



Pennsylvania One Call System, Inc.

EXECUTIVE COMMITTEE
Special Meeting
UGI Offices – Middletown, PA
February 24, 2026 9:30am
Minutes

EXECUTIVE COMMITTEE:

Michael Kyle, Chair	Present
Douglas Haupt, Vice Chair	Present
Robert Bedics, Secretary	Present
Thomas Knights, Assistant Secretary	Present via Teams
Ryan Lumbatis, Treasurer	Present
Chris Clancy, Assistant Treasurer	Present
Jerry McInaw, Immediate Past Chair	Present
William P. Boswell, General Counsel	Present via Teams
Dwight A. Howes, Assistant General Counsel	Present via Teams
William G. Kiger, President/CEO	Present

STAFF:

Penny Modrick PA One Call System, Inc., Executive Secretary

Mr. Kyle called the meeting to order at 9:31am. Mr. Clancy reviewed the evacuation routes.

1. Opening remarks

a. Main themes for 2026

- i. Transparency**
- ii. Documentation / consistency**
- iii. Board member engagement / leadership development**
- iv. Define powers and authority**
- v. Professional operation and governance**

Mr. Kyle stated he appreciated everyone’s attendance and outlined the meeting’s agenda.

Discussion.

2. Open Board seat – Process, Nominations, Recommendation to Board

Mr. Kiger reported a message was sent last week to all general members asking for a volunteer. The due date for responses is 3/6/26. If no eligible response is received, any member can be appointed to fill the seat through the end of the term.

3. Committees – Role of Committee Chairs in appointing members; Role of Board Development Committee or Executive Committee in appointing chairs

a. In-person committee meetings

Draft for Approval

Discussion.

The committee agreed on the following:

- Review existing board job descriptions and enhance training of new committee chairs.
- Include the Board Development Chair in the process of filling vacant positions in coordination with the Executive Committee.
- Ensure committee chairs are consulted regarding volunteers to their committees.

Mr. Kyle will follow up with the Board Development Chair on these items, and to suggest an in person quarterly committee chairs meeting on the Tuesday prior to the Board meeting.

Mr. Bedics reminded everyone the previously requested annual committee chair meeting was tentatively scheduled to begin in October 2026, on the Monday evening prior to the Board meeting.

4. Officer nominating process - Board Development Committee Nominating Subcommittee

Discussion.

5. Policies

- a. Policy on approval and signatory authority**
- b. Hiring of family members**
- c. Anti-discrimination and anti-harassment**
- d. Other personnel and operating policies**

Discussion.

Mr. Kyle requested a list of documents regularly signed by the Board Chair and Board Secretary, as their signatures were requested.

The committee agreed the Board should not micromanage daily operations, but should be aware that policies exist. Mr. Kiger had forwarded the POCS Employee Handbook to Mr. Kyle, which was shared with the Executive Committee.

Mr. Kiger presented the Corporate Manual and reviewed its availability on Board Member Web Access via the POCS website.

6. President succession plan, contract with President

Discussion.

7. Term limits for certain Officers

Discussion.

There was consensus that for now, in lieu of term limits, the EC work with the Board Development Committee to develop future leaders to fill open Officer positions with qualified members.

8. Planning meeting and Board/EC meetings

- a. Shake up Executive Committee meetings**

Draft for Approval

Discussion.

Mr. Kyle will discuss the format of the planning meeting with Mr. Howes.

Mr. Bedics suggested a possible future facilitator and asked Ms. Harim to research cost.

9. President, Counsel and Assistant Counsel

a. Counsel and Assistant Counsel appointment process

Discussion.

10. Presidential power and authority

a. Recruitment, selection, and wages of executive level staff

It was agreed the CEO promotes employees where warranted.

Mr. Kyle requested that going forward, as a courtesy, the CEO advise the Executive Committee ahead of time of executive level staff changes.

11. Open discussion

- Discussion on the process of preparing committee chairs for a future role on the Executive Committee.
 - Mr. Kyle will reach out to Mr. Brazier.
- Mr. Kyle reported that Mr. Brazier suggested Mr. Dunham and Ms. DeWitt to replace Mr. Bedics and Mr. Clancy as Committee Chair and Committee Vice Chair of Compliance Committee.
 - Mr. Kyle will email his approval to Mr. Brazier and copy Ms. Modrick.
- It was suggested the Executive Committee hold monthly working sessions the Monday before the DPC meetings held in Harrisburg.
 - Ms. Modrick will send Mr. Kyle the 2026 DPC meeting schedule.

12. Action items and assignments

- Mr. Kyle will send the Committee Volunteer list to each committee chair to review and get their feedback.
- Mr. Kyle requested today's draft meeting minutes be sent to him to review.

13. Next meeting

May 4th or 5th, 2026 in West Mifflin, before the Executive Committee meeting.

14. Adjournment

The meeting adjourned at 1:03pm.

Respectfully submitted,

Robert Bedics
Corporate Secretary

/plm