

*Bogner/Focht*

**RESOLUTION NO. 6686**

**WHEREAS**, on February 1, 2009, the District's Board of Directors adopted Charters for the Board's standing committees; and

**WHEREAS**, under the Charters, each Board committee completes an annual evaluation of its performance and shall submit an annual report to the Board regarding such evaluation, confirming that all responsibilities described in the Charter have been fulfilled; and

**WHEREAS**, each Committee has reviewed its performance, resulting in the Standing Committee Annual Reports for 2024 attached as Exhibit A through Exhibit E.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Omaha Public Power District that the Board accepts the Standing Committee Annual Reports for 2024, as shown in the attached Exhibit A through Exhibit E, as evidence of the performance of each committee's applicable accountabilities.

**Omaha Public Power District  
Customer and Public Engagement Committee  
Annual Report for 2024**

In 2024, the Customer and Public Engagement Committee (the “Committee”) of the Omaha Public Power District (the “Company”) Board of Directors (the “Board”) met regularly to review Board reporting and action items. The Committee accomplished the following duties and responsibilities, as outlined in the Committee Charter, adopted as of May 18, 2023. Copies of the 2024 Customer and Public Engagement Pre-Committee, All Committees and Board meeting agendas are maintained and readily available in the office of the District’s Corporate Secretary.

**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-5 - Customer Satisfaction – [The committee reviewed, and the Board approved the SD-5 monitoring report in April 2024.](#)
  - SD-11 - Economic Development - [The committee reviewed, and the Board approved the SD-11 monitoring report in November 2024.](#)
  - SD-13 - Stakeholder Outreach and Engagement - [The committee reviewed, and the Board approved the SD-13 monitoring report in October 2024.](#)
  - BL-9 - Delegation to the President and Chief Executive Officer – Local, State and Federal Legislation and Regulation - [Throughout 2024, the Committee and Board received timely updates on emerging issues and positions.](#)
  - BL-14 - Delegation to the President and Chief Executive Officer – Customer Products, Services and Programs - [Throughout 2024, the Committee and Board received timely updates on customer products, services and programs.](#)

[The board reviewed Board-Staff Linkage policies BL-1 through BL-15 and Governance Process policies GP-1 through GP-15 in connection with the Board Policy Governance Workshop conducted in August 2024.](#)

2. The Committee shall review the nature and adequacy of information supplied to the public regarding company activities, public policy developments, public safety, and products and services, when necessary. [In addition to reviewing the SD-5, SD-11 and SD-13 monitoring reports, the Committee and Board received updates on the following company activities:](#)

- Regular updates in closed and open session on the new generation and transmission projects
- Renewable Energy Credit (REC) sales update
- Customer payment and affordability trends
- Customer satisfaction measurements
- Board/ELT contact statistics
- Development projects update
- Storm restoration and sentiment
- Energy Plaza walk-in customer branch update
- Product and services update related to Customer Engagement in Resource Adequacy
- New residential development process improvements
- Customer experience and engagement approach
- North Omaha community outreach update
- Grants update
- Customer growth update
- SD-7 revision customer communication and feedback
- Corporate Operating Plan and rate change customer communication and feedback

3. The Committee shall monitor the Company's corporate image strategy, community involvement and engagement, communication initiatives, and periodic customer-owner trend updates.

The Committee monitored the Company's corporate image strategy, community involvement, communication initiatives, and periodic customer-owner trend updates via the SD-5, SD-11 and SD-13 monitoring reports and quarterly customer trend updates, along with periodic North Omaha engagement updates.

4. The Committee shall review positions proposed by Management on all federal, state, and local legislation that may impact the Company.

The Committee and Board received regular legislative and regulatory updates throughout the year.

5. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

The Committee reviewed the board work plan monthly.

**Omaha Public Power District  
Finance Committee  
Annual Report for 2024**

In 2024, the Finance Committee (the “Committee”) of the Omaha Public Power District (the “Company”) Board of Directors (the “Board”) met regularly to review Board reporting and action items. The Committee accomplished the following duties and responsibilities, as outlined in the Committee Charter, adopted as of May 18, 2023. Copies of the 2024 Finance Pre-Committee, All Committee and Board meeting agendas are maintained and readily available in the office of the District’s Corporate Secretary.

**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 - The Committee reviewed and the Board approved the SD-2 monitoring report in June 2024.
- SD-3 - Access to Credit Markets - The Committee reviewed and the Board approved the SD-3 monitoring report in May 2024.
- SD-14 - Retirement Plan Funding (*with quarterly updates*) - The Committee reviewed and the Board approved the SD-14 monitoring report in April 2024. The Board received an annual Retirement Plan report at the All Committee meeting held in April, and quarterly reports in May, August, and November. The Board received an annual report on the performance of the 401(k) and 457 retirement plans in April 2024.
- BL-11 - Delegation to the President and Chief Executive Officer – Settlement of Claims and Litigation (*moving to Risk in 2025*) The committee was updated on settlement of claims in 2024.
- BL-13 - Delegation to the President and Chief Executive Officer – Grants The Committee was provided regular Grant updates.
- BL-15 - Delegation to the President and Chief Executive Officer – Funding and Investments
- GP-13 - External Auditor Relationship (*moving to Risk in 2025*) The Board reviewed this policy in October 2024 and will move GP-13 to the Risk Committee.

The Board reviewed Board-Staff Linkage policies BL-1 through BL-15 and Governance Process policies GP-1 through GP-15 in connection with the Board Policy Governance Workshop conducted in August 2024.

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.

The SD-9 monitoring report was reviewed and approved by the Board in September 2024.

3. The Committee shall review and recommend proposed rate structure adjustments to the Board and ensure that there is appropriate consideration of public input.

In September 2024, the Committee updated on phase #2 of the Rate Design Project.

In December 2024, the Committee reviewed, and the Board approved the 2025 Corporate Operating Plan and corresponding rate actions. The public was invited to comment on the COP the month prior to the Board vote.

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.

The Board received an annual report on the performance of the Retirement Plan and OPEB trusts at the All Committee meeting held in April 2024. Quarterly Retirement Plan reports were reviewed with the Board in May, August, and November of 2024.

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.

The Committee contracted with The Brattle Group to complete an independent review of the Preliminary 2025 Corporate Operating Plan, and, the Cost of Service Study and Fuel and Purchased Power Adjustment structure in support of the rating setting for 2025.

6. The Committee shall assist the Board in reviewing the Corporate Operating Plan and the financial results of the Company.

The Board received and approved the monthly Financial Reports.

The Board received quarterly financial report presentations in March (2023 annual results), May (1<sup>st</sup> quarter 2024 results), August (2<sup>nd</sup> quarter 2024 results), and November (3<sup>rd</sup> quarter 2024 results) of 2024.

The Board reviewed the preliminary 2025 Corporate Operating Plan (COP) and proposed rate actions in November and approved the final 2025 COP in December 2024.

7. The Committee will review the Risk Committee reports, including Internal and External Auditor Reports, relevant to the duties of the Finance Committee.

The Committee received internal and external auditor reports. Biannual Audit Subcommittee meetings were held on March 21 and October 17, 2024.

8. The Committee shall review the District's performance in the Southwest Power Pool Integrated Market.

The Committee received quarterly updates on activity in the Southwest Power Pool in the financial report presentations in March (2023 annual results), May (1<sup>st</sup> quarter 2024 results), August (2<sup>nd</sup> quarter 2024 results), and November (3<sup>rd</sup> quarter 2024 results) of 2024.

In addition, the Committee reviewed OPPD's performance in the SPP through the discussion and recommendations during the October and November pre-committee meetings and reflected in the draft and the final 2025 COP.

9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

In addition to the duties and responsibilities outlined in the Committee Charter above, the Committee also reviewed the following in 2024:

- Authorization for Debt Financing 2024-2025
- Increase in Credit Facilities
- Claim Settlements in Excess of \$50,000
- Annual Report on Pledged Securities
- FERC Transmission Tariff Formula Change
- Annual Report of the Interest Rate on Customer Security Deposits
- Regulatory Accounting for 2024 Storm Costs
- 2024 COP Excess Expenditures Request
- Reporting on the 2024 Series A, B, C and D Bonds Sale
- Declaration of Anticipated 2025 Capital Expenditures Reimbursement

**Omaha Public Power District  
Governance Committee  
Annual Report for 2024**

In 2024, the Governance Committee (the “Committee”) of the Omaha Public Power District (the “Company”) met regularly to review Board reporting and action items. The Committee accomplished the following duties and responsibilities as outlined in the Committee Charter, adopted as of May 18, 2023. Copies of the 2024 Governance Pre-Committee, All Committees and Board meeting agendas are maintained and readily available in the office of the District’s Corporate Secretary.

**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.

In January, the Board approved standing committee assignments for 2024. In October, the Board reviewed and accepted a new Risk Committee Charter.

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.

In October 2024 the Board reviewed and accepted amendments to the Company’s Bylaws and Board Policies.

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 – The Committee reviewed, and the Board approved the SD-1 monitoring report in March 2024.
- SD-8 - Employee Relations – The Committee reviewed, and the Board approved the SD-8 monitoring report in December 2024.
- SD-10 - Ethics (*moving to Risk in 2025*) - The Committee reviewed, and the Board approved the SD-10 monitoring report in September 2024.
- SD-12 - Information Management and Security (*moving to Risk in 2025*) - The Committee reviewed, and the Board approved the SD-12 monitoring report in November 2024.
- SD-15 - Enterprise Risk Management (*moving to Risk in 2025*)- The Committee reviewed, and the Board approved the SD-15 monitoring report in May. Closed session ERM updates were shared with the Board in March, May, September and December.
- BL-1 - Board-President and Chief Executive Officer Relationship
- BL-1A - Board-OPPD Officer Relationship

- BL-2 - Board Outside General Counsel Relationship (*moving to Risk in 2025*)
- BL-3 - Board-Corporate Audit Relationship (*moving to Risk in 2025*)
- 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 (*moving to Risk in 2025*)

The Board reviewed Board-Staff Linkage policies BL-1 through BL-15 and Governance Process policies GP-1 through GP-15 in connection with the Board Policy Governance Workshop conducted in August 2024.

The 2025 Board Meeting Schedule was reviewed and approved by the Board in September. The 2025 Agenda Planning Calendar was reviewed and approved by the Board in December.

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.

In 2024, the Committee conducted an annual Board Policy Governance Workshop, which was held in person in August, and was facilitated by Eric Douglas and Bill Slaton of Leading Resources, Inc. The Board completed surveys regarding the Board Policies and governance prior to the workshop.

5. The Committee shall be responsible for reviewing executive management development and succession planning and making recommendations to the Board regarding such plan.

The Committee and Board reviewed executive management development and succession planning with respect to the Company's Vice Presidents in connection with their annual performance evaluations and compensation adjustments in June.



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.

The Committee reviewed the Company's compensation policies and benefit programs and reviewed and recommended acceptance of the Annual Health Plan report in May 2024.

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.

The Committee and Board reviewed CEO development and succession planning in connection with the CEO annual performance evaluation and compensation adjustment in June. The Board also met with Mr. Brian Juncker quarterly to discuss CEO development and performance.

The Committee and Board approved a President and CEO emergency succession plan in October.

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.

The Committee reviewed and the Board accepted the appointment of Gina Langel, Vice President, Safety and Facilities in February 2024.

The Committee reviewed and reported on four severance agreements in excess of \$50k; one in June and three in December.

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.

The Committee reviewed and recommended amendments to the 401(k) and 457 retirement savings plans in March 2024.

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.

As part of its monitoring of SD-10: Ethics, the Committee received a report on conflicts of interest in September. No Employee Code of Ethics and Business Conduct waivers for the CEO were requested.

12. The Committee shall review labor management issues and collective bargaining contract issues prior to any contract renewals.

A summary of labor management and collective bargaining issues was presented in the SD-8 monitoring report in December 2024.

13. The Committee shall review the nature and adequacy of information supplied to directors regarding Company activities, industry trends, and public policy developments.

No concerns were brought to the committee regarding the nature and adequacy of information supplied to directors. A survey question was added to the annual board survey to assess if Board members feel they have been provided with adequate information needed to execute their duties.

14. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

In 2024, the Committee supported the effort to conduct an annual Board Governance Workshop, which was held in person in August, and was facilitated by Eric Douglas and Bill Slaton of Leading Resources, Inc. (LRI).

**Omaha Public Power District  
System Management and Nuclear Oversight  
Annual Report for 2024**

In 2024, the System Management & Nuclear Oversight Committee (the “Committee”) of the Omaha Public Power District (the “Company”) Board of Directors (the “Board”) met regularly to review Board reporting and action items. The Committee accomplished the following duties and responsibilities, as outlined in the Committee Charter, adopted as of May 18, 2023. Copies of the 2024 Systems Management and Nuclear Oversight Pre-Committee, All Committees and Board meeting agendas are maintained and readily available in the office of the District’s Corporate Secretary.

**Duties and Responsibilities**

1. The Committee shall monitor the safe, reliable and cost-effective operation and construction of all generation, transmission, and distribution facilities owned and operated by the Company.

In 2024, the Committee reviewed, and the Board approved the following items:

- January
  - 15kV Metalclad Switchgear
- February
  - 15kV Metalclad Switchgear Cubicles and Switchgear Enclosure
- March
  - Operating Plant Service Agreement (OPSA) – Engineer’s Certification
  - 15kV Metalclad Switchgear Cubicles and Switchgear Enclosure
- April
  - NC2 Economizer Ash Segregation -- Labor Contract Award
  - RFP 6134 - Bennington Expansion Transmission Construction
  - North Omaha Station Unit 5 (NO5) Replacement LP Turbine Blades - Engineer's Certification
- May – None
- June
  - Dedication of Real Property to the City of Omaha near 104<sup>th</sup> and State St, Omaha NE
  - RFP 6144 – Substation Class Power Transformer
  - RFP 6137 – 2024 Supplemental Labor Resources Distribution Overhead and Underground
- July – No Meeting
- August
  - Fall 2024 Transmission Construction

- September
  - Acquisition of Land Rights for Utility Operations Infrastructure Projects – Q St. Widening from 192<sup>nd</sup> St. to 204<sup>th</sup> St.
- October – None
- November
  - Acquisition of Property Rights for North Douglas County Transmission Project
  - Property Dedication to the City of Dunbar
- December
  - Sale of a Portion of Property Located at the Southwest Corner of 168th Street and Ida Street, Douglas County, Nebraska
  - Acquisition of Property Rights for Utility Operations Infrastructure Projects
  - Correction of Resolution No. 6660 and Ratification of Actions for the Q Street Transmission and Distribution Repositioning Project Widening Q Street from 192<sup>nd</sup> to 204<sup>th</sup> Street.
  - NCS Coal Handling Upgrade -- Materials Contract Request to Negotiate
  - NO & NCS 316b Traveling Screens -- Installation Contract(s) Request to Negotiate
  - RFP 6166 - 345kV Shunt Reactor

In 2024, the Board received regular updates in closed and open sessions concerning New Generation and Transmission, which was previously approved by the Board in August 2023 as “Near Term Generation”.

The Committee and the Board received regular updates on the progress of the AMI (Advanced Metering Infrastructure) project.

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

- SD-4 - Reliability – The Committee reviewed, and the Board approved the SD-4 monitoring report in April 2024.
- SD-6 - Safety - The Committee reviewed, and the Board approved the SD-6 monitoring report in February 2024.
- SD-7 - Environmental Stewardship – The Committee reviewed, and the Board approved the SD-7 monitoring report in October 2024. A revision to SD-7 was approved in October 2024.
- SD-9 - Integrated System Planning – The Committee reviewed, and the Board approved the SD-9 monitoring report in September 2024.
- BL-8 - Delegation to the President and Chief Executive Officer – Procurement – Reviewed as part of the August 2024 Board Governance Workshop.

- BL-10 - Delegation to the President and Chief Executive Officer – Real and Personal Property – [Reviewed as part of the August 2024 Board Governance Workshop.](#)
- BL-12 - Delegation to the President and Chief Executive Officer – Transmission, Wholesale Electricity, Fuel and Other Energy Transactions – [Reviewed as part of the August 2024 Board Governance Workshop.](#)
- GP-15 - Nuclear Oversight – [Reviewed as part of the August 2024 Board Governance Workshop.](#)

3. The Committee shall periodically visit the Company’s generation, transmission, and distribution facilities.

[Systems Committee members visited the following facilities in 2024:](#)

- [Papillion Service Center](#)
- [Platteview Solar](#)
- [North Omaha Station](#)
- [Elkhorn Service Center](#)
- [Transmission upgrade projects](#)
- [Storm restoration efforts: Transmission, distribution and staging sites](#)

4. The Committee shall review regulatory and public policy strategies and practices of the generation and delivery of energy and its relationship with regulators, public officials, consumers, and other stakeholders, as well as any compliance issues related to same.

[In 2024, Board members received presentations concerning integrated distribution plan scope and overview, K-Junction, SPP generator interconnection agreement issues, SPP/RTO update, SPP policy updates, transmission projects, environmental compliance, economic development, and customer-owned generation.](#)

[The Board received legislative and regulatory updates throughout the year.](#)

[In connection with the Power with Purpose project, Board members received regular updates on solar facilities, balancing station construction and transmission/substation construction status.](#)

**[Duties and Responsibilities – Nuclear Decommissioning Oversight](#)**

5. The Committee shall monitor spent fuel operations and decommissioning of Fort Calhoun Nuclear Station (FCS).

[The Committee and Board received periodic director updates and quarterly Nuclear Oversight Committee Reports, including information about safety performance and demolition activities at FCS.](#)

6. The Committee shall receive prompt notification of any significant incidents or events that occur regarding FCS.

The Committee and Board received periodic director updates and quarterly Nuclear Oversight Committee Reports, including information about safety performance and demolition activities at FCS.

7. The Committee shall review summary inspection/evaluation reports by internal and external nuclear oversight groups such as:

- Nuclear Regulatory Commission (NRC)
- Decommissioning Oversight Committee (DOC)
- Quality Assurance (QA)

The Committee and Board received periodic director updates and quarterly Nuclear Oversight Committee Reports and some board members attended DOC exit meetings.

8. The Committee, or members of the Committee, shall meet periodically with oversight groups such as the NRC, DOC and QA.

Some board members met with oversight groups in connection with DOC exit meetings.

9. The Committee shall review FCS decommissioning summary reports that include key performance indicators.

The Committee and Board received periodic director updates and quarterly Nuclear Oversight Committee Reports, including information about safety performance and demolition activities at FCS.

10. The Committee shall review the company's decommissioning expenditures to ensure cost effectiveness is being considered in decision making.

The Committee and Board received periodic director updates and quarterly Nuclear Oversight Committee Reports, including information about safety performance and demolition activities at FCS. The committee received periodic updates on the decommissioning contract.

11. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

**Omaha Public Power District  
Audit Subcommittee  
Annual Report for 2024**

In 2024, the Audit Subcommittee (the “Committee”) of the Omaha Public Power District (the “Company”) Board of Directors (the “Board”) met twice in accordance with the Charter. The Committee accomplished the following duties and responsibilities, as outlined in the Committee Charter, adopted as of April 15, 2021. Copies of the Audit Subcommittee meeting agendas are attached as reference.

**Duties and Responsibilities**

1. The Subcommittee shall oversee the independent auditor’s relationship by discussing with the auditors the nature and rigor of the audit process, receiving and reviewing audit reports, and providing the auditor full access to the Subcommittee to report on any and all appropriate matters.

During both the March and October Audit Subcommittee meetings members reviewed and discussed the independent auditors audit plan(s) and reviewed the subsequent audit report(s).

Additionally, board members were provided the opportunity to speak with the external audit firm, independent of management, at the conclusion of each meeting.

2. The Subcommittee shall provide guidance and oversight to the internal audit activities of the District including review of the organization, plans, and results of such activities.

During both the March and October Audit Subcommittee meetings the subcommittee executed its duties by reviewing the Corporate Audit Plan, results of the execution of the Audit Plan (focused on any high risk and/or Unsatisfactory reports), and the results of the quarterly continuous monitoring of the Controls Program as presented by the Director, Corporate Audit.

3. The Subcommittee shall review the audited financial statements and discuss them with Management and the independent auditors. 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.

During the March meeting the subcommittee reviewed and discussed the audited financial statements as presented by Management and the independent auditors.

4. The Subcommittee shall discuss with Management, the internal auditors and the independent auditors the quality and adequacy of the District's internal controls.

During the March meeting the subcommittee reviewed and discussed the quality and adequacy of internal controls as presented by Management and the independent auditors.

5. The Subcommittee will report the activities of the Subcommittee to the Finance Committee who will report them to the Board of Directors.

The Finance Committee received internal and external auditor reports. Biannual Audit Subcommittee meetings were held on March 21 and October 17, 2024.





# Action Item

## BOARD OF DIRECTORS

January 14, 2025

### ITEM

Standing Committees Annual Reports for 2024

### PURPOSE

To confirm that responsibilities described in the Standing Committee charters have been fulfilled.

### FACTS

- a. On February 1, 2009, the Board of Directors adopted the standing committee charters.
- b. In compliance with the charters, each Board committee completes an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in the Charter have been fulfilled.
- c. Each Committee has reviewed its performance, resulting in the Standing Committee Annual Reports for 2024 attached as Exhibit A through Exhibit E.

### ACTION

The Governance Committee recommends that the Board accept the standing committee annual reports for 2024 as shown in the attached Exhibit A through Exhibit E as evidence of the performance of each committee's accountabilities.

#### RECOMMENDED:

Signed by:

*Scott M. Focht*

Scott M. Focht

Vice President – Corporate Strategy and Governance

#### APPROVED FOR BOARD CONSIDERATION:

Signed by:

*L. Javier Fernandez*

L. Javier Fernandez

President and Chief Executive Officer

Attachments: Exhibits A-E  
Resolution