

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

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

**July 25, 2007**

**ACTION REQUIRED**

**AGENDA ITEM NO. VII.**

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

Revision to Board Policy 113, Procedures for Board of Directors Meetings, to provide for the electronic recording of executive sessions as well as the storage of, access to, and use of those recordings.

**DISCUSSION**

The Board previously passed a motion to electronically record executive session discussions. This revision to Board Policy 113 provides for such electronic recording and the storage of, access to, and use of those recordings. The proposed revisions to Section VI of Board Policy 113 are shown on the redlined version of the Policy, which is attached.

**MOTION**

Move that the Operations Committee recommend to the Chugach Board of Directors approval of the proposed revisions to Board Policy 113 as attached.

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 113**

**DATE: April 18, 2007**

**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 "pulled" by a Board member 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. Director Comments<sup>2</sup>
- XIII. Executive Session (as necessary)
- 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.

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 Policies and collective bargaining agreements.

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

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 consumer 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.

Use of cameras, either in or outside the Board meeting room, is prohibited during Board or Board Committee meetings except by photographers invited by the Presiding Officer to do so for Association business.

## VI. EXECUTIVE SESSION

All executive sessions of the Board of Directors will be held in compliance with applicable state law, Chugach's bylaws and Board Policy 103. 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 particular individual is to be discussed in Executive Session, that person will have the opportunity to request that the matter be discussed in open session and the Chief Executive Officer will confirm that this has been done.

Executive sessions of regular, special and committee meetings of the Board shall be electronically recorded. Any materials reflecting the Board's discussions in executive session, including recordings or minutes of such proceedings, or copies of materials considered during the executive session (Executive Session Materials), shall be kept in a locked, secure location in the Association Executive Offices. Access to Executive Session Materials shall be arranged through the CEO, his Administrative Assistant, an Executive Assistant II, or the General Counsel's Office. Only Board members, Board counsel, Association Counsel, and Chugach staff who attended a particular portion of an executive session, may review or listen to such materials. No copies of Executive Session Materials will be made or distributed except upon motion of the Board, at the direction of the CEO or for the Association and Board's attorneys.

## VII. RESPONSIBILITY

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

Date Approved: April 18, 2007

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

Secretary of the Board