

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

**OPERATIONS COMMITTEE MEETING**  
**AGENDA ITEM SUMMARY**

**May 12, 2009**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI.**

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

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**TOPIC**

Election of Vice Chairman – Operations Committee

**DISCUSSION**

Board Policy 111, Statement and Functions of the Operations Committee, Section III., item C. states that “The Chairman of the Board shall serve as the chairperson of the Committee or may appoint another director to serve as chair. The Committee shall elect from its membership a vice chairperson...”

The vice chairman acts during the absence of the Chairman. The term of the vice chairman is from her or his election by the Committee and until a new Committee is appointed by the Board Chair or unless the vice chairman is otherwise removed. Director Janet Reiser, is the Chair of the Operations Committee and the other members of the Committee are Directors Jim Nordlund, Elizabeth Kennedy, Rebecca Logan and Elizabeth Vazquez.

**MOTION**

Move that the Operations Committee appoints Director \_\_\_\_\_ as the Vice Chairman of the Operations Committee.

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 111**

**DATE: August 26, 2009**

**STATEMENT OF FUNCTIONS OF THE OPERATIONS COMMITTEE**

**I. BASIC FUNCTION**

To study, advise, and make recommendations to the Chief Executive Officer and Board of Directors on matters relating to the overall policy direction and operational efficiency, management of the Association, public and member relations, and marketing.

**II. DUTIES AND RESPONSIBILITIES**

- A. Appraises annually the performance of the Chief Executive Officer and provides a written report to the Board, including a recommendation on a salary adjustment and any other remuneration when appropriate, on or before the anniversary date of the Chief Executive Officer's contract with the Association.
- B. Reviews the Statement of Delegations (Policy 106) from the Board to the Chief Executive Officer and recommends to the Board any revisions required.
- C. Reviews, in consultation with the Chief Executive Officer and Association Counsel, the Association's bylaws and recommends to the Board any changes required to meet current operating conditions, which changes shall be recommended to the Bylaws Committee. Reviews bylaw amendments proposed by the Bylaws Committee and makes recommendations to the Board of Directors.
- D. Recommends to the Board for approval the Statement of Functions of this committee and reviews annually the functions of this committee to see if any changes are needed and makes recommendations to the Board.
- E. Reviews revised or new Board policies recommended by the Chief Executive Officer regarding the functions, duties and responsibilities of the Operations Committee as well as policies for topics for which no other Board Committee has responsibility, and makes recommendations to the Board.
- F. Reviews, in consultation with the Chief Executive Officer, any proposed revisions to the Association's wage and salary plan for non-bargaining unit employees and makes appropriate recommendations to the Board. Reviews the overall results of the plan with the Chief Executive Officer and discusses any action required.

- G. Reviews, in consultation with the Chief Executive Officer, major employee benefit programs and makes recommendations to the Board.
- H. Reviews, in consultation with the Chief Executive Officer, strategies to be utilized in labor negotiations and/or proposed contract changes, and makes recommendations to the Board.
- I. Reviews periodically the Association's objectives and goals, as recommended by the Chief Executive Officer, and the strategy to achieve these objectives and goals, and makes recommendations to the Board.
- J. Reviews, in consultation with the Chief Executive Officer, the Association's relations with Alaska Power Association (APA) and with other organizations, agencies and entities as necessary, and reports and makes recommendations to the Board.
- K. Reviews periodically programs and plans for Director education and development, and makes recommendations to the Board.
- L. Reviews recommendations of the Chief Executive Officer on the selection of principal consultants to the Board and makes recommendations to the Board.
- M. Reviews, in consultation with the Chief Executive Officer, legislative strategies and legislation to be supported or opposed by the Association and makes recommendations to the Board.
- N. Reviews, in consultation with the Chief Executive Officer, member attitude studies and public and member relations programs, including member involvement and communication, and makes recommendations to the Board or Chief Executive Officer.
- O. Reviews, in consultation with the Chief Executive Officer, market research and marketing plans and programs to improve load factors and energy sales and to help the members make more efficient use of electric energy, and makes recommendations to the Board or Chief Executive Officer.
- P. Reviews periodically the method of nominating Directors to make sure the process encourages nominations which are representative of the composition of the membership, and makes recommendations to the Board.
- Q. Reviews, in accordance with Board Policy 114, the applications of those interested in serving on Member Standing Committees, and makes recommendations to the Board.
- R. Serves the Board in such other areas as may be specifically assigned by the Board.

III. ORGANIZATIONAL RELATIONSHIPS

- A. Reports to the Board of Directors.
- B. The Committee shall be comprised of not more than four directors, including the Chairman of the Board.
- C. The Chairman of the Board shall serve as chairperson of the Committee or may appoint another director to serve as chair. The Committee shall elect from its membership a vice chairperson and appoint a secretary as needed.
- D. The Committee shall meet only as needed. The Committee chairperson shall convene all meetings of the Committee. In his or her absence, the Committee vice chairperson shall convene meetings. The Committee chairperson or a majority of the Committee may call a special meeting of the Committee.
- E. Staff Liaison: Chief Executive Officer.

IV. TERM OF OFFICE

- A. The Committee is a continuing one.
- B. The term of each member runs for one year, or until a successor is appointed.

Date Approved: 8/26/09

Attested: Alex Gimarc  
Alex Gimarc  
Secretary of the Board