in good standing and primarily reside in their district.
- The candidate must have been a member of McDonough Power for a minimum of two years prior to election.
- The candidate must not be employed by the cooperative or financially interested in a competing enterprise or business selling electric energy or supplies to the Cooperative.

A cooperative director is expected to:

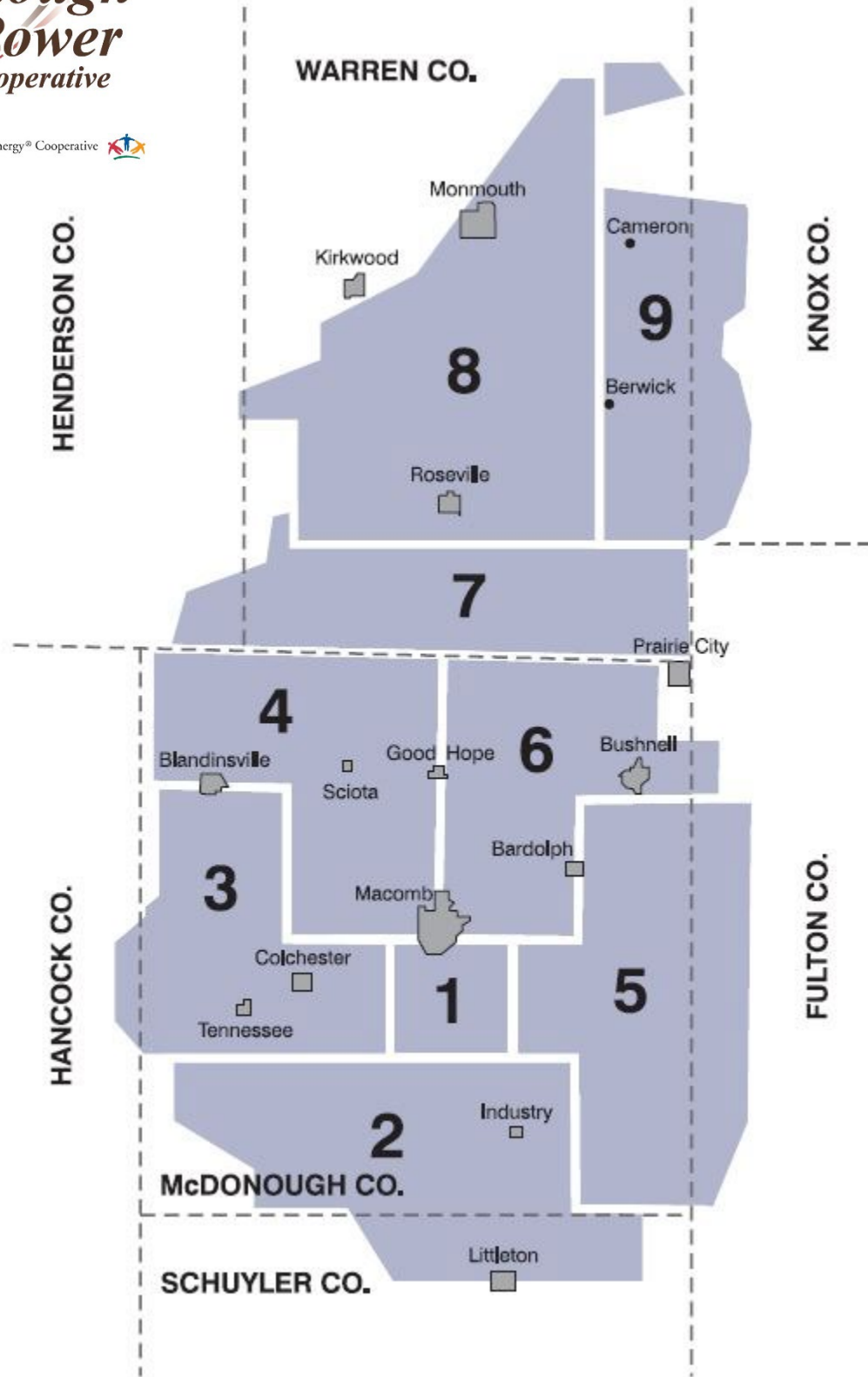
- Attend all monthly board meetings, which generally last two or more hours
- Attend all special board meetings, committee meetings, and annual meeting of members
- Attend all board meetings of other organizations for which he or she is a director representing McDonough Power Cooperative
- Complete the NRECA Credentialed Cooperative Director training during the first three-year term of office

For a candidate to be placed on the ballot, a petition of at least fifteen names comprised of members of McDonough Power shall be submitted to the cooperative office by June 1, at which time the Secretary of the board shall post all candidates names. The final determination that a candidate meets all the qualifications as written in the bylaws shall be made by the Board of Directors of McDonough Power and the Cooperative attorney.



A Touchstone Energy® Cooperative

BOARD DISTRICTS



McDonough Power Cooperative Director Job Description

Position Overview

The McDonough Power Cooperative board serves on behalf of the membership to provide oversight and strategic governance. While day-to-day operations are led by the McDonough Power chief executive officer (CEO), the board-CEO relationship relies upon appropriate oversight and strategic guidance by the board.

Expectations of the board as a whole <i>The Board is responsible for -</i>	Expectations of each board member <i>Each individual board member is-</i>
<p><i>Governance Structures and Practices</i></p> <ul style="list-style-type: none"> • Determining and guiding the cooperative in fulfillment of its mission, purpose, and governing policies. • Adhering to sound governance practices and procedures. • Assuring that the cooperative has a succession plan in place for the CEO and itself. • Encouraging director diversity by supporting an electric cooperative board that reflects the diversity of the cooperative’s membership. Recognizing the practical limitations of obtaining a diverse board, the board seeks to solicit diverse individuals to seek election to the board, and to consider diversity when filling vacant director positions. • Coordinating with state and national cooperative organizations to determine a political action strategy that advocates for the co-op. <p><i>Cooperative Outlook</i></p> <ul style="list-style-type: none"> • Encouraging future cooperative success by cultivating member knowledge of and interest in the cooperative and board membership. 	<p><i>Governance Structures and Practices</i></p> <ul style="list-style-type: none"> • Expected to understand and fulfill the fiduciary duties of a board member. • Act and respond within the established hierarchy and procedures of the cooperative. • Expected to approach each board decision and vote with the best interests of the entire cooperative in mind. • Expected to demonstrate behaviors that support a diverse, inclusive, and equitable environment where all board members, staff, and members feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, or education. • Encouraged to advocate on behalf of the cooperative and engage in the political process in a way that aligns with board consensus and encourage employees and consumer-members of the cooperative to do the same. <p><i>Cooperative Outlook</i></p> <ul style="list-style-type: none"> • Promote the value of the cooperative within the community. • Understand and provide effective oversight of the cooperative’s risk management efforts. • Stay informed about board and committee matters. • Serve as a conduit for information about community and members’ interests and concerns.

Vision and Strategic Oversight - Expectations of the Board as a whole

- Adopting policies and developing practices to facilitate compliance with law, preparation of accurate financial statements, adoption of and compliance with appropriate internal controls, and assessment of major risks.
- Generally overseeing business performance, plans, and strategy.
- Overseeing the allocation of the cooperative's budget.
- Working with the CEO in developing and evaluating corporate objectives and strategic plans.
- Deciding what lines of business to be in (consistent with state law).
- Hiring (and firing if needed) and overseeing the performance of the chief executive officer.
- Retaining and overseeing the work of the audit firm.
- Oversees the engagement of the cooperative's attorney.
- Hiring outside consultants when necessary to inform the board.
- Providing strategic guidance and feedback to the CEO.
- Challenging, supporting, evaluating and compensating the CEO as warranted.

Personal Effectiveness - Expectations of each board member

- Regularly attend board meetings and related local, regional, state and national events.
- Know, understand, and promote the cooperative's mission, vision, and strategic objectives; Be familiar with the cooperative's organizational structure, business lines, financial information, key risks, and risk management strategy; Solicit and relay cooperative member comments, suggestions, and questions; Communicate positions of cooperative members, but vote in the cooperative's best interests; When voting, be adequately informed, exercise independent judgment, and avoid or address conflicts of interest; read cooperative and board communications.
- Think systematically, conceptually, and analytically to determine effective solutions.
- Participate in training and education to increase knowledge and understanding of industry and governance issues.
- Understand the cooperative's operations and finances.
- Come to meetings prepared, having reviewed materials and formulated questions for clarification of issues.
- Actively participate in board discussions, periodic evaluations and planning efforts.
- Build a productive working relationship with other directors that contributes to moving the cooperative forward.
- Serve on committees, task forces or work groups as assigned.
- Comfortably use basic technologies including a PC or tablet, email, and other applications or technologies used by the cooperative and the board to communicate and conduct business.
- Recognize that unless authorized by the board of directors, a director may not speak on the board's behalf; direct, instruct, or supervise cooperative employees or agents; or disclose confidential information or documents.

The McDonough Power Cooperative board -

- Consists of 9 members
- Meets monthly for regular board meetings on the 4th Tuesday from 3 p.m. to approximately 5 p.m.
- Requires a time commitment by directors of approximately 2.5 hours per month

NOMINATING PETITION

Pursuant to the By-Laws, the undersigned Members of McDonough Power Cooperative hereby nominate _____ as a candidate for election as the District No. _____ Director of McDonough Power Cooperative at the next Annual Meeting of the Members to be held on _____, 20____.

	<u>Name of Member (Printed)</u>	<u>Member Signature</u>	<u>Address of Member</u>
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____
8.	_____	_____	_____
9.	_____	_____	_____
10.	_____	_____	_____
11.	_____	_____	_____
12.	_____	_____	_____
13.	_____	_____	_____
14.	_____	_____	_____
15.	_____	_____	_____
16.	_____	_____	_____
17.	_____	_____	_____
18.	_____	_____	_____

Received at the office of McDonough Power Cooperative on _____, 20____.

McDonough Power Cooperative Employee Signature