

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

June 11, 2008

ACTION REQUIRED

AGENDA ITEM NO. VI.

Information Only
 Motion
 Resolution
 Executive Session
 Other (Discussion)

TOPIC

Standards of Conduct for Chugach Electric Association, Inc. Board Members

DISCUSSION

At a meeting on April 8, 2008, the Board of Directors adopted a Code of Ethics that applies to all Association Board members and employees. That Code demands the highest ethical conduct from its directors and employees. The Board should establish the goal of conducting the business of Association with high levels of dignity, civility, and respect for the Association as an entity for the individual employees and members of the Association, Board, and Committees. The Board should establish standards of conduct for itself and its Committees in order to further its efforts to accomplish its goal. A document titled "Standards of Conduct for Chugach Electric Association, Inc. Board Members" is attached for the Board for its consideration for possible action and approval at the June 25 Board meeting, together with a Resolution.

MOTION

N/A

Standards of Conduct for Chugach Electric Association, Inc. Board Members

The Members of the Chugach Electric Association, Inc. Board of Directors shall:

1. Make it a priority to attend all Board meetings and Board committee meetings of which they are a member.
2. Be prepared and become familiar with the issues on the agenda in advance of all meetings, including having carefully read all materials provided.
3. Have an informed opinion on the issues that will be discussed at the meeting.
4. Fully participate in discussions and deliberations on an issue and ensure that all points of view are raised.
5. Allow ample opportunity for every other Board member to be heard on any matter being considered by the Board and listen carefully to the judgmental views as well as the factual observations of other Board members.
6. Keep discussion and questions focused on specific agenda items under consideration.
7. Observe the procedures in Board Policy 113 during meetings.
8. Always discuss and deliberate with courtesy and respect for other members of the Board.
9. When casting votes, keep the best interests of the Association above any personal interest or special interests.
10. Accept decisions reached by the majority (or other required percentage) as the decisions of the entire Board.
11. Respect decisions reached by others as representing their best judgment.
12. Always treat staff members and guests who are participating in Board and Committee meetings with respect and courtesy.
13. Not use the agenda item for Director Comments to impugn, accuse, criticize or malign any person or entity or decision of the Board.
14. Always treat the staff assigned or consultants retained to work with the Board, as well as members, with courtesy and respect.
15. Submit requests for information to staff through the Chair in a timely fashion so that staff is not required to stay late after normal work hours or work weekends to accommodate Board member requests.
16. Except as provided in applicable Board Policies and the Association's Bylaws, receive the approval of the Board Chair prior to incurring any expenses on behalf of the Association.
17. Not make communications purporting to be on behalf of the Board or representing the Association without the approval and consent of the full Board unless those communications in fact represent the position of the Association on a matter.

18. Avoid situations where there is a possibility for a conflict of interest, and promptly disclose any conflicts of interest that arise, as also provided in Board Policy 114 and the Association's Code of Ethics.
19. Set an example of good leadership for the entire Association.
20. Serve as a model of leadership and civility.
21. Inspire member and public confidence in the Board and the Association.
22. Conduct themselves, personally and professionally in accordance with the highest moral and ethical standards, and avoid the appearance of any conduct inconsistent with such standards.
23. Demonstrate honesty and integrity in every action taken and statement made as a Board member.

These Standards for Conduct by the Board of Directors of Chugach Electric Association, Inc. were approved by the Board at its [date]_____ Board meeting.

Date: _____

By: _____
Secretary of the Board

RESOLUTION

WHEREAS, the Board has a Code of Ethics which demands the highest possible ethical conduct from its directors as well as from its employees; and

WHEREAS, the Board also wishes to establish the goal of conducting the business of the Association with high levels of dignity, civility, and respect for the Association as an entity and for the individuals employees and members of the Association, Board, and Committees; and

WHEREAS, the Board has decided to establish standards of conduct for itself and its Committees in order to further its efforts to accomplish its goal.

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the Standards of Conduct in the attached document titled "Standards of Conduct for Chugach Electric Association, Inc. Board Members.

I, Alex Gimarc, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric non-profit cooperative membership corporation organized and existing under the laws of the State of Alaska: that the foregoing is a complete and correct copy of a resolution adopted at a meeting of the Board of Directors of this corporation, duly and properly called and held on the 11th day of June, 2008; that a quorum was present at the meeting; that the resolution is set forth in the minutes of the meeting and has not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation the 11th day of June, 2008.

Secretary