

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

**March 25, 2009**

**ACTION REQUIRED**

**AGENDA ITEM NO. XI.B.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Board Policy 120 – Request for Association Information

**DISCUSSION**

For discussion on this topic, see the memo from K&L Gates Attorney, Louisiana Cutler to the Board of Directors, dated March 17, 2009, which is included with the previous Agenda Item, No. XIA.

**MOTION**

Move that the Board of Directors approve the revised Board Policy 120, Request for Association Information.

# **ATTACHMENT B**

## **CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 120**

**REVISION DATE:**

### **REQUESTS FOR ASSOCIATION INFORMATION**

#### **I. OBJECTIVE**

The objective of this Policy is:

- A. To establish the procedures to be followed in responding to requests for Association information from members of the Association;
- B. To establish the cost of reproduction to be charged;
- C. To provide a procedure for rejecting requests; and,
- D. To provide a procedure for appealing rejected requests.

#### **II. CONTENT**

- A. Requests for current Articles of Incorporation, bylaws, Board policies, annual reports, and newsletters of the Association shall be provided to the requesting member at no charge and such requests shall not be required to be accompanied by a completed Request for Information Form.
- B. The following information shall be provided to a member pursuant to Article XVII of the Association Bylaws upon completion of a Request for Information Form and payment of the cost of producing the information as provided in Paragraph J below:
  - 1. Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
  - 2. Requests for salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not

- employee name, for each employee in the Association;
  3. Collective bargaining agreements to which the Association is a party;
  4. Documents provided in open session of board or committee meetings, including but not limited to, minutes, budget documents, feasibility studies, audits, cost effectiveness studies, and correspondence between the Association and third parties;
  5. Published information which shall include documents provided to any regulatory authority including, but not limited to, the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC) and Securities and Exchange Commission (SEC) filings.
- C. The Chief Executive Officer or his/her designee will determine whether or not the requested document or publication falls within paragraph II.A. or II.B. above.
- D. All requests for documents or information which do not fall under paragraphs II.A. or II.B. above shall be accompanied by a Request for Information Form which has been completed and signed by the requestor. The completed form shall be submitted to the Chief Executive Officer or his/her designee who shall determine if the request is being made for a proper purpose. For the purposes of this Policy, Article XVII of the Bylaws, and consistent with Alaska Statute 10.25.235, a proper purpose is one that is necessary for the member to protect or carry out his or her membership interest in the Association.
- E. Requests that are determined not to be by a member and for a proper purpose shall be denied. Any denial of a request for information shall be accompanied by an appropriate explanation. Any request that has been denied may be appealed to the Board of Directors and the Board shall make the final decision whether the request is for a proper purpose.
- F. Confidential information shall not be released. Confidential information will generally fall into one of the following categories:<sup>1</sup>
1. All information provided to the Board of Directors during executive sessions in accordance with AS 10.25.175, Article V, Section 5 of the Association's Bylaws and Board Policy 103;
  2. Privileged and confidential attorney-client information;

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<sup>1</sup> [The same categories are listed in Board Policy 128, entitled "Confidential Information".](#)

3. Attorney work product;
4. Information protected by privacy laws;
5. Trade secrets, information protected by patent or copyright, or similar information;
6. Proprietary information that if revealed to competitors or other entities, would disadvantage the Association;
7. Confidential personnel information;
8. Information which the Association is contractually required to keep confidential;
9. Information protected by the self-evaluative privilege;
10. Information subject to Securities and Exchange Commission nondisclosure rules; or
11. Any other information that is required to be kept confidential under applicable state or federal law.

Any denial of a request for confidential information shall be made by the Chief Executive Officer and shall be accompanied by an explanation of the reasons for the denial. A denial may be appealed to the Board of Directors. The Association shall also seek judicial protection of court-imposed conditions on confidential information if necessary.

- G. Except as provided in Article XVII of the Association Bylaws, or in Paragraphs H and I below, information contained within a member's file is confidential and will not be provided to anyone except that individual member or his or her spouse upon receipt of proper identification. Presentation of a Release of Information form signed by an authorized agent is also acceptable. Information will not be released to law enforcement personnel or other individuals or agencies without a subpoena or search warrant. However, the Association may disclose to law enforcement personnel without a subpoena or search warrant information from member's files relating to crimes committed against the Association by that member.
- H. In order to minimize the risk of abandoned properties freezing up, and

notwithstanding the provisions of Paragraph G above, the Association will transfer billing responsibility to lenders and property management companies having a bona fide interest in property served by the Association in lieu of physical disconnection of service for nonpayment. This transfer will be done under procedures as may be set forth by the Association.

- I. The Association has the right and the duty to safeguard the disclosure of the Association's membership list. Therefore, the Association's membership list will not be revealed, distributed, or released except to candidates running for election to the Association Board provided the member requesting the membership list certifies that he or she shall use the list only for the Board election. The Association shall also seek judicial protection of court-imposed conditions on the use of the membership list, if necessary.
- J. ~~There shall be no charge for copies of Association documents provided in hard copy or electronic form except as provided in this subsection. shall be \$2.00 for the first page, five (.05) cents per each additional page, and twenty (20) dollars per hour for~~ There shall be a charge for labor for researching and making copies of ~~the~~ documents if the time ~~spent~~ required to find and copy the documents exceeds ~~one-half~~ two hours. The charge shall be the average hourly compensation rate (salary and benefits) of the employee(s) required to perform the research and copying times the number of hours required to complete the project. An estimate of ~~reproduction~~ costs may be requested prior to research and copying. Members may review the documents requested prior to copying to determine what pages they want copied but must still pay the cost of ~~researching~~ ing required to find those documents.
- K. The Association recognizes that the cost of reproducing voluminous studies and reports may place a financial burden on the resources of many individuals. Therefore, the Association shall, whenever possible, make available at least one copy of major studies and reports that are not confidential to interested members for inspection at the Association's headquarters. Members can review and designate what portion or pages of those reports, if any, they wish copied.
- L. All completed requests for information will be handled as expeditiously as possible, given the operating needs of the Association.

### III. RESPONSIBILITIES

- A. Board of Directors

It shall be the ultimate responsibility of the Board of Directors to ensure that non-confidential information requested for a proper purpose is released to members in accordance with this Policy.

**B. Chief Executive Officer**

It shall be the responsibility of the Chief Executive Officer to implement this policy by promptly providing non-confidential documents requested for a proper purpose, and by promptly denying all others requests with an appropriate explanation.

Date Approved: \_\_\_\_\_

Attested: \_\_\_\_\_  
Secretary of the Board

BP: 120

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**REQUEST FOR INFORMATION**

To allow it to efficiently comply with Requests for Information, Chugach Electric Association, Inc. requires that you complete and -sign this form (except when requesting information included in Paragraph II.A of Board Policy 120). You will be ~~asked-required~~ to pay ~~actual reproduction costs of \$2.00 for the first page, \$0.05 per each additional page, and \$20.00 per hour~~ for labor ~~inrequired to~~ researching and ~~making-provide~~ copies (exceeding ~~1/2two~~ hours) for requests for information (other than when requesting information included in Paragraph II.A of Board Policy 120). An estimate of the cost will be provided to you upon request.

For documents that do not fall under Sections II.A and B. of Board Policy 120 or Article XVII, Section 1 of the Association's Bylaws, you will need to state the purpose for requesting the information. Such requests which do not state a proper purpose will be denied. If your request is denied, you will be provided with an appropriate explanation of the reason for the denial and you can appeal the denial to the Board of Directors of Chugach Electric Association, Inc.

Any use of information provided for purposes other than as stated on this Request for Information form or used in violation of any state, local or federal laws could cause Chugach Electric Association, Inc. to seek legal action against the person(s) who requested and/or misused such information.

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NAME: \_\_\_\_\_ DAYTIME PHONE: \_\_\_\_\_ DATE: \_\_\_\_\_  
(Print)

ADDRESS: \_\_\_\_\_

INFORMATION REQUESTED

DOCUMENT

PURPOSE

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.

Do you wish to be informed of estimated reproduction costs before the documents are reproduced? Yes \_\_\_\_\_ No \_\_\_\_\_

Do you want to review the document(s) prior to copying? Yes \_\_\_\_\_ No \_\_\_\_\_

Do you represent an organization? Yes \_\_\_\_\_ No \_\_\_\_\_

Are you a Chugach Member? Yes \_\_\_\_\_ No \_\_\_\_\_

I certify that I will only use the information requested for the purpose(s) stated above. I also certify that I will not sell the information, and that I will only duplicate it for use for the stated purpose. I further agree to indemnify, defend, and hold Chugach harmless against any claims or damages that may result from use of this information for other than the stated purpose.

Signature \_\_\_\_\_

FOR USE BY CHUGACH ELECTRIC ASSOCIATION, INC.

<u>DATE</u>	<u>BY</u>	<u>ACTION</u>
_____	_____	Request received.
_____	_____	Member status verified. Member since _____.
_____	_____	Denied. No proper purpose stated. (Explain)
_____	_____	Denied. No documents or records in existence.
_____	_____	Reproduction costs estimated and reported to requestor.
_____	_____	ESTIMATED COST: \$ _____
_____	_____	Requestor declined to pay costs.
_____	_____	Requestor informed copies ready. ACTUAL COST: \$ _____
_____	_____	Documents delivered. Payment received.