

## OCEC Governance Committee

### Minutes of 10/25/2011 & 11/7/2011 Meetings

In attendance (at both meetings): Doug Adams, Ardis Bynum, Dick Garing, Paul Taylor

#### Unfinished Business

1. New director orientation checklist. Paul submitted an initial draft of a checklist, and committee members suggested additional items to be included. David will now finalize the checklist, for presentation to the Board for approval.
2. Continuing education/training for directors. Ardis submitted an initial draft of a list of education/training opportunities, which David will finalize and incorporate into the new director orientation checklist.

We decided to recommend that the board review annually the director training opportunities available for the coming year, so that decisions about directors attending training and conferences is made by the board as a whole, prior to finalizing the next year's budget. We recommend that this be done each year at the September board meeting.

3. Development of a professional services template. Doug Adams had recommended that the new General Manager should develop a template for defining the scope of work when consultants are engaged in the future. David will follow-up on this with Doug.
4. Review Policy 10-150 regarding the authority and responsibility of the General Manager. The Committee reviewed the existing policy (10-150) and concluded that no changes were necessary.

The committee also reviewed a proposal by Kent Hitch for establishing financial signing authority limits for the General Manager and other staff, and agreed that such limits should be established. David presented the policy on signing authority limits used at Umatilla Electric Cooperative, and David was asked to draft a signing authority policy for the OCEC based on Umatilla's policy.

#### New Business

1. Director per diem payments. Ardis suggested that clarification is needed as to which types of meetings directors receive per diem for attending. The committee reviewed Policy 10-070 (Compensation and Benefits of Directors) and decided to recommend that directors should be compensated for attending regular and special board meetings, as well as meetings and training approved by the President, but not committee meetings.

2. Annual performance appraisal of the General Manager. This item follows from the board's decision (in its recent self-appraisal) to appraise the performance of the General Manager on an annual basis. David proposed that Touchstone Energy's "Balanced Scorecard" be used as a basis for establishing key result areas for appraisal. At its next meeting, the committee will review the Balanced Scorecard and existing policy 10-140 (GM Selection, Performance Reviews & Replacement) in order to establish an annual GM appraisal procedure.
  
3. Revision of Policy 20-030 (Attendance of Members or Others at Board of Director Meetings). David presented a revision to Policy 20-030 that Doug Adams had drafted, and committee members suggested additional revisions to the policy (and accompanying form used when members when requesting to address the board). David will finalize those revisions, which will be presented to the board for approval at an upcoming board meeting.

Next Governance Committee Meeting: December 27, 6:30pm, OCEC conference room.

## OCEC New Director Orientation Information (draft)

### Information to become familiar with:

- OCEC Articles of Incorporation (available at the OCEC office)
- ~~The OCEC website, and its Bylaws, and Policies (available on the OCEC website)~~
- and bBoard meeting minutes of recent meetings ~~(available on the OCEC website).~~

Director training and education. ~~(to be written after expectations of directors has been clarified)~~ The sheet that Ardis drafted should be inserted here.

**Board meetings.** Regular (monthly) OCEC board meetings are typically held on the 4<sup>th</sup> Tuesday of each month, at 7pm, in the OCEC board room. Additional (“special”) board meetings are scheduled either when a topic requires more time than would be permitted within a regular board meeting, or when an issue must be decided urgently.

OCEC board meetings are conducted using Robert’s Rules of Order, typically following the “simplified” procedures allowed by Robert’s Rules for board meetings.

An agenda and relevant written materials are provided to board members by email approximately two weeks before each board meeting. Routine materials (e.g., financial information, power outages, list of new OCEC members) are included in the ‘consent agenda,’ which is not discussed in the board meeting unless, at the start of the meeting, a board member requests that an item be moved from the consent agenda to the regular agenda.

The public is permitted/invited to observe board meetings, except for the ‘executive session’ portion at the end of each meeting, in which confidential information is discussed.

**Compensation and Benefits.** Directors are compensated for their time spent in board ~~and committee~~ meetings, as well as for other meetings that they have been authorized to attend, at rates specified in Policy 10-070. (Directors are not compensated for their time in committee meetings.) Travel expenses for meetings outside of the local area are also covered as per Policy 10-070. Compensation for attending meetings is triggered with a sign-in sheet distributed at the start of each meeting. Compensation and travel expense reimbursement is triggered by the completion of a travel expense form, available from Lynn Northcott.

To be added: arrange for a facilities tour, and David may want to include a statement here about keeping him in the loop rather than going directly to his staff on matters.