

OCEC Governance Committee

Report on 8/10/2011 Meeting

In attendance: Doug Adams, Ardis Bynum, Dick Garing, Paul Taylor

At this first meeting, the Governance Committee reviewed duties described in its charter and goals assigned to it by the Board at its recent (6/30/2011) strategic planning meeting. Each duty and goal was discussed, and the following decisions (i.e., recommendations to the Board) were made.

Duties Described in the Committee Charter:

- 1) Annual Board self-evaluation. The Committee recommends that the Board conduct a Board self-evaluation, each year, in the Executive Session of the September Board meeting, using the NRECA's Board Performance Evaluation questionnaire. Paul to arrange for the questionnaire to be distributed to Board members at the August 2011 board meeting so that each board member can complete the questionnaire in preparation for the September 27, 2011 meeting.
- 2) Review of the OCEC Articles of Incorporation, By-Laws and Policies. The Committee recommends that a review of the Articles of Incorporation and By-Laws occur in approximately a year's time (summer of 2012). While it was agreed that this exercise would be useful and should be done periodically, the Board and senior management have quite a few more pressing issues to address at present.
- 3) Orientation and assistance to new Board members. The Committee will develop a checklist of information to be provided to new Board members. (Paul to initiate.)
- 4) Continuing Education/Training for Board members. The Committee will develop a list of training and education opportunities available to Board members. (Ardis to initiate.)
- 5) Review of liability insurance for Board members. Doug will ask our legal counsel to do so.
- 6) Nomination and recruitment of new Board members based on gaps in knowledge, skills and abilities. The Committee recommends that, prior to each Board election, the Board identify and communicate to the (member) Nominating Committee any particular skills/background that the Board believes would be an asset to the Board in a new Board member. Committee members suggested that: (a) the identification of any needed skills/background be done at a fairly broad level; and (b) nominating individuals to run for Board elections, as described in the By-Laws, remains the responsibility of the (member) Nominating Committee, and not the Board.

Board Strategic Planning Session (6/30/2011) Goals Assigned to the Governance Committee:

- 1) Annual review of legal services. The Committee recommends that the Board schedule and conduct a review of its legal services in an executive session of the December 27, 2011 Board meeting, which is when our current legal counsel will have completed one year of service to OCEC.
- 2) Development of a professional services template. The new (permanent) General Manager will be asked to develop a professional services template to be used in defining the scope of work when consultants are engaged in the future.
- 3) Review Policy 10-150 regarding the authority and responsibility of the General Manager. The Committee will review this policy at its next meeting.

Next Governance Committee Meeting: October 25, 2011, 6pm, OCEC Board Room