

MORA-SAN MIGUEL ELECTRIC COOPERATIVE, INC.
POSITION DESCRIPTION OF MANAGER
BOARD POLICY NO. 110
Supercedes Policy No. 11

SUBJECT: Position of Manager

OBJECTIVE: To establish the policy governing the basic relationship between the Board and Manager of the Mora-San Miguel Electric Cooperative, including the principles involving the delegation of authority.

POLICY:

The Board of Trustees "Board" recognizes, establishes, and maintains the following guidelines in their relationship with the Manager:

A. It is recognized that good management is the most important factor in the success of the Cooperative. This includes a strong and effective Board, Manager, and staff, as well as dedicated and capable employees. In exercising its responsibilities, the Board reserves authority to establish policies, approve plans and programs and delegate authority to the Manager, except those that are by law, the Articles of Incorporation and By-Laws, conferred upon or reserved to the Board.

B. The Board recognizes the responsibility and need to establish policies, approve plans and programs, appraise results achieved, and delegate authority to the Manager to execute and carry out plans, programs and policies. The Manager shall among other things, be responsible for the hiring of capable personnel, determining compensation within the approved wage and salary plan and policy and in accordance with the Union contract, training, supervising, disciplining and terminating personnel, if necessary.

C. All policies of the Board shall be adopted at regular or special meetings acting collectively as a Board. The President or the Officers or the Manager as appropriate is delegated the responsibility of carrying out such policies and reporting back to the Board on the results achieved.

D. The Board recognizes that should any director undertake in private conversation with others to make commitments for the Board, unless directed officially by the Board, that director becomes involved in a serious breach of policy which might disrupt the entire organization. The Board member may be subject to reprimand from his fellow Board members should he attempt to make commitments unofficially for the Board.

E. It shall be the policy of the Board to refrain as individuals to the extent practicable from discussing management and personnel problems with personnel of the Cooperative. The Board, in consulting with the Manager, may confer with key personnel at regular or special meetings of the Board.

F. It shall be distinctly understood that the "flow" of authority for the management of the Cooperative shall be through the Manager from the Board. The Board shall require full and complete information from the Manager concerning matters in connection with the management of the Cooperative as set forth in Board policies.

G. Primarily, the purpose of this policy is to define the relationship that shall exist between the Board, who are the elected trustees of the members, and the Manager, who is employed by the Board. The Board recognizes that efficient management of the Cooperative can exist only through mutual understanding and complete cooperation between the Board and the Manager. The Manager is expected to produce results and give an account to the Board for his stewardship. His performance cannot be of the best unless he is given latitude to exercise judgment in executing policies of the Board. The Board acknowledges that obligation and gives the Manager that latitude of judgment and discretion, and expects faithful performance in carrying out all of the policies.

H. The Board recognizes responsibility for the employment of the Manager, and further, the additional responsibility for a systematic appraisal annually of the Manager's performance in order that growth, development, and effective improvements are encouraged.

RESPONSIBILITIES

A. The President shall be responsible for directing the attention of Board members to violations of this policy.

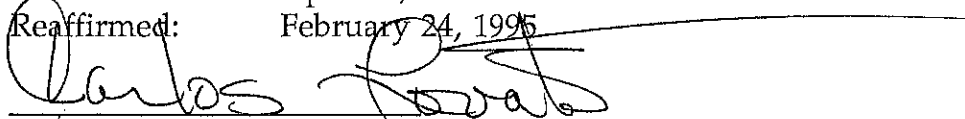
B. The President shall be responsible for seeing that the performance of the Manager is evaluated each year and the results discussed with the Manager.

The Board shall be responsible for the enforcement of this Policy.

Approved: April 13, 1993

Effective: April 13, 1993

Reaffirmed: February 24, 1995



Board Secretary