

major accomplishments of the past year in the 1997 annual report without increasing the size or cost of producing the report. The motion passed unanimously.

**VII. CORRESPONDENCE**

None.

**VIII. DIRECTOR'S REPORTS**

**A. President's Report**

None.

**B. MAC Report**

Director Minder reported on the MAC meeting held on February 11, 1997.

**C. Committee Reports**

Director Kreig reported on the Operations Committee and FARP Committee meetings held on February 19, 1997.

**D. ARECA Reports**

None.

**E. Meeting Reports**

Director Birch reported on a meeting he had with Tidal Electric Inc.

Director Jasper reported on the Homer Electric Board meeting held on February 11, 1997.

**IX. UNFINISHED BUSINESS**

**A. General Manager's Evaluation**

President Kreig stated the Operations Committee met on February 19, 1997 and reviewed Director Jasper's joint draft number three of the General Manager's evaluation and voted to recommend it to the full Board for adoption. Director Birch moved and Director Granger seconded the motion to adopt the General Manager's evaluation. President Kreig stated the date of this document will be December 1996.

Director Kennedy stated that an evaluation should cover information and incidents that have occurred in a 12-month period and should include accomplishments and the Boards' expectations in terms of the general manager. The evaluation should provide guidance for the next year on how to improve performance and recommendations for achieving our expectations. She stated, in her opinion, an evaluation is not the place for political statements about past history of the utility and noted she would vote against this evaluation because there are large portions of it which do not meet the criteria she

mentioned.

Director Weeks stated the major concern she had with joint draft number three is that one director's comments have been totally excluded from both the voting and the text of the document.

Director Minder moved to amend the General Manager's evaluation by including all comments of all directors. Director Birch as the maker of the original motion did not accept the amendment. Director Birch called for the question.

The motion to adopt the General Manager's evaluation as recommended by the Operations Committee passed with Directors Jasper Birch, Kreig and Granger voting in favor and Directors Weeks and Kennedy voting against. Director Minder abstained from voting.

Director Minder moved and Director Jasper seconded the motion to recess at 7:50 p.m. The Board reconvened at 8:05 p.m.

## X. NEW BUSINESS

### A. Proposed Bylaw Amendments

#### 1. Article V., Meetings of Directors, Section 4., Director Attendance

President Kreig stated the following changes were made to the Bylaws Committee version by the Operations Committee. The last sentence of the bylaw was amended to: *"However, no more than two absences per director may be excused by the Board in either six-month period."* Director Kennedy moved and Director Birch seconded the motion to accept the amendment and place it on the ballot. The Board of Directors supported this amendment by a vote of seven to zero.

#### 2. Article V., Meetings of Directors, Section 7. Telephonic Board Meetings

President Kreig stated the following changes were made to the Bylaws Committee version by the Operations Committee. The second sentence was amended to: *"Telephonic attendance for reasons other than Association business will be limited to 25% of the meetings by any one director for the six-month period beginning May 1 or the six-month period beginning November 1."*

*"The amendments to this bylaw will take effect May 1, 1997."*

Director Jasper moved and Director Kennedy seconded the motion to add a sentence under Board Comment *"The reason the Board amended this bylaw to a six-month calculation period was to keep in conformance with other attendance policies."* The motion passed unanimously.