




McGuire/Focht

RESOLUTION NO. 6392

WHEREAS, in September 2020, the District's Governance Committee proposed, and the Board of Directors reviewed, a recommendation to revise Board Policies GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer, as outlined on Exhibit A attached hereto.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the revisions to Board Policies GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer, as set forth on the Exhibit A attached hereto, is approved and made a part thereof effective September 17, 2020.


Exhibit A

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-4: Agenda Planning	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 <u> </u> , <u>2020</u>	Resolution No.:	6070 <u>6xxx</u>

To accomplish its strategic leadership consistent with Board policies, the Board, in collaboration with the President and Chief Executive Officer (CEO), or his/her designees, shall develop and follow an agenda planning process that ensures the Board focuses on the strategic directives of OPPD and meets its other obligations as stated by law or policy.

Specifically:

- ~~In December of each year, the~~ The Board, in conjunction with the CEO, shall develop, monitor, and regularly update an annual- a work plan comprised of initiatives, topics and issues it wishes to explore or is required to address ~~in the coming year over the next 12-month period,~~ in order to guide OPPD staff in preparing agendas for standing committee meetings and regular Board meetings.
- The Corporate Secretary's office, under the direction of the CEO and the Board, shall prepare and issue an agenda for each committee meeting and regular Board meeting.
- Vice Presidents, with the approval of the CEO and Chair, can make necessary changes and additions to the agendas.
- Any individual Board Member may place any matter on the agendas.
- Matters may be placed on agendas for any Board meeting 24 hours preceding the meeting, except for items of an emergency nature.
- Items may be placed on the agendas as either an Action Item or a Reporting Item. Action Items require Board approval at the regular monthly Board meetings.
- The Board Chair shall review the Board's agendas to ensure they address Board items that have been identified on the ~~annual~~ work plan during the course of the year.
- The Corporate Secretary, under the direction of the CEO, and in coordination with the Committee Chairs and Vice Presidents, shall prepare and issue an agenda for each Board-related meeting.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Board Staff–Linkage
	Policy No. and Name: BL-7: Delegation to the President and Chief Executive Officer	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 <u> , 2020</u>	Resolution No.:	6070 <u>6xxx</u>

The Board will instruct the President and Chief Executive Officer (CEO) through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the CEO.

Specifically:

- The Board shall identify and define the vision and mission of OPPD, and establish the strategic directives of OPPD, communicating them in the form of policy.
- The Board shall develop policies that define the delegation to the CEO with regard to the CEO's authority.
- The CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities related to the operations or business affairs of OPPD.
- The CEO shall manage, conduct and administer the affairs of the District in an efficient and economical manner.
- The CEO shall use prudent judgment in the exercise of the delegations and in a manner that is operationally and economically sound, serves the best interests of OPPD's customer-owners and the community, employs prudent business practices, balances the risks and benefits of the actions, and does not expose OPPD to unreasonable risk. If the CEO reasonably determines that an activity related to the delegations presents, regardless of the size of the financial commitment: (i) ~~an~~ a unique and significant operational risk to ~~the District in any way OPPD;~~ (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD's reputation; or (v) materially compromises the policies and goals established by the Board, the CEO shall inform the Board in a timely manner and may request that the Board take appropriate actions.
- The Board may change its delegation to the CEO at any time, subject to the conditions of the employment contract with the CEO, thereby expanding or limiting the authority of the CEO. However, as long as any particular delegation is in place, the Board will abide by the CEO's decisions in those areas that are delegated to him or her.



Board Action

BOARD OF DIRECTORS

September 15, 2020

ITEM

Revisions of Board Policies GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer

PURPOSE

To ensure full Board review, discussion and acceptance of revisions to Board Policies GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer

FACTS

- a. The Governance Committee is responsible for evaluating and monitoring Board Policies GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer.
- b. The Governance Committee proposed revisions for Board consideration on September 15, 2020.
- c. The Governance Committee is recommending to the Board that Board Policies GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer be revised, as outlined on Exhibit A.

ACTION

The Governance Committee recommends Board approval of the revisions to GP-4: Agenda Planning and BL-7: Delegation to the President and Chief Executive Officer.

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

/s/ Scott M. Focht

/s/ Timothy J. Burke

Scott M. Focht
Sr. Director – Corporate Strategy &
Governance

Timothy J. Burke
President and CEO

Attachments:
Exhibit A – Proposed Revisions
Resolution