

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

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

**August 12, 2009**

**ACTION REQUIRED**

**AGENDA ITEM NO. IX.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Board Policy 111 – Statement of Functions of the Operations Committee.

**DISCUSSION**

The Association's Standard Operating Procedure 63 calls for periodic review of Board policies to determine if any revisions are necessary. Board counsel and staff have undertaken the review, and they recommend the changes to Board Policy 111 as shown in the attached document.

Most of the proposed changes clarify existing language and/or remove redundant duties and responsibilities. Additionally, we recommend changing the date by which the Chief Executive Officer's (CEO) performance appraisal must be completed to the anniversary date of the CEO's contract. The current February deadline is inconsistent with the April date provided for in Section III.B of Board Policy 106 (Delegations of Authority to the CEO). If the Board accepts the anniversary date change, we will prepare a conforming change to Board Policy 106 for your consideration at a future Operations Committee meeting.

**MOTION**

Move that the Operations Committee recommend the Board of Directors approve the revisions to Board Policy 111 – Statement of Functions of the Operations Committee as shown in the attached draft policy.

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 111**

**DATE:** \_\_\_\_\_

**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: \_\_\_\_\_

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

Alex Gimarc  
Secretary of the Board

# CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 111

DATE:

## 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, and management of the Association, ~~and~~ public and member relations, and marketing ~~and economic development~~.

### 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 ~~February regular Board meeting 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 ~~General 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 ~~an appropriate~~ 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 ~~an appropriate~~ 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 in areas this committee is responsible for, or as well as policies for topics for which no other Board Committee has responsibility, for which there is no appropriate committee, to refer such policies and makes ~~an appropriate~~ 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

- ~~an~~-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 ~~overall~~ 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 the long range objectives and goals of the Association as recommended by the Chief Executive Officer and makes recommendations to the Board.~~
- ~~N~~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.
- ~~O~~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.
- ~~P~~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.
- ~~Q~~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.

~~RQ.~~ Reviews, in accordance with Board Policy 114, the applications of those interested in serving on ~~the Bylaws Committee, Nominating Committee, and Election Committee~~ Member Standing Committees, and ~~recommends to makes recommendations to~~ the Board ~~the appointment of members to these Committees and the term for each member.~~

~~SR.~~ Serves the Board in such other areas as may be specifically assigned ~~to it~~ 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 Aa 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, ~~and thereafter~~ or until a successor is appointed.

Date approved: \_\_\_\_\_

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