



Spurgeon/Focht


RESOLUTION NO. 6706

WHEREAS, the District's Governance Committee proposed, and the Board of Directors reviewed, a recommendation to revise Board Policy GP-5: Election of the Board Officers; and

WHEREAS, the District's System Management and Nuclear Oversight Committee proposed, and the Board of Directors reviewed, a recommendation to revise Board Policies GP-15: Nuclear Oversight and BL-8: Delegation to the President and Chief Executive Officer - Procurement.


NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the proposed revisions to Board Policies GP-5: Election of the Board Officers, GP-15: Nuclear Oversight and BL-8: Delegation to the President and Chief Executive Officer – Procurement as set forth in Exhibits A, B and C, attached hereto, are approved, effective May 15, 2025.

Exhibit A

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-5: Election of the Board Officers	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 January 12, 2017 May 15, 2025	Resolution No.:	6070 6168 [insert number]

The Board shall elect the Board Officers under the following terms and conditions:


- The officers of the Board shall be the Chair, Vice Chair, Secretary and Treasurer. Those Board Officers shall be elected by the Board, from among its members, annually at the Board's regular meeting in January.
- The Governance Committee shall recommend a slate of officers to the full Board no later than the regular Board meeting in January. The Board may approve the Committee's recommendation or consider alternative recommendations. Any Director may place a nomination for any officer position, either in advance of the meeting or from the floor during the meeting at which the elections are held. Directors may self-nominate.
- Officer elections shall be conducted in an open and transparent manner. If there is more than one nominee for a position, voting shall be conducted by roll call, unless there is a request for a secret ballot. If there is a request for secret ballot, the Board shall vote on whether to use a secret ballot by roll call vote before conducting the vote on approval of the Board Officer. No second is required. A majority vote of the Board is required to elect an officer. In the event of a tie, the Board shall re-vote until a candidate receives a majority vote.
- Board Officers shall serve for a term of one year or until the election of their successors. Officers may serve consecutive terms if re-elected.
- Board Officers may be removed from office during such term by the affirmative vote of five Directors at a regular meeting of the Board or a special meeting called for that purpose.
- In the event an office becomes vacant, the Board shall elect one of its members to fill the term of that office at its next regular Board Meeting, using the process described in this policy. The election to fill a vacant term may be postponed to a later meeting by a vote of the Board.

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- ~~The Chair shall conduct the election, and the Corporate Secretary shall tally the votes. Any Director may place a nomination for the election of a Board Officer. No second is required. Board Officers shall be elected with the approval of a majority of those present and at least five Directors voting in approval. A tie vote will fail. A roll call vote will be taken, unless there is a request for a secret ballot. If there is a request for a secret ballot, the Board shall vote on whether to use a secret ballot by roll call vote before conducting the vote on approval of the Board Officer. No second is required.~~
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Exhibit B

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-15: Nuclear Oversight	Monitoring Method:	System Management and Nuclear Oversight Committee Board Report
		Frequency:	Annually
Date of Approval:	February 11, 2016 February 16, 2017 April 21, 2022 May 15, 2025	Resolution No.:	6105 6170 6494 [insert number]

OPPD's Board of Directors understands and appreciates the unique responsibility of the company's nuclear asset and commits to nuclear safety, oversight, and governance. The Board shall ensure its members understand the special nature of used nuclear fuel, establish appropriate oversight responsibilities, and support and strengthen a nuclear safety culture.

The System Management and Nuclear Oversight Committee (SMNOC) shall monitor the safe and secure storage of nuclear fuel and decommissioning activities of Fort Calhoun Station (FCS). In doing so, the SMNOC will periodically review nuclear business unit metrics to ensure that the executive leadership team and the full Board have the necessary information to allow effective monitoring of FCS performance.

Decommissioning metrics shall be established and provided to the full Board on a quarterly basis.

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~~The SMNOC Chair shall:~~

- ~~• Attend each of the following meetings, at least once per year:~~
 - ~~• Decommissioning Oversight Committee (DOC) Meeting~~
- ~~• Bring in nuclear industry experts to provide observation and advisement on nuclear safety, decommissioning and operational performance at FCS on an annual basis.~~
- ~~• Fulfill all other requirements of a Board Committee Chair (GP-9).~~

~~SMNOC Committee Members shall:~~


- ~~• Attend a Decommissioning Oversight Committee (DOC) meeting at least once per year.~~

~~Remaining Board Members may:~~

- ~~• Attend a Decommissioning Oversight Committee (DOC) meeting at least once per year.~~

Decommissioning metrics shall be established and provided to the full Board on a quarterly basis.


Exhibit C

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Board Staff–Linkage
	Policy No. and Name: BL-8: Delegation to the President and Chief Executive Officer – Procurement	Monitoring Method:	System Management and Nuclear Oversight Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 May 15, 2025	Resolution No.:	6082 [insert number]

The CEO shall ensure all procurement activities are performed to the highest ethical standards of conduct and in accordance with all applicable federal, state and local laws, and company policies.

Specifically:

- The CEO shall ensure OPPD’s procurement activities utilize the following attributes:
 - *Use of Competition:* Where applicable, OPPD shall follow procurement requirements specified in Nebraska Revised Statutes §§ 70-637 through 70-640. Other procurement activities that are outside the statutory process shall utilize competitive processes whenever feasible.
 - *Best Evaluated Procurement Selections:* Bids shall be sought, obtained, and evaluated utilizing a “best evaluated total end-use cost” considering costs and benefits of services, quality, delivery timeline, and environmental impacts including life cycle costs for disposal (if applicable). Procurements subject to the statutory process described in Nebraska Revised Statutes §§ 70-637 through 70-640 shall be evaluated and awarded as provided in the applicable statute.
 - *Bid Solicitation:* Bid solicitation shall be inclusive of responsible bidders from within OPPD’s service territory to the extent practical.
 - *Direct Procurements:* Subject to statutory procurement standards, the District may engage in the direct procurement of goods and services without solicitation of competitive bids when it is in OPPD’s best interest even when multiple sources of supplies exist.
 - *Use of Responsible Bidders:* OPPD shall only do business with reputable and responsible bidders. A responsible bidder demonstrates the attributes of trustworthiness, quality, fitness, capacity, financial capability, safety, and experience to satisfactorily perform OPPD work.
 - *Use of Strategic Alliances:* OPPD may enter into Strategic Alliance contracts for the procurement of goods or services to the extent allowed by Nebraska Revised Statutes §§ 70-637 through 70-640. A Strategic Alliance contract is a competitively bid multi-year contract for goods and/or services in which OPPD and the supplier work collaboratively over the life of the contract to improve quality and to explore design and process improvements to reduce cost of production, service delivery, and the total cost of ownership. These benefits are shared by both OPPD and the supplier.
- Executed contracts with authorized transactional values greater than \$1,500,000, which are not subject to the statutory procurement process, shall be reported to the Board on a monthly basis.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Board Staff-Linkage
	Policy No. and Name: BL-8: Delegation to the President and Chief Executive Officer – Procurement	Monitoring Method:	System Management and Nuclear Oversight Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 <u>May 15, 2025</u>	Resolution No.:	6082 <u>[insert number]</u>

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 - *Bid Solicitation:* Bid solicitation shall be inclusive of responsible bidders from within ~~the~~ OPPD's service territory to the extent practical.
 - *Direct Procurements:* Subject to statutory procurement standards, the District may engage in the direct procurement of goods and services without solicitation of competitive bids when it is in OPPD's best interest even when multiple sources of supplies exist.
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- Executed contracts with authorized transactional values greater than \$1,500,000, which are not subject to the statutory procurement process, shall be reported to the Board on a monthly basis



Action Item

May 13, 2025

ITEM

Board Policy Revisions *BL-8: Delegation to the President and Chief Executive Officer – Procurement*; *GP-15: Nuclear Oversight*; and *GP-5: Election of the Board Officers*

PURPOSE

To ensure full Board review, discussion and acceptance of recommended policy revisions.

FACTS

- a. The Governance Committee is responsible for the review and monitoring of Board policy *GP-5: Election of the Board Officers* and convened on May 6, 2025, to review potential policy revisions.
 - The proposed revisions clarify the Board Officer nomination process and are responsive to Board Policy survey feedback reviewed during the August 29, 2024, Board Governance Workshop.
- b. The System Management and Nuclear Oversight (SMNO) Committee is responsible for the review and monitoring of Board policies *GP-15: Nuclear Oversight* and *BL-8: Delegation to the President and Chief Executive Officer – Procurement* and convened on April 28, 2025, to review potential policy revisions.
 - The proposed GP-15 revisions align Board policy with SMNO Committee Charter revisions effective February 20, 2025, regarding the role of nuclear oversight.
 - The proposed BL-8 revision is responsive to Board Policy survey feedback reviewed during the August 29, 2024, Board Governance Workshop.
- c. The Governance and SMNO Committees are recommending to the Board that policies for which each are accountable as listed above be revised as shown in Exhibits A, B and C.

ACTION

Board of Directors approval of Board Policy Revisions to *GP-5: Election of the Board Officers*; *GP-15: Nuclear Oversight*; and *BL-8: Delegation to the President and Chief Executive Officer – Procurement*.

RECOMMENDED:

Signed by:



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Scott M. Focht

Vice President – Corporate Strategy &
Governance

APPROVED FOR BOARD CONSIDERATION:

Signed by:



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L. Javier Fernandez

President and Chief Executive Officer

Attachments:

Exhibit A – GP-5: Election of the Board Officers

Exhibit B – GP-15: Nuclear Oversight

Exhibit C – BL-8: Delegation to the President and Chief Executive Officer – Procurement
Resolution