

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

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

**July 23, 2009**

**ACTION REQUIRED**

**AGENDA ITEM NO. V.I.**

- Information Only
- Motion
- Resolution
- Executive Session
- Other

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**TOPIC**

Board Policy 103 – Open Meetings and Executive Sessions on Board of Directors, Board Policy 109 – Committees of the Board of Directors and Board Policy 113 – Procedures for Board of Director Meetings

**DISCUSSION**

The Association's Standard Operating Procedure 063 calls for periodic review of board policies to determine if any revisions are necessary. Board counsel and staff have undertaken the review and at the July 8, 2009 Operations Committee Meeting, the committee recommended that the Board of Directors approve Board Policies 103, 109 and 113 as attached.

**MOTION**

*(Consent Agenda)*

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 103**

**DATE: July 23, 2009**

**OPEN MEETINGS AND EXECUTIVE SESSIONS OF BOARD OF DIRECTORS**

**I. OBJECTIVE**

- A. To provide for member access to Board deliberations and actions.
- B. To comply with AS 10.25.175 and Article V, Section 5(b) of the Association's Bylaws.
- C. To provide for private deliberation when both necessary for the Association's welfare and when lawful.

**II. CONTENT**

Except as specified below, all Board meetings, whether regular, special or committee, shall be open to members. The Board shall go into Executive Session only when, in the Board's opinion, the topic to be discussed is one of the following:

- A. A matter the immediate public knowledge of which would clearly have an adverse effect on the Association's finances.
- B. A subject which would tend to prejudice the reputation and character of any person, when that person has not requested a public discussion.
- C. A matter discussed with an attorney for the Association, the immediate public knowledge of which could have an adverse effect on the Association's legal position.

The Board shall enter Executive Session only after a motion for Executive Session that specifies the subject and the appropriate justification is made and passed. Only the specified subject, and necessary auxiliary subjects, may be discussed in Executive Session, and no formal action may be taken therein.

**III. RESPONSIBILITIES**

A. Board of Directors

It shall be the responsibility of the Board of Directors to comply with this policy in conduct of its meetings, and to follow the requisite formalities when using Executive Session.

B. Chief Executive Officer

It shall be the responsibility of the Chief Executive Officer to identify agenda items which may require Executive Session.

C. No person present at an Executive Session shall release or disseminate information disclosed in Executive Session to unauthorized persons.

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

Attested: \_\_\_\_\_

Alex Gimarc  
Secretary of the Board

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 109**

**DATE: July 23, 2009**

**COMMITTEES OF THE BOARD OF DIRECTORS**

**I. OBJECTIVE**

To provide for the establishment of committees and to ensure that their functions are clearly defined and reviewed periodically.

**II. CONTENT**

- A. The Board of Directors may establish or abolish such standing or special committees as it deems desirable.
- B. Each committee shall have such powers and duties as may be delegated to it by the Board of Directors. Functions of the committees shall be defined in a written Statement of Functions that shall be reviewed annually by the Board of Directors to determine if revisions are needed or if the committee is still required, and an appropriate recommendation shall be made to the Board.
- C. The Chief Executive Officer, or the Chief Executive Officer's designee, shall attend each committee meeting to provide staff advice and assistance.

**III. RESPONSIBILITIES**

- A. It shall be the responsibility of the Board of Directors to establish or abolish committees, approve changes in committee functions and receive and act upon their reports or recommendations.
- B. The Chairman of the Board, in consultation with the Vice Chairman of the Board, Secretary of the Board, and the Treasurer of the Board, and the Chief Executive Officer, shall appoint the members of committees, taking into consideration the preference of the directors. Only members of the Board may serve on Board committees.
- C. The Chairman of the Board of Chugach Electric Association is an ex-officio member of all Board committees, but only votes on the committee to which he/she is appointed.
- D. The chairperson of such committees shall be appointed by the Chairman of the Board, except that the Treasurer of the Board shall be the Chair of the Finance Committee. The Vice Chairman of the committee shall be elected by the committee members.

- E. Board Committees shall only meet as needed. The committee chairperson shall convene all meetings of the committee. Dates of all committee meetings shall be coordinated with the Chief Executive Officer, or his/her designee, to avoid conflict and to assure completion of any required staff study or support. A majority of the committee may call a meeting of the committee.
  
- F. A preliminary agenda shall be prepared for each committee meeting by the Chief Executive Officer in consultation with the chairperson of the committee seven days prior to the committee meeting. This requirement may be waived by a majority of the committee provided, however, that notice of the agenda must be provided at least three days prior to the meeting in accordance with Article V, Section V of the Association's Bylaws.
  
- G. Minutes shall be kept of each committee meeting and shall be provided to the Board of Directors. A report shall be made by the committee chairperson to the Board at its next meeting.

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

Attested: \_\_\_\_\_

Alex Gimarc  
Secretary of the Board

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 113**

**DATE: July 23, 2009**

**PROCEDURES FOR BOARD OF DIRECTORS MEETINGS**

**I. PURPOSE**

To encourage the orderly and efficient conduct of Association business at regular Board of Directors and Board Committee meetings.

**II. AGENDA**

The Agenda for each Board of Directors regular meeting will be:

- I. Calling the meeting to order
- II. Pledge of Allegiance
- III. Executive Session (as necessary)
- IV. Approval of Agenda
- V. Consent Agenda<sup>1</sup>
  - a. Minutes
  - b. Calendar of Events
  - c. Director Expenses
  - d. Other routine business items
- VI. Persons to be Heard
- VII. Chief Executive Officer's Report
- VIII. Correspondence
- IX. Directors' Reports

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<sup>1</sup> Consent agenda items are moved by a single motion. Items in the consent agenda can be amended by a majority vote and any item(s) can be "pulled" at the request of a Director for discussion and/or separate vote. A single vote passes all consent agenda items. A separate vote is required on "pulled" items. Consent items would include contract approvals (where the matter is budgeted and within budget), informational items, and items of lesser importance.

- X. Unfinished Business
- XI. New Business
- XII. Executive Session (as necessary)
- XIII. New Business continued (as necessary)
- XIV. Director Comments<sup>2</sup>
- XIV. Adjournment

The Chief Executive Officer and the Chairman of the Board will consult on the items of new business for regular Board meetings. Items to be deleted or added to the Agenda will be taken up under Item IV, Approval of the Agenda. The Chairman of the Board will prepare the regular Board meeting Agenda.

For Committee meetings, the Chair of the Committee will consult with the Chief Executive Officer regarding the Agenda. The Chair of the Committee will approve the Committee meeting Agenda.

**III. INFORMATION AVAILABLE TO THE BOARD**

All matters for consideration by the Board at regular Board meetings will be included on the Agenda and in the Board information packets seven days prior to the Board meeting. If the Board wishes to consider a matter that was not included on the Agenda, seven days before the meeting, a motion must be made and passed to waive the seven day notice requirement.

Copies of the Board Agenda and a complete Board information packet will be available at each meeting for review by the public.

**IV. PERSONS TO BE HEARD**

Each regular Board and Board Committee meeting Agenda will include a time for persons attending the meeting to speak to the Board. Persons wishing to be heard can submit a request in advance to the Chief Executive Officer's Office or be recognized by the Presiding Officer from the floor. A sign-up sheet will be available, allowing those present to indicate their desire to address the Board.

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<sup>2</sup> Includes items suggested by Board members for discussion at future meetings.

Employees are discouraged from appearing before the Board to present work-related matters and complaints. These matters should be resolved in accordance with applicable Operating Polices and collective bargaining agreements.

When a person is recognized by the Presiding Officer to be heard, the person shall come to the speaker's chair and identify her/himself, including name, address, membership status, if any, and professional affiliation, if any, and any group she/he represents. The Presiding Officer may limit the time allowed for each person seeking to be heard or ask that a representative speak for a group. Unless otherwise approved by the Presiding Officer, each Director and the Chief Executive Officer may have one opportunity to ask questions about or make comments on information presented by persons being heard.

## **V. CONDUCT OF MEETINGS**

The Presiding Officer shall be the Chairman of the Board for a Board of Director meeting or the appointed Committee chair for a Committee meeting. The Chairman of the Board and appointed Committee chairs may appoint an alternate to be the Presiding Officer at Board of Director or Committee meetings in their absence or telephonic attendance.

Regular Board and Board Committee meetings are held for the purpose of conducting the business of the Association. Meetings will be conducted in accordance with Robert's Rules of Order, unless modified by the Board or as otherwise provided in this policy, or unless a Board member requests a recorded vote on a motion.

To allow meetings to be conducted in an efficient and orderly fashion, discussion of Agenda items will be limited to communications among Board members, between the Board and members, between the Board and the Chief Executive Officer and those whom the Chief Executive Officer requests make presentations. Members of the Board, the Chief Executive Officer, or others addressing the Board will not speak unless recognized by the Presiding Officer, as provided below. Speakers shall confine themselves to discussion of the topic under deliberation. Unless a speaker yields the floor, no one shall interrupt another while they are speaking, except for an interruption permitted under Robert's Rules of Order. The following specific rules of conduct shall apply to Board members during all regular Board and Board Committee meetings:

- All wishing to speak must obtain permission to do so from the Presiding Officer.
- All remarks are to be addressed to the Presiding Officer.
- All speeches and remarks shall be limited to two minutes for each person on any given subject or debatable motion. This time may be extended by the Presiding Officer, general consent (no objection) or a majority vote. A motion to close debate shall govern any extension of time.
- A person wishing to speak a second time to a given subject or debatable motion may do so by permission from the Presiding Officer, general consent (no objection) or a majority vote. A motion to close debate shall govern.

- All motions must be clearly stated. The Presiding Officer may require a motion to be presented in writing.
- The person who has offered the motion has the privilege of speaking first. Thereafter, discussion shall be alternated between those for and against the motion. The Presiding Officer has the privilege of speaking last if desired.
- Total time allowed for any one subject or debatable motion shall be no more than 20 minutes. This time may be extended by the Presiding Officer, general consent (no objection) or majority vote. A motion to close debate shall govern any extension of time.

If a person in attendance at the regular Board or Board Committee meeting has urgent material which that person believes must come to the Board's attention under the Agenda item, a Board member may yield his or her time to such a person, with the Presiding Officer's approval. This procedure will occur only under exceptional circumstances.

Photographs and videos may be taken during board meetings without advance permission as long as the activity does not disrupt the Board meeting or cause distraction. The Board chair shall have the authority to administer this provision including determination if an unacceptable disturbance is occurring. Usually, photographers and video takers will be expected to remain unobtrusively in the audience part of the Board room.

**VI. EXECUTIVE SESSION**

All executive sessions of the Board of Directors will be held in compliance with AS 10.25.175, Article V, Section 5 of the Association's Bylaws, and applicable Association Board policies. A motion to go into executive session will state the topic intended for discussion and the specific provision of the Alaska statute, AS 10.25.175, that permits that topic to be discussed in executive session. If a matter is to be discussed in executive session that tends to prejudice the reputation or character of a particular person (AS 10.25.175(c)(2)), that person will have the opportunity to request that the matter be discussed in open session, and the Chief Executive Officer will confirm that such notice has been provided.

**VII. RESPONSIBILITY**

The Chairman of the Board, Presiding Officer and Chief Executive Officer shall be responsible for the administration of this policy.

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

Attested: \_\_\_\_\_

Alex Gimarc  
Secretary of the Board