



Action Item

BOARD OF DIRECTORS

October 15, 2024

ITEM

To Establish a New Risk Committee

PURPOSE

Establish the Risk Committee, a new standing committee to provide oversight for enterprise-wide risk management, incorporating the responsibilities previously assigned to the Audit Subcommittee.

FACTS

- a. The Board of Directors established standing committees to assist the Board in its ongoing work and activities.
- b. Board Resolution 4986 established an Audit Subcommittee on April 13, 2000, accountable to the Finance, Insurance and Audit Committee (since renamed to "Finance Committee"), to oversee the quality and integrity of the accounting, auditing and reporting practices of the District.
- c. Through the Board's annual standing committee charter review in March-April 2024, and subsequent Board Workshop in August 2024, the Board indicated an interest in creating a standing committee that, in response to the dynamics of today's electric utility environment, would provide oversight for enterprise-wide risk management, including the responsibilities assigned to the Audit Subcommittee.
- d. Duties and responsibilities for the proposed Risk Committee are incorporated into a draft charter for Board consideration along with requisite revisions to bylaws, committee charters and board policies to effectuate the establishment of the Risk Committee.
- e. The current Audit Subcommittee would be dissolved and its responsibilities would be absorbed into the Risk Committee.

ACTION

Establish a new Risk Committee as outlined in the Charter set forth in Exhibit A and approve updates to the District's bylaws, committee charters and board policies, as shown in Exhibit B through Exhibit D.

RECOMMENDED:

Signed by:

Scott M. Focht

Vice President – Corporate Strategy and Governance

APPROVED FOR BOARD CONSIDERATION:

Signed by:

L. Javier Fernandez

President and Chief Executive Officer

Attachments:

Exhibit A – Risk Committee Charter

Exhibit B – OPPD Bylaws

Exhibit C – Governance Committee Charter, Finance Committee Charter

Exhibit D – Board Policies

Resolution

**Omaha Public Power District
Risk Committee Charter
As of [insert date]**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Risk Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the committee.

Committee Structure and Operations

1. The Committee shall be a standing committee of the Board of Directors and will consist of the committee chairs of Governance, Finance, Customer & Public Engagement and System Management & Nuclear Oversight committees of the Board. The member may designate someone from the committee they chair to attend meetings in their place. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet quarterly and more often if it deems additional meetings are appropriate.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.
9. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the Committee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees.

Duties and Responsibilities

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

GP-13	External Auditor Relationship
GP-14	Board Expense Reimbursement
BL-2	Outside General Counsel Relationship
BL-3	Board – Corporate Audit Relationship
BL-11	Settlement of Claims and Litigation
SD-10	Ethics
SD-12	Security and Information Management
SD-15	Enterprise Risk Management

2. Financial Reporting and Disclosure
 - Review the integrity and accuracy of OPPD's financial statements and disclosures, ensuring transparency and accountability to ratepayers, bondholders, and regulatory bodies.
 - Oversee significant accounting practices, policies, and estimates, especially those specific to the public power sector, such as rate stabilization funds, capital improvements, and depreciation of utility assets.
 - Review with management and auditors the annual reports before submission to the Board, ensuring compliance with public sector reporting standards.
3. External Audit
 - Oversee the selection, appointment, and performance of external auditors, ensuring they have expertise in public utilities and municipal auditing practices.
 - Review the findings of external audits, including OPPD's compliance with Generally Accepted Government Auditing Standards (GAGAS) and other applicable public utility standards.
 - Ensure external auditors remain independent, objective, and qualified to assess OPPD's financial and operational risks.
 - Discuss audit scope, results, and any material weaknesses or significant findings with the external auditor. These discussions shall include consideration of the quality of the District's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate.

- Provide the auditors full access to the Committee to report on all appropriate matters
4. Internal Audit
 - Ensure the internal audit function remains independent, objective, and qualified to assess OPPD's financial and operational risks by reviewing the internal audit charter, audit plan and resources, authority and access to information.
 - Regularly review the findings from internal audit reports and monitor the implementation of correction actions to ensure timely resolution of significant issues.
 - Ensure internal audit contributes to maintaining the integrity and reliability of OPPD's financial reporting, compliance and control processes.
 5. Internal Controls
 - Review and assess the effectiveness of internal controls, particularly those related to revenue collection, rate setting, procurement, and energy trading.
 - Ensure OPPD has appropriate controls in place for managing and maintaining infrastructure investments, including capital projects and long-term maintenance of critical assets like transmission lines and substations.
 - Monitor significant deficiencies in internal controls, fraud risk, or control failures, and ensure appropriate corrective actions are taken.
 - Discuss with Management, the internal auditors and the independent external auditors the quality and adequacy of the District's internal controls.
 6. Risk Management
 - Oversee OPPD's risk management framework, ensuring it promotes the prudent identification and mitigation of key risks specific to the public power sector, such as regulatory risks, operational outages, environmental compliance, and cybersecurity threats to grid infrastructure.
 - Review OPPD's processes for managing financial risks, including rate stabilization, fuel price volatility, energy procurement contracts, and insurance coverage for assets.
 - Ensure disaster recovery and business continuity plans are in place to address potential service disruptions due to natural disasters, cyber-attacks, or other emergencies.
 - Review OPPD's compliance programs to ensure compliance with federal, state, and local regulations, such as greenhouse gas emissions, renewable energy targets, and worker safety regulations.
 7. Compliance and Ethics
 - Ensure OPPD adheres to laws, regulations, and policies governing public power utilities, including open meeting laws, public bidding procedures, and environmental regulations.
 - Review significant reports of non-compliance, misconduct, or ethical violations, and recommend corrective actions.
 - Promote a culture of transparency, accountability, and ethical behavior across all levels of the organization, emphasizing OPPD's mission of serving the public.
 8. Regulatory and Legislative Oversight

- Monitor changes in laws and regulations impacting public utilities, including federal and state energy policies, renewable energy standards, and municipal bond market regulations.
 - Ensure the utility has strategies in place to comply with evolving regulatory requirements, including reporting to the public and bondholders, and implementing programs such as energy efficiency, conservation, and demand-side management.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

EVALUATION OF THE COMMITTEE

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.

OMAHA PUBLIC POWER DISTRICT

BYLAWS

With all Amendments to ~~May 18, 2023~~ [insert date]

ARTICLE I – THE BOARD OF DIRECTORS

SECTION 1. POWERS. The corporate powers of the District shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon the District's customers the benefits of a successful and profitable operation and conduct of its business.

SECTION 2. BOARD OFFICERS. The Chair of the Board, the Vice Chair of the Board, the Secretary and the Treasurer of the District shall be elected by the Board, from among its members, at its regular January meeting. Such officers shall serve for a term of one year and until the election of their successors, and may be removed from office during such term only by the affirmative vote of not less than five Directors at a regular meeting of the Board or a special meeting called for that purpose.

SECTION 3. DUTIES OF BOARD OFFICERS. The Chair of the Board shall be the presiding officer of the Board and shall be the spokesperson of the Board in public announcements pertaining to its conduct of the District's affairs. In the event of the disability or absence of the Chair of the Board, his or her duties shall devolve upon the Vice Chair of the Board. The Secretary and the Treasurer may perform any of the customary duties of such offices.

ARTICLE II – OTHER OFFICERS

SECTION 1. APPOINTMENT. The other officers of the District shall be a President and such assistants thereto and to the Secretary and the Treasurer as the Board shall deem necessary in handling the affairs and transacting the business of the District. Such officers shall be appointed by the Board and shall serve at its pleasure.

SECTION 2. DUTIES.

- (a) **THE PRESIDENT AND ASSISTANTS.** The President shall be the Chief Executive Officer of the District and, subject to the control of the Board of Directors, shall manage, conduct and administer the affairs of the District in an efficient and economical manner. The Vice Presidents shall carry out such duties as may be delegated to them by the President. In addition, one shall act in the stead of the President during the absence or disability of the latter.
- (b) **ASSISTANT SECRETARIES.** An Assistant Secretary, or his or her designee, shall record and keep the minutes and be the official custodian of the records of the acts and proceedings of the Board, as well as all documents pertaining thereto.

Assistant Secretaries shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. In addition, one shall act in the stead of the Secretary during the absence or disability of the latter.

- (c) **ASSISTANT TREASURERS.** An Assistant Treasurer shall keep accounts of all monies received and disbursed by the District, and shall deposit all monies in such depositories as the Board may designate. Assistant Treasurers shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. All checks for the payment of money shall be signed by the Treasurer or an Assistant Treasurer. Assistant Treasurers shall also perform such other duties as may be assigned to them by the Treasurer. In addition, one shall act in the stead of the Treasurer during the absence or disability of the latter.

ARTICLE III – COMMITTEES

SECTION 1. STANDING COMMITTEES. The following standing committees are hereby established, each to consist of two or more members of the Board appointed by the Chair of the Board, with the concurrence of the Board:

- (a) Governance
- (b) Finance
- (c) Customer and Public Engagement
- (d) System Management and Nuclear Oversight
- (e) Risk

SECTION 2. SPECIAL COMMITTEES. In addition to the foregoing standing committees, the Chair of the Board may, with the concurrence of the Board, from time to time appoint such special committees as may be deemed appropriate to investigate, report on and make recommendations regarding any aspect of the operation and conduct of the District's business.

SECTION 3. DUTIES AND POWERS. These committees shall constitute fact-finding agencies whose duty it is to investigate questions within the natural scope of the function indicated by their titles, and report the facts, together with their recommendations to the Board for action. No committee shall have the power to act on matters requiring Board approval without advance specific authorization from the Board.

SECTION 4. REFERENCE TO COMMITTEES. Except as otherwise specifically provided by these Bylaws, reference to a committee shall not be a prerequisite to action by the Board.

ARTICLE IV – MEETINGS

SECTION 1. TIME. The Board annually shall approve a schedule of regular Board meetings. Regular meetings of the Board shall be held as specified in the adopted schedule at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at

such other time and/or place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act. Special meetings may be held at the call of the Chair of the Board, or upon the written request of two members of the Board, at such time and place as is designated in the notice thereof.

SECTION 2. QUORUM. Five members of the Board shall constitute a quorum for the transaction of business. Any meeting at which a quorum is not present may be recessed by oral or written directive of the Chair of the Board, (or in his or her absence, the Vice Chair of the Board or any other two members of the Board), until a date and time when a quorum can be obtained.

SECTION 3. AFFIRMATIVE ACTION. All actions of the Board of Directors shall require the affirmative vote of not less than five members of the Board.

SECTION 4. AGENDA. An agenda of matters to be acted upon at any regular meeting of the Board shall be prepared by an Assistant Secretary, or his or her designee, and (whenever reasonably possible) shall be delivered to each Director on the Friday preceding the meeting. Any matter shall be put on the agenda at the request of any member of the Board if made 24 hours preceding the meeting. No new matters shall be acted upon at that meeting without the affirmative vote of not less than five members of the Board. The foregoing shall not foreclose any citizen of the privilege of being heard, at any meetings on any matter relating to the District's operations, subject to such reasonable time and relevancy limitations as the Chair of the Board, with the concurrence of the Board, may set.

SECTION 5. NOTICE. Written notice of all meetings shall be simultaneously transmitted by e-mail (or personal delivery) to all members of the Board, and communicated to the public by notifying the local news media, by publicizing same in the Outlets newsletter and on OPPD.com, and by displaying a notice thereof on the Arcade Level of Energy Plaza. The notice so displayed shall state the time and place of the meeting and shall advise that a copy of the proposed agenda for the meeting is being maintained, on a current basis, and is readily available for public inspection in the office of an Assistant Secretary of the District, or his or her designee.

SECTION 6. NOTICE – EMERGENCY MEETINGS. Notwithstanding the provisions of Section 5, when it is necessary to hold an emergency meeting without reasonable advance public notice, the nature of the emergency shall be stated in the minutes of the meeting and any formal action taken in such meeting shall pertain only to the emergency. Such emergency meetings may be held by means of electronic or telecommunication equipment. As to any emergency meetings, the Secretary shall make a reasonable effort to provide advance notification to the news media of the time and place of such meetings, and the subjects to be discussed at the meetings. Complete minutes of such emergency meetings specifying the nature of the emergency and any formal action taken at the meeting shall be made available to the public by no later than the end of the next regular business day.

SECTION 7. RECESS. Regular meetings may be terminated by adjournment, or may be continued by recessing until a stated day and time prior to the next regular meeting, but no new matters may be acted upon when reconvened after recess without the affirmative vote of not less than five members of the Board.

SECTION 8. ROLL CALL. Any formal official action on any question or motion duly moved and seconded shall be taken only by roll call vote of the Board of Directors in open session convened and the record shall show how each member voted, or was absent or was not voting.

SECTION 9. PROXIES PROHIBITED. No Director may vote by proxy.

SECTION 10. COPIES OF MINUTES. Except as provided in Section 6, insofar as is reasonably possible an Assistant Secretary, or his or her designee, shall prepare and deliver a copy of the minutes of each meeting of the Board to each Director within ten days after its adjournment.

ARTICLE V – CLOSED SESSIONS

SECTION 1. CLOSED SESSIONS. Any regular or special meeting of the Board of Directors duly convened, may be closed to the public upon the affirmative vote of the majority of the members present, taken in open session, if a closed session is required under the Open Meetings Act, Nebraska Revised Statute § 84-1407, et seq., as amended from time to time (“Open Meetings Act”), and the Board of Directors shall comply with the provisions of the Open Meetings Act.

SECTION 2. VOTING. The vote to hold a closed session will be by roll call taken in open session and shall be conducted in accordance with the provisions of the Open Meetings Act.

SECTION 3. CHALLENGE. Any member of the Board may challenge the continuation of a closed session in accordance with the provisions of the Open Meetings Act. Such challenge and its disposition shall be recorded in the minutes.

SECTION 4. COMMITTEE MEETINGS. The provisions of Sections 1, 2 and 3 of this Article shall have no application to any meetings of committees of the Board, unless such committees are holding hearings, making policy or taking formal action on its behalf, pursuant to Article III, Section 3 of the Bylaws.

ARTICLE VI – EMPLOYMENT

SECTION 1. SALARIES. The salaries or other compensation of all officers and employees of the District shall be fixed by general rule or classification except those which by law require a recorded vote of the Directors.

SECTION 2. SELECTION OF EMPLOYEES. All employees, other than officers

appointed by the Board, shall be selected in conformance with the District's established personnel practices and procedures which have been approved by the Board.

ARTICLE VII – MISCELLANEOUS

SECTION 1. BUDGET. An annual budget shall be adopted by the Board of Directors. No substantial departure, which would exceed the total approved budget, shall be made without first submitting the matter to and obtaining the approval of the Board.

SECTION 2. PRESIDENT'S MONTHLY REPORT. The President shall make a monthly report to the Board in writing or at a meeting concerning the operations of the District for the previous month.

SECTION 3. INSPECTION OF DISTRICT RECORDS. Records of the District shall be at all times subject to inspection and examination by the public during business hours, when a request therefor is made in good faith to the President, and the information is sought for a legitimate public purpose.

SECTION 4. LIABILITY OF DIRECTOR, OFFICER OR EMPLOYEE. If any legal action shall be brought against any Director, Officer or employee of the District, based upon the negligent error or omission of such official while in the performance of his or her lawful duties, the District shall defend such official against such action and if final judgment is rendered against such official, then the District shall pay such judgment in his or her behalf and shall have no right to restitution from such official.

ARTICLE VIII – SUSPENSION OF BYLAWS

SECTION 1. IN EMERGENCY. These Bylaws may be suspended for a particular meeting by the recorded vote of not less than five members of the Board if and to the extent made necessary by a serious emergency and consistent with existing law, the nature of the emergency being described in the motion or resolution.

ARTICLE IX – SEAL

The Seal of the District shall be circular in form, with the words on the outside edge, "Omaha Public Power District, Omaha, Nebraska," and in the center the words, "Corporate Seal, Created 1945," a copy of which is impressed herein.

ARTICLE X – AMENDMENT TO BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, by the affirmative vote of not less than five members of the Board.

**Omaha Public Power District
Finance Committee Charter
As of ~~May 18, 2023~~ [insert date]**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Finance Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

Committee Structure and Operations

1. The Committee shall be a standing committee of the Board of Directors and will consist of at least three Directors of the Board, including the Treasurer of the Board of Directors, who will be the Committee Chair. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.

9. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.
10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
 - SD-2 - Rates
 - SD-3 - Access to Credit Markets
 - SD-14 - Retirement Plan Funding (*with quarterly updates*)
 - ~~BL-11 - Delegation to the President and Chief Executive Officer – Settlement of Claims and Litigation~~
 - BL-13 - Delegation to the President and Chief Executive Officer – Grants
 - BL-15 - Delegation to the President and Chief Executive Officer – Funding and Investments
 - ~~GP-13 - External Auditor Relationship~~
2. The Committee shall assist the Customer and Public Engagement Committee and System Management and Nuclear Oversight Committee with the annual review of Board Policy SD-9: Resource Planning.
3. The Committee shall review and recommend proposed rate structure adjustments to the Board and ensure that there is appropriate consideration of public input.
4. The Committee is responsible for the review and oversight of the governance, performance, and funding of the Retirement Plan and Other Post Employment Benefit (OPEB) Plans.
5. The Committee shall assist the Board and collaborate with management in procuring and evaluating services provided for Rate Consulting and the Consulting Engineering services, relevant to the duties of the Finance Committee.

6. The Committee shall assist the Board in reviewing the Corporate Operating Plan and the financial results of the Company.
7. The Committee will review the ~~Audit Risk Subcommittee~~ Committee reports, including Internal and External Auditor Reports, relevant to the duties of the Finance Committee.
8. The Committee shall review the District's performance in the Southwest Power Pool Integrated Market.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

Committee Evaluations

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.

**Omaha Public Power District
Governance Committee Charter
As of May 18, 2023**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Governance Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

Committee Structure and Operations

1. The Committee shall be a standing committee of the Board of Directors and will consist of four members: (i) the current Board Chair, (ii) the preceding Board Chair, (iii) the current Vice Chair, and (iv) the Chair of the Finance Committee. The Chair of the Governance Committee will be the preceding Chair of the Board of Directors.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
4. The Committee shall meet at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
5. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
6. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
7. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.
8. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.
9. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.

10. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting, and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all Company records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee shall review composition and organization of the Board, including standing committee assignments, in accordance with the Bylaws and Board Governance Policies.
2. The Committee shall review and recommend any proposed amendments to the Company's Petition for Creation and Bylaws for appropriate action by the Board.
3. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

- SD-1 - Strategic Foundation
- SD-8 - Employee Relations
- ~~SD-10 - Ethics~~
- ~~SD-12 - Information Management and Security~~
- ~~SD-15 - Enterprise Risk Management (with quarterly updates)~~
- BL-1 - Board-President and Chief Executive Officer Relationship
- BL-1A - Board-OPPD Officer Relationship
- ~~BL-2 - Board-Outside General Counsel Relationship~~
- ~~BL-3 - Board-Corporate Audit Relationship~~
- BL-4 - Board-Corporate Secretary Relationship
- BL-5 - Unity of Control
- BL-6 - President and Chief Executive Officer's Performance Evaluation
- BL-7 - Delegation to the President and Chief Executive Officer
- GP-1 - Purpose of the Board
- GP-2 - Governance Focus
- GP-3 - Board Job Description
- GP-4 - Agenda Planning
- GP-5 - Election of Board Officers
- GP-6 - Role of the Board Officers
- GP-7 - Guidelines for Board Member Behavior
- GP-8 - Board Committee Principles
- GP-9 - Board Committee Chairs
- GP-10 - Board Training, Orientation
- GP-11 - Board Review of Internal Records

GP-12 - Board Compensation and Benefits

~~GP-14 - Board Expense Reimbursement~~


4. The Committee shall assist the Board in reviewing the Company's Strategic Plan, ensuring alignment with the goals of the Strategic Directives set forth in the Board Policies.
5. The Committee shall be responsible for reviewing executive management development and succession planning and making recommendations to the Board regarding such plan.
6. The Committee shall review the Company's compensation policies and benefit programs and how they relate to the attainment of goals. The Committee shall recommend to the Board the compensation philosophy and guidelines for corporate officers.
7. The Committee shall be responsible for reviewing the evaluation of corporate officer performance, as provided by the CEO, and any compensation recommended by the CEO based on the performance evaluation.
8. The Committee shall review and make recommendations to the Board concerning any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment contracts and severance or termination agreements.
9. The Committee shall review management's recommendations on health, retirement, and other related employee benefit programs, such as supplemental retirement savings plans, 457 and 401(k), provisions and participation levels.
10. The Committee shall review and recommend for approval by the Board any additional employee benefit plans and any amendments to employee benefit plans, including those currently in effect and those that may be added in the future, except:
 - a. amendments that do not alter the purpose of the plan;
 - b. amendments that are required by applicable tax law;
 - c. amendments that do not change the participants eligible to participate in the plan nor the intended benefits of the plan;
 - d. amendments to correct obvious errors such as typographical or grammatical errors;
 - e. amendments required by changes in legal requirements applicable to the plan; and
 - f. amendments necessary to clarify the meaning of one or more provisions of the plan.

11. The Committee shall have oversight responsibility regarding conflicts of interest. The Committee shall have authority to consider requests for waivers for the Chief Executive Officer (“CEO”) of the Company’s Employee Code of Ethics and Business Conduct.
12. The Committee shall review labor management issues and collective bargaining contract issues prior to any contract renewals.
13. The Committee shall review the nature and adequacy of information supplied to directors regarding Company activities, industry trends, and public policy developments.
14. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

Committee Evaluations

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-8: Board Committee Principles	Monitoring Method:	Governance-Risk Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 May 18, 2023	Resolution No.:	6082 6567

The OPPD Board may establish standing committees and the Board Chair, with the concurrence of the Board, may establish ad hoc committees.

Standing committees shall assist the Board in its ongoing work and activities. Standing committees shall be composed of at least three Board members, including a Committee Chair, who shall be appointed by the Board Chair, with Board approval. The Board Chair is an ex officio member of all committees. Any Board member may attend and participate in the deliberations of any standing committee, if not a member, providing notice to the Corporate Secretary of their attendance. Each standing committee shall have a charter describing the committee's purpose.

The standing committees of the OPPD Board are as follows:

- Finance
- Governance
- System Management and Nuclear Oversight
- Customer and Public Engagement
- Risk

Standing committees shall meet publicly, at a frequency specified within its charter, every month prior to the regular Board meeting. Standing Committee Chairs can schedule additional committee meetings as needed. If there is a closed committee meeting, the Committee Chair will present an agenda and summary report from that closed meeting at the next public committee meeting. No public comment will be taken at public committee meetings.


Ad hoc committees shall be created for a limited duration to address a specific topic of interest to the Board. Each ad hoc committee may be composed of up to four Board members, and shall include designation of a Committee Chair and a clear statement of purpose.

All Board Committees shall report back at a publicly noticed Board or standing committee meeting on its activities. Specifically:

- All committees will ordinarily assist the Board by gaining education, considering alternatives and implications, and preparing policy alternatives.
- Board committees may not speak or act for the Board except when formally given such authority.
- Board committees cannot exercise authority over staff nor interfere with the delegation from the Board to the President and Chief Executive Officer (CEO). Because the CEO works for the full

Board, he or she will not be required to obtain approval of a Board committee before an executive action.


- As a general rule, items scheduled for Board action (including items requested by a Board member) shall first be presented to a standing committee for review.
- Standing committees shall be reviewed at least annually by the Board to determine whether they should continue.
- This policy applies to any group which is formed by Board action, whether or not it is called a Committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-9: Board Committee Chairs	Monitoring Method:	Governance Risk Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 April 21, 2022	Resolution No.:	6082 6494

The Committee chairs shall preside over and facilitate committee meetings.

Specifically, Committee chairs shall:


- Schedule and cancel any meetings, at their discretion, in addition to the ~~monthly-regularly~~ scheduled public committee meetings prior to the regular Board meeting.
- Review and approve the committee agendas prior to circulation of the public notice of the meeting.
- Present an agenda and summary report of items discussed at any closed committee meetings held prior to the ~~monthly-regularly~~ scheduled public committee meetings.
- Ensure that committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.
- Ensure that discussion is fair, open and thorough, but also timely, orderly, and kept to the point.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-13: External Auditor Relationship	Monitoring Method:	Finance-Risk Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015	Resolution No.:	6070

Nebraska State Statute Section 70-623 states that: “The board of directors, at the close of each year’s business, shall cause an audit of the books, records and financial affairs of the district to be made by a certified public accountant or firm of such accountants, who shall be selected by the district.”

Specifically:

- The Board of Directors is responsible for hiring the District’s external auditor. Selection of the external auditor should include input from staff, the ~~Audit-SubeRisk~~ Committee and others as deemed necessary.
- The process to hire the external auditor includes obtaining a contract with the external auditor. The selection of the external auditor must be approved by the Board of Directors.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-14: Board Expense Reimbursement	Monitoring Method:	<u>Governance-Risk</u> Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 March 14, 2019	Resolution No.:	6070 6316

Nebraska Law (Section 70–624.02, as amended) provides that “members of the Board of Directors shall be paid their actual expenses while engaged in the business of the District under the authority of the Board of Directors....” Accordingly, Board members shall be reimbursed for expenses incurred which are appropriate in the performance of their Board-related duties and consistent with their statutory obligations.

The purpose of this policy is to establish procedures relative to expenses incurred by members of the Board of Directors in the performance of their duties; to define authorizations required to incur such expenses; to ensure uniform and fair payment of expenses; and to establish procedures for securing reimbursement.

It is expected that all Board member activities related to any expenses submitted for reimbursement will comply with the “Omaha Public Power District Board of Directors Code of Ethics and Business Conduct.”

REIMBURSABLE EXPENSES

Expenses eligible for reimbursement under this policy must be actual, reasonable and customary expenses incurred while conducting Board-related duties.

- Board-related duties may include, but are not limited to, Board meetings (any official Board, Committee or related meeting), OPPD business (activities that are directly related to the necessary and required functions of the District), industry-related conferences, and training/learning events.
- Expenses may include related mileage expense, meals (including tips), lodging, transportation, business meeting/events, and other miscellaneous expenses. Expenditures for alcohol and related taxes/gratuities as well as expenses for family members or personal guests are not reimbursable.

Expenses must be documented accurately and completely, and have appropriate authorization.

TRAVEL AND TRAINING AUTHORIZATION AND APPROVAL

Each Director is authorized to travel at OPPD expense on single-day trips within the District's service area when in his/her judgment such travel is required in connection with OPPD business.

Directors shall coordinate all other travel arrangements through the office of the Corporate Secretary. Thirty days in advance, for all business trips which require overnight accommodations and for all single-day trips by commercial transportation to points outside of the District's service area, Directors shall complete a Trip Authorization (TA) form, including the estimated costs, the percentage to be paid by OPPD, and whether the expenditure will span multiple years.

- If OPPD representation is requested with shorter than thirty-day notice and travel is required, the Corporate Secretary shall notify Board members of the pending trip.
- Written travel and training justifications shall be distributed to all Board members in the Board packet for purposes of transparency and oversight.

The Corporate Secretary shall review the TA, and confirm consistency of proposed expenses with Board and OPPD travel policy. If the Corporate Secretary questions the appropriateness of any expense, clarification will first be sought from the respective Director. Any disputes resulting from the review shall be forwarded from the Corporate Secretary to the ~~Audit SubeRisk C~~ Committee for review and a final determination.

Each Director is authorized up to \$3,500 during a calendar year to attend training and learning events within the continental United States when in his/her judgment such training and learning events will benefit the District. Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option. If a Board member exceeds the annual authorized expenditure amount, then he/she shall reimburse OPPD within 30 days the difference between the authorized amount and actual expenditures.

Any travel outside the continental United States or any out-of-state travel to attend more than the allowed budget for training and learning will require additional approval. To obtain approval, the Director shall: (1) notify the Corporate Secretary of the travel location, purpose of the trip, date of travel, and an estimated cost; (2) the Corporate Secretary will provide the request to the ~~Audit SubeRisk C~~ Committee for approval; and (3) once approved by the ~~Audit SubeRisk C~~ Committee, the Corporate Secretary will place an item related to this travel on the next Board meeting consent agenda for full Board approval. If the request is denied, the Director may still attend the event at the Director's expense.

EXPENSE REIMBURSEMENT

Sufficient documentation of expenses is necessary for reimbursement of applicable expenses. All requests for expense reimbursement from Directors shall:

- Be prepared on an OPPD Expense Report form and be submitted for payment within 30 days upon completion of a trip, and no later than sixty days from when any expense was incurred.
- Include an itemization of expenses, provide a brief explanation of the purpose of the expense, and include original receipts for all expenditures, with the exception of mileage, single-trip public transportation and tips on services (e.g. hotel housekeeping, door attendants or bellhops).

- Meal receipts must be itemized and include the name(s) of the person(s) for whom a meal was purchased as well as their respective company when non-OPPD employees are included. Tips on service may not exceed 20% of the total bill, including tax. If a receipt cannot be obtained or has been lost, a statement to that effect shall be made on the expense report form and the reason given.
- For mileage reimbursement, the business purpose, date, origin, destination and number of miles driven must be included in the supporting documentation. Business use of personal vehicles is reimbursed at the IRS standard mileage rate.
- Include a statement, signed by the Director submitting the request for reimbursement, that the expenses are actual expenses incurred while on District business and that the expenses conform to the Board Expense Reimbursement policy.

Directors shall submit their expense reports to the Corporate Secretary for review and determination that: (1) the claims for reimbursement are in accordance with this policy; and (2) the necessary budgetary funds are available for disbursement.

Any disputes resulting from the review shall be forwarded from the Corporate Secretary to the Audit SubeRisk Committee for review and a final determination.

REVIEW OF EXPENDITURES

All expense statements will be reported to the Board of Directors for review at its next Audit SubeRisk Committee meeting.

Bogner/Focht

RESOLUTION NO. 6XXX

WHEREAS, the OPPD Board of Directors is committed to ensuring effective governance, oversight, and management of risks that are unique to the public utility sector; and

WHEREAS, the Board recognizes the critical importance of having a comprehensive approach to risk management, encompassing financial, operational, regulatory, cybersecurity, and environmental risks that could impact the company's ability to deliver reliable, affordable, and sustainable power to its customers; and

WHEREAS, the Board previously established the Audit Subcommittee to oversee financial reporting, auditing, and compliance with financial controls; and

WHEREAS, the Board has determined that evolving risks in the public utility sector, such as climate-related challenges, regulatory compliance, cybersecurity threats, energy market volatility, and infrastructure maintenance, require a broader and more integrated oversight function, and that these responsibilities would be best managed by a new Risk Committee.

NOW, THEREFORE, BE IT RESOLVED that the Audit Subcommittee is hereby dissolved, and its responsibilities are incorporated into a newly formed Risk Committee that will oversee comprehensive enterprise-wide risk management; and

BE IT FURTHER RESOLVED that the Board of Directors hereby directs the necessary amendments to OPPD Bylaws, Governance Committee Charter, Finance Committee Charter, GP-8: Board Committee Principles, GP-9: Board Committee Chairs, GP-13: External Auditor Relationship and GP-14: Board Expense Reimbursement in support of the Risk Committee Charter.

This resolution shall take effect immediately upon its adoption by the Board of Directors as set forth in Exhibit A - OPPD President and CEO Emergency Succession Plan, Exhibit B – OPPD Bylaws, Exhibit C – Governance Committee Charter and Finance Committee Charter, and Exhibit D – Board Policies GP-8: Board Committee Principles, GP-9: Board Committee Chairs, GP-13: External Auditor Relationship and GP-14: Board Expense Reimbursement.



Risk Committee Charter

Scott Focht

Vice President, Corporate Strategy and Governance

October 15, 2024

Proposed Board Actions

- Dissolve Audit Subcommittee
- Establish Risk Committee Charter
 - Risk Committee Membership: Standing Committee Chairs (chair appointed by Board)
 - Meeting Frequency: Quarterly or more often
 - Duties and Responsibilities
 - Board Policies
 - Financial Reporting and Disclosure, External Audit, Internal Audit, Internal Controls
 - Risk Management, Compliance and Ethics, Regulatory and Legislative Oversight
- Revise OPPD governing documents
 - Bylaws
 - Committee Charters
 - Governance, Finance
 - Board Policies
 - GP-8: Board Committee Principles, GP-9: Board Committee Chairs, GP-13: External Auditor Relationship, and GP-14: Board Expense Reimbursement
 - BL-2: Outside General Counsel Relationship, BL-3: Board Corporate Audit Relationship, BL-11: Settlement of Claims and Litigation, SD-10: Ethics, SD-12: Security and Information Management, SD-15: Risk Management