

CHUGACH ELECTRIC ASSOCIATION, INC. ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Susanne Fleek-Green, Chair Rachel Morse, Director Sisi Cooper, Director Bettina Chastain, Director Mark Wiggin, Director

March 05, 2025

4:00 p.m.

Chugach Board Room

- I. CALL TO ORDER (4:00 p.m.)
 - A. Roll Call
- II. APPROVAL OF THE AGENDA* (4:05 p.m.)
- III. APPROVAL OF THE MINUTES* (4:05 p.m.)
 - *A. December 04, 2024 (Mankel)*
- IV. UNFINISHED BUSINESS (none)
- V. NEW BUSINESS** (scheduled) (4:10 p.m.)
 - A. Bylaw Changes* (Wilkson) (4:10 p.m.)
 - B. Board Policy Updates* (4:40 p.m.)
 - 1. BP 202 Procedures for Board of Directors Meeting (Wilkson)
 - 2. BP 204 Director Meeting Fees and Expenses (Highers)
 - 3. BP 404 Approval of Collective Bargaining Agreements (Wilkson)
 - C. Community Outreach (Hasquet) (5:10 p.m.)
 - D. NRECA Resolutions (Baker) (5:30 p.m.)
- VI. EXECUTIVE SESSION (none)
- VII. DIRECTOR COMMENTS (5:50 p.m.)
- VIII. ADJOURNMENT* (6:00 p.m.)

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

December 4, 2024 Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Amanda Mankel

I. CALL TO ORDER

Chair Fleek-Green called the Governance Committee meeting to order at 5:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present: Susanne Fleek-Green, Chair Rachel Morse, Vice Chair Mark Wiggin, Director Bettina Chastain, Director Sisi Cooper, Director

Board Members Present: Jim Nordlund, Director Dan Rogers, Director

Guests and Staff Attendance Present:

Arthur Miller
Matthew Clarkson
Allan Rudeck
Sherri Highers

Julie Hasquet
Whitney Wilkson
Chantelle Lewis-Boutte

Scarlett Masten Bernie Smith, Member Angela Kuest, Member

Via teleconference:

Andrew Laughlin Heather Slocum Alex Petkanas, Member Stephanie Huddell Zoe Cramer, Member Shaina Kilcoyne, Member Sandra Cacy

II. APPROVAL OF THE AGENDA

Director Morse moved, and Director Cooper seconded the motion to approve the agenda. The motion passed unanimously.

III. APPROVAL OF MINUTES

Director Morse moved, and Director Cooper seconded the motion to approve the March 18, 2024, Governance Committee meeting minutes. The motion passed unanimously.

Bernie Smith, Member, spoke to the Committee regarding Board Policy 202 and the placement of Director Comments and thanked the Board for the extended 3 minutes for Member Comments.

IV. **UNFINISHED BUSINESS** (none)

V. **NEW BUSINESS**

A. Election of Governance Committee Vice Chair

Chair Fleek- Green opened the floor for nominations for Vice Chair of the Governance Committee.

Chair Fleek- Green closed the nominations and called for a vote.

The result of the vote: Director Morse was elected as Vice Chair of the Governance Committee.

- B. 2025 Member Advisory Council
 - 1. Discussion on 2025 MAC Renewal and Topics
 - 2. Appointments to 2025 MAC

Chair Fleet-Greem moved, and Director Morse seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors renew the MAC for 2025, subject to a requirement that the Board to consider the renewal for 2026 year in advance of the application request. The motion passed unanimously.

Director Morse moved, and Director Wiggin seconded the motion that the Governance Committee recommend that the Chugach Electric Association, Inc. Board of Directors appoint Carl Berger, Esther Cox, Griffin Hagle Foster, Bill Herman, Marnie Isaacs, Shaina Kilcovne, and Mitchell Roth to the 2025 Member Advisory Council. The motion passed unanimously.

Director Cooper left the meeting at 5:47 p.m.

C. Appointments to 2025 Bylaws, Election, and Nominating Committees

Director Wiggin moved, and Director Chastain seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint, Dee Berline-Nauman, Jim Henderson, and Michael Powell to the "C" Term on the Bylaws Committee. The motion passed unanimously.

Director Wiggin moved, and Director Chastain seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Steve Strait to the A Term, Louise Lazur and James Lebiedz, and to the B Term, and Dawn Bundick, Thomas Evans, Kevin Perron, and Marie Berry to the C Term on the Election Committee. The motion passed unanimously.

Director Wiggin moved, and Director Morse seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Patti Bogan, Alex Traxler, and Bryce Mahn to the C Term, and Jessica Koloski to the A Term on the Nominating Committee. The motion passed unanimously.

Director Cooper was not present at the time of these motions.

D. Member Committee Compensation

Sherri Highers, Chief Financial Officer, presented on Member Committee Compensation and responded to questions from the Board.

Director Wiggin moved, and Director Chastain seconded the motion that the Governance Committee recommend the Board of Directors adopt a \$50.00 per meeting fee for appointed members of the Bylaws Committee, Election Committee, Nominating Committee, and ad hoc committees including the Member Advisory Council, effective January 1, 2025. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

E. Board of Director Appointments to Chugach Electric Association Charitable Foundation*

Chantelle Lewis-Boutte, Member & Energy Programs Specialist, presented on Board of Director Appointments to Chugach Electric Association Charitable Foundation and responded to questions from the Board.

Director Morse moved, and Director Wiggin seconded the motion that the Governance Committee recommended the Chugach Electric Association, Inc. Board of Directors appoint Jim Nordlund, Susanne Fleek-Green, and Dan Rogers to serve as the initial directors, also referred to as the Board of Trustees, of Chugach Electric Association Charitable Foundation. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

F. Board Policy Updates

Matthew Clarkson, Chief Legal Officer, and Whitney Wilkson, Associate General Counsel, presented the Board Policy Updates and responded to questions from the Committee.

- 1. BP 201 Open Meetings & Executive Session of the Board of Directors
- 2. BP 202 Procedures for Board of Directors Meeting
- 3. BP 205 Committees of the Board of Directors
- 4. BP 206 Statements of Functions of the Operations Committee
- 5. BP 209 Indemnification of Directors, Officers, Employees and Agents
- 6. BP 505 Safety Policy

Director Morse moved, and Director Wiggin seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to the Board Policies identified on Attachment II. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

G. Board of Director Compensable Meetings/Events Fees and Per Diem

The Committee had a discussion regarding Board of Directors Compensable Meetings/Events Fees and Per Diem. The Committee decided further discussion is necessary.

VI. EXECUTIVE SESSION

A. Personnel Matters

Director Chastain moved, and Director Wiggin seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1), (3) and (4), the Board of Directors go into executive session to: 1) discuss and receive reports regarding matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) discuss personnel matters. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

The meeting reconvened in open session at 6:26 p.m.

VII. NEW BUSINESS (none)

VIII. DIRECTOR COMMENTS

Director comments were made at this time.

IX. ADJOURNMENT

At 8:00 p.m., Director Wiggin moved, and Director Chastain seconded to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING AGENDA ITEM SUMMARY

March 05, 2025

ACTION REQUIRED	AGENDA ITEM NO. V. A.
Information Only	
X Motion	
Resolution	
Executive Session	
Other	

TOPIC

Proposed Bylaw Amendments to Chugach Electric Association, Inc (Chugach)

DISCUSSION

The Bylaws Committee convened on February 24, 2025, to review and discuss four proposed Bylaw amendments. Attachment I summarizes the proposed amendments and the Bylaw Committee's recommendations.

Of the four proposed Bylaw amendments, the Bylaws Committee recommends the Chugach Board of Directors approve the proposed amendment to Article III, MEMBERS, MEETINGS AND ELECTIONS, SECTION 1. Annual Meeting, to extend the timeframe for holding the annual meeting from the period of May 15 to June 15, to April 15 to June 15. Attachment II includes both redline and clean versions of the approved proposed Bylaw amendment to extend the annual meeting timeframe by one month. The Bylaws Committee did not recommend advancing the other proposed amendments to the Bylaws.

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the proposed amendment, as outlined in Attachment II, for inclusion on the ballot for a vote by the Chugach membership in the 2025 annual meeting election to extend the timeframe for the annual meeting from the period of May 15 to June 15, to April 15 to June 15.

Chugach Electric Association, Inc. Anchorage, Alaska

Attachment I Proposed Bylaw Amendments Considered by the Bylaws Committee

Proposed Bylaw Change 1 and 2

Submitted By: George Nagel

Proposed Bylaw Change 1: Pay/Retire capital credits promptly. Capital credits shall be retired no later than 3 years after they were accrued by the member.

Proposed Bylaw Change 2: Members shall be informed of their accrued capital credits on a regular basis.

Bylaws Committee Recommendation: Chugach's Chief Finance Officer gave a presentation on capital credit retirements. Following the presentation, the committee felt that they could not take any action on the proposal in light of the loan covenants.

Proposed Bylaw Change 3

Submitted By: Jim Nordlund

Proposed Bylaw Change: Bylaw Amendment to Article IV, Section 4(a). Nominations.

After the language: "The committee shall seek qualified candidates" Add: and certify that nominees meet the qualifications listed in Article IV, Section 3 of these bylaws.

Delete: [AS WELL AS SCREEN POTENTIAL NOMINEES.]

Bylaws Committee Recommendation: Motioned to postpone indefinitely.

Proposal 4

Submitted By: Chugach Electric Association, Inc.

Proposed Bylaw Change: Article III Section 1 of the Bylaws provides that the annual meeting of the members shall be held between May 15 and June 15. Chugach proposes expanding the timeframe as follows:

ARTICLE III MEMBERS, MEETINGS AND ELECTIONS

SECTION 1. <u>Annual Meeting</u>. The annual meeting of the members shall be held, as designated by the board of directors in the notice of meeting, on such convenient date, on or after

May April 15 and not later than June 15 of each year, either (a) at such place or building in the Municipality of Anchorage, State of Alaska, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. The purpose of the annual meeting shall be to elect directors, pass upon reports for the previous fiscal year, and transact such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

Bylaws Committee Recommendation: Approve the recommended changes to extend the timeframe of the Annual meeting by one month. Unanimous Consent.

Chugach Electric Association, Inc. Anchorage, Alaska

Attachment II Bylaws Committee Recommendations for Amendments to the Bylaws

ARTICLE III MEMBERS, MEETINGS AND ELECTIONS

SECTION 1. Annual Meeting. The annual meeting of the members shall be held, as designated by the board of directors in the notice of meeting, on such convenient date, on or after May April 15 and not later than June 15 of each year, either (a) at such place or building in the Municipality of Anchorage, State of Alaska, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. The purpose of the annual meeting shall be to elect directors, pass upon reports for the previous fiscal year, and transact such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

ARTICLE III MEMBERS, MEETINGS AND ELECTIONS

SECTION 1. <u>Annual Meeting</u>. The annual meeting of the members shall be held, as designated by the board of directors in the notice of meeting, on such convenient date, on or after April 15 and not later than June 15 of each year, either (a) at such place or building in the Municipality of Anchorage, State of Alaska, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. The purpose of the annual meeting shall be to elect directors, pass upon reports for the previous fiscal year, and transact such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING AGENDA ITEM SUMMARY

March 05, 2025

ACTION REQUIRED	AGENDA ITEM NO. V.B.
Information Only	
X Motion	
Resolution	
Executive Session	
Other	
<u></u>	

TOPIC

Board Policy Updates

DISCUSSION

The Chugach Electric Association, Inc. (Chugach or Association) Board of Directors establishes board policies that govern the direction of the Association, including governance, operations, finance, human resources, and strategic planning. The policies are designed to ensure that the Association operates effectively, ethically, and in accordance with its mission and values. The policies support and complement the Bylaws.

Chugach has continued the third series of a three-year review of its Board Policies and is proposing revisions to the following policies:

- 1. BP 202 Procedures for Board of Directors Meeting
- 2. BP 204 Director Meeting Fees and Expenses
- 3. BP 404 Approval of Collective Bargaining Agreements

A summary of the proposed changes to each policy is provided in Attachment I. Attachment II includes the proposed updated Board Policies, presented in both redline and clean versions.

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to the Board Policies identified on Attachment II.

Attachment I

Chugach Electric Association, Inc. Anchorage, Alaska

Attachment I: Summary of Modifications to Board Policies

- 1. BP 202 Procedures for Board of Directors Meeting
 - Revised to add statement allowing Director comments to be moved before executive session if the agenda does not include new business or action items following executive session.
 - o Minor revisions throughout.
- 2. BP 204 Director Meeting Fees and Expenses
 - Revised subsection II. F. to change reimbursement for legitimate expenses to a paid daily allowance (per diem) for meals and incidentals.
 - O Revised subsection II.F. to state: "The per diem rate shall reflect the current publicized Local Meals or Proportional Meals, plus Local Incidentals rate based on location, in accordance with the Defense Travel Management Office. If dinner is provided, the daily allowance shall be the Proportional Meals plus Local Incidentals rate. A reimbursable day is defined as the hours between 8:00 a.m. and 5:00 p.m., with any partial day reimbursed at 75 percent of the applicable Local Meals or Proportional Meals, plus Local Incidentals rate."
 - Revised subsection II.F. to include "Section F: Other Expenses," stating that the Association will reimburse Directors for reasonable and necessary expenses incurred during an authorized Compensable Event that do not fall under the previously mentioned categories. Examples of such expenses include business supplies, tools, accessories, or similar costs, as approved by the Board.
 - Minor revisions throughout.
- 3. BP 404 Approval of Collective Bargaining Agreements
 - o Revised subsection II.A. to eliminate the reference to B.10.a., ensuring alignment with Board Policy 401.
 - o Minor revisions throughout.

Attachment II

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 202

PROCEDURES FOR BOARD OF DIRECTORS' MEETINGS

I. OBJECTIVE

To encourage the orderly and efficient conduct of Association business at all Board meetings, whether regular, special, or committee (collectively "Board Meetings").

II. CONTENT

A. Regular and Special Meeting Agendas

The agenda for each regular and special Board of Directors meeting will be:

- I. Calling the Meeting to Order
 - a. Pledge of Allegiance
 - b. Roll Call
 - c. Safety Minute
- II. Approval of Agenda
- III. Persons to be Heard
- IV. Consent Agenda¹
 - a. Calendar of Events
 - b. Training/Conferences
 - c. Minutes
 - d. Director Expenses
 - e. Other routine business items
- V. Chief Executive Officer's Reports & Correspondence
- VI. Directors' Reports
- VII. Unfinished Business (as necessary)
- VIII. New Business (as necessary)
- IX. Executive Session (as necessary)
- X. Director Comments
- XI. Adjournment

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¹ Consent agenda items are moved by a single motion. Items on 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 may include contract approvals (where the matter is budgeted and within budget), routine informational items, matters that have previously been presented and discussed with the Board or a committee of the Board, and items of lesser importance.

The Chief Executive Officer and the Board Chair will consult on items of new business for regular and special Board meetings. <u>If the meeting agenda does not include new business or action items following executive session, the agenda may be revised to place Director comments prior to executive session.</u> Items to be deleted or added to the agenda will be taken up under Item II, Approval of the Agenda.

B. Committee Meeting Agendas

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.

C. Information Available to the Board and Members

All matters for consideration at any Board Meeting will be included on the agenda and in the meeting information packets seven days prior to the meeting. If the Board or Board Committee wishes to consider a matter that was not included on the agenda five days before the meeting, a motion must be made and passed to waive the five-day notice requirement.

Copies of the Board information packet (with the exception of any items considered privileged or confidential) will be available online by the beginning of the meeting.

D. Persons to be Heard

Each Board Meeting agenda will include a time for members attending the meeting to comment. Persons wishing to be heard can submit a request in advance to the Chief Executive Officer's Office or be recognized by the Chair 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 Polices and collective bargaining agreements.

When a member is recognized by the Chair to be heard, the member shall come to the speaker's chair and identify themself, including name, address, membership status, professional affiliation, and any group they represent. The Chair may limit the time allowed for each member seeking to be heard or ask that a representative speak for a group. Unless otherwise approved by the Chair, each Director and the Chief Executive Officer may have one opportunity to ask questions about, or make comments on, information presented by members being heard.

E. Conduct of Meetings

The Chair for any Board Meeting may appoint an alternate to chair the meeting in their absence or electronic attendance.

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

To allow Board 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 Chair, 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 Board Meetings:

- All wishing to speak must first be recognized by the Chair.
- All remarks are to be addressed to the Chair.
- All speeches and remarks shall be limited to three minutes for each person on any given subject or debatable motion. This time may be extended by the Chair, general consent (no objection) or a majority vote. A motion to close debate, if approved, 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 Chair, general consent (no objection) or a majority
 vote. A motion to close debate, if approved, shall govern.
- All motions must be clearly stated. The Chair 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 Chair 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 Chair, general consent (no objection) or majority vote. A motion to close debate, if approved, shall govern any extension of time.

If a person in attendance at the Board Meeting has urgent material which that person believes must come to the Board's attention under the agenda item, a Board member may yield their time to such a person, with the Chair'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 Chair shall have the authority to administer this provision including a determination of whether an unacceptable disturbance is occurring. Usually, photographers and video takers will be expected to remain unobtrusively in the audience section of the Board room.

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III. <u>EXECUTIVE SESSION</u>

All Board Meeting executive sessions will be held in compliance with AS 10.25.175; Article V, Section 5 of the Association's Bylaws; and, applicable Association Board policies. 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.

IV. <u>RESPONSIBILITY</u>

The Chair and Chief Executive Officer shall be responsible for the administration of this Policy.

Date Approved: March 26,———	, 202 <u>5</u> 4	Attested:	
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Susanne Fleek-Green Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 202

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- A person wishing to speak a second time to a given subject or debatable motion may
 do so by permission from the Chair, general consent (no objection) or a majority
 vote. A motion to close debate, if approved, shall govern.
- All motions must be clearly stated. The Chair 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 Chair 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 Chair, general consent (no objection) or majority vote. A motion to close debate, if approved, shall govern any extension of time.

If a person in attendance at the Board Meeting has urgent material which that person believes must come to the Board's attention under the agenda item, a Board member may yield their time to such a person, with the Chair's approval. This procedure will occur only under exceptional circumstances.

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BOARD POLICY: 202 PAGE: 4

III. <u>EXECUTIVE SESSION</u>

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IV. <u>RESPONSIBILITY</u>

The Chair	and Ch	hief E	ecutive	Officer	shall	be	responsible	for	the	administra	ation	of t	this
Policy.							_						

Date Approved: March 26, 2025	Attested:	
	Susanne Fleek-Green	
	Secretary of the Board	

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 204: 204

DIRECTOR MEETING FEES AND EXPENSES

I. OBJECTIVE

To provide compensation and expense reimbursement for Directors serving on Chugach Electric Association, Inc.'s ("Association") Board of Directors.

II. CONTENT

- A. <u>Board Meetings</u>. Upon approval of the Board, a "Board Meeting Fee" in the amount identified in Appendix A shall be paid to Directors for each day of attendance, or fraction thereof, at regular and special meetings of the Board ("Board Meetings"). The Board Chair shall receive an additional "Board Chair Fee" in the amount identified in Appendix A for each day of each Board Meeting compensated under this Paragraph A if the Chair performs the duties of Chair at the Board Meeting.
- B. <u>Committee Meetings</u>. Upon approval of the Board, a "Committee Meeting Fee" in the amount identified in Appendix A shall be paid to Directors for each day of attendance, or fraction thereof, at Board Committee Meetings whether standing, special, or ad-hoc. The Committee Chair shall receive an additional "Committee Chair Fee" in the amount identified in Appendix A for each day of each Committee Meeting compensated under this Paragraph B if the Chair performs the duties of Chair at the Committee Meeting.
- C. Other Meetings and Events. Upon approval of the Board, an "Other Meetings/Events Fee" in the amount identified in Appendix A shall be paid to Directors for each day of attendance, or fraction thereof, at: (1) meetings where a Director attends as an official Board liaison or representative ("Other Meetings"); and (2) company and community events where a Director is representing the Association in an official capacity ("Events"). Directors shall be paid a "Travel Fee (In-State)" in the amount identified in Appendix A for each day of travel to Other Meetings and Events within the state of Alaska and a "Travel Fee (Out-of-State)" in the amount identified in Appendix A for each day of travel to Other Meetings and Events outside of the state of Alaska. Travel Fees shall be limited to a maximum of two days before the first day of the Other Meeting or Event attended and one day following the end of the Other Meeting or Event.
- D. <u>Conferences and Education</u>. Upon approval of the Board, a "Conference Fee (In-State)" in the amount identified in Appendix A shall be paid to Directors representing

the Association in an official capacity for each day of attendance, or fraction thereof, at conferences and educational seminars within the state of Alaska or a "Conference Fee (Out-of-State)" in the amount identified in Appendix A for conferences and educational seminars outside of the state of Alaska ("Conferences"). Directors shall be paid a "Travel Fee (In-State)" in the amount identified in Appendix A for each day of travel to Conferences within the state of Alaska and a "Travel Fee (Out-of-State)" in the amount identified in Appendix A for each day of travel to Conferences outside of the state of Alaska. Travel Fees shall be limited to a maximum of two days before the first day of the Conference attended and one day following the end of the Conference.

- E. Compensation Limits. If more than one Board Meeting, Committee Meeting, Other Meeting, Conference, and/or Event described in sections A-D above ("Compensable Event") is held and attended by a Director on the same day, only one day's attendance fee will be paid, which shall be the highest of any applicable daily fees. If travel occurs on the same day as a Compensable Event the daily attendance fee will be paid but the travel fee will not be paid. Each day of a multi-day Compensable Event counts as a single meeting. A Director may not be compensated for more than two regular Board meetings per month and an additional 12 special Board meetings per year. Directors shall not be paid for more than 70 total days of attendance per year at Board Meetings, Committee Meetings, Other Meetings and Events; except that, the Board Chair may be compensated for up to 85 total days of attendance per year at Board Meetings, Committee Meetings, and Other Meetings and Events. Additionally, Directors (including the Board Chair) shall not be paid for more than 20 days of attendance per year at Conferences. For purposes of this policy the term "per year" shall mean the one-year period between the Association's annual member meetings.
- F. Expense Reimbursement. Directors shall be paid a daily allowance (per diem) for meals and incidental expenses reimbursed for all legitimate expenses for attendance at any Compensable Events upon submission of a business expense report-with receipts attached. The per diem rate shall reflect the current publicized Local Meals or Proportional Meals, plus Local Incidentals rate based on location in accordance with the Defense Travel Management Office. If dinner is provided, the daily allowance shall be the Proportional Meals plus Local Incidentals rate. A reimbursable day is defined as the hours between 8:00 a.m. and 5:00 p.m. Any partial day shall be reimbursed at 75 percent of the applicable Local Meals or Proportional Meals, plus Local Incidentals rate. Expense reports shall be reviewed and approved by the Board. No expenses will be paid for spouses or other family members of Directors, or any other individuals accompanying Directors to meetings. Other non-meal and incidental Travel and related expenses shall be submitted on a business expense report with receipts attached, and shall be reimbursed on the following basis:

1. Air Transportation

- a. Directors will only be reimbursed for reasonably priced airfare, taking into consideration preferred airports, preferred arrival and departure times, connection times, and other restrictions. First Class air travel shall not be approved for reimbursement; however, the Director may purchase first class airfare provided that the Director is only reimbursed for reasonable round-trip airfare as provided above.
- b. Directors may personally retain frequent flyer awards that accrue from authorized Association travel.
- c. The Board reserves the right to determine whether to reimburse individual Directors for penalties and other charges for flight cancellations or changes, taking the circumstances into account.

2. Other Transportation and Parking

- a. Personal Vehicles. If a Director elects to use their personal vehicle for authorized Association travel purposes for travel distances more than 15 miles to and from their personal residence each way, the Association will reimburse Directors upon request at the mileage rate set by the Internal Revenue Service (IRS). Tolls and parking fees are also reimbursable. Parking tickets, vehicle repairs and maintenance, fines for moving violations, vehicle towing charges, or other expenses not necessary for Association travel purposes will not be reimbursed. Directors using a personal vehicle for Association travel purposes should ensure that their automobile insurance covers business travel.
- b. Rental Vehicles. If use of a rental car is required for Association travel purposes, the Association will reimburse Directors for the reasonable cost of the rental car, gasoline, tolls, and parking fees. Directors must reserve an economy or standard-size vehicle. Upgrades to full-size vehicles are permissible only with advance approval by the Board Chair and if required due to the number of passengers. The Association's insurance will cover both the Director and the vehicle when a vehicle is rented for Association travel purposes. Accordingly, Directors should not purchase additional insurance coverage from the rental car company.
- c. Other Ground Transportation. Directors will be reimbursed for ordinary and reasonably priced ground transportation, including buses, shuttles, taxis, and car services to and from airports or railroad stations and between the Director's hotel and other business-related locations.
- 3. Hotels and Lodging. The Association will reimburse the Directors for the cost of standard lodging in a reasonably priced hotel for overnight stays during authorized Association travel to a Compensable Event. Directors shall be reimbursed for lodging expenses during the Compensable Event and, taking

into consideration travel distances and Director schedules, up to a maximum of two additional nights prior to the Compensable Event and one additional night following the Compensable Event. Directors seeking reimbursement for lodging expenses must submit an itemized hotel receipt or statement which indicates that full payment has been made and contains: the name and location of the hotel or other lodging; the date or dates of the Director's stay; separately stated charges for lodging, meals, telephone, and other expenses.

Meals. The Association will reimburse Directors for the reasonable cost of their own meals while attending a Compensable Event. Directors must provide receipts or other appropriate substantiating documentation for each meal throughout the trip. Directors may include the expense of reasonable gratuities.

- 4. Other Expenses. The Association will reimburse Directors for other reasonable and necessary expenses incurred during an authorized Compensable Event that do not fall under the aforementioned categories. Examples of other expenses include business supplies, tools, accessories or similar expenses, as approved by the Board.
- G. <u>Scheduling</u>. Directors are encouraged to make travel arrangements, including transportation and lodging, through the Association's executive office. Directors attending Conferences are expected to: 1) comply with applicable registration deadlines; and 2) avoid cancellations exposing the Association to non-reimbursable charges.

III. RESPONSIBILITIES

- A. It shall be the responsibility of the Board to interpret and ensure that the provisions of this Policy are carried out.
- B. A summary of the meeting attendance fees and other expenses of Directors shall be itemized and provided to members upon request.

Date Approved: October March 256, 20235—	Attested:
	Susanne Fleek-Green
	Secretary of the Roard

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

SCHEDULE OF DIRECTOR FEES

Description	Effective	Effective	Effective
	November 1, 2023	January 1, 2025	January 1, 2026
Regular & Special Board Meeting Fee	\$450	\$600	\$750
Board Chair Fee	\$75	\$100	\$125
Board Committee Meeting Fee	\$392	\$483	\$575
Board Committee Chair Fee	\$32	\$63	\$95
Other Meetings/Events Fee	\$250	\$300	\$350
Conferences/Education Fee (In-State)	\$250	\$300	\$350
Conferences/Education Fee (Out-of-State)	\$350	\$350	\$350
Travel Fee (In-State)	\$250	\$300	\$350
Travel Fee (Out-of-State)	\$317	\$333	\$350

Beginning January 1, 2027, and annually thereafter:

Survey – NRECA National Directors Survey (current available) Peer Group 1 – Revenue (\$205M - \$580M), or equivalent, Average + Complexity Percentage (previous fiscal year BRU market revenue as a % of previous fiscal year total revenue) + Geographic Pay Differential (Bureau of Labor Statistics, current available), rounded.

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 204

DIRECTOR MEETING FEES AND EXPENSES

I. OBJECTIVE

To provide compensation and expense reimbursement for Directors serving on Chugach Electric Association, Inc.'s (Association) Board of Directors.

II. CONTENT

- A. <u>Board Meetings</u>. Upon approval of the Board, a Board Meeting Fee in the amount identified in Appendix A shall be paid to Directors for each day of attendance, or fraction thereof, at regular and special meetings of the Board (Board Meetings). The Board Chair shall receive an additional Board Chair Fee in the amount identified in Appendix A for each day of each Board Meeting compensated under this Paragraph A if the Chair performs the duties of Chair at the Board Meeting.
- B. <u>Committee Meetings</u>. Upon approval of the Board, a Committee Meeting Fee in the amount identified in Appendix A shall be paid to Directors for each day of attendance, or fraction thereof, at Board Committee Meetings whether standing, special, or ad-hoc. The Committee Chair shall receive an additional Committee Chair Fee in the amount identified in Appendix A for each day of each Committee Meeting compensated under this Paragraph B if the Chair performs the duties of Chair at the Committee Meeting.
- C. Other Meetings and Events. Upon approval of the Board, an Other Meetings/
 Events Fee in the amount identified in Appendix A shall be paid to Directors for each day of attendance, or fraction thereof, at: (1) meetings where a Director attends as an official Board liaison or representative (Other Meetings); and (2) company and community events where a Director is representing the Association in an official capacity (Events). Directors shall be paid a Travel Fee (In-State) in the amount identified in Appendix A for each day of travel to Other Meetings and Events within the state of Alaska and a Travel Fee (Out-of-State) in the amount identified in Appendix A for each day of travel to Other Meetings and Events outside of the state of Alaska. Travel Fees shall be limited to a maximum of two days before the first day of the Other Meeting or Event attended and one day following the end of the Other Meeting or Event.
- D. <u>Conferences and Education</u>. Upon approval of the Board, a Conference Fee (InState) in the amount identified in Appendix A shall be paid to Directors representing

the Association in an official capacity for each day of attendance, or fraction thereof, at conferences and educational seminars within the state of Alaska or a Conference Fee (Out-of-State) in the amount identified in Appendix A for conferences and educational seminars outside of the state of Alaska (Conferences). Directors shall be paid a Travel Fee (In-State) in the amount identified in Appendix A for each day of travel to Conferences within the state of Alaska and a Travel Fee (Out-of-State) in the amount identified in Appendix A for each day of travel to Conferences outside of the state of Alaska. Travel Fees shall be limited to a maximum of two days before the first day of the Conference attended and one day following the end of the Conference.

- E. Compensation Limits. If more than one Board Meeting, Committee Meeting, Other Meeting, Conference, and/or Event described in sections A-D above (Compensable Event) is held and attended by a Director on the same day, only one day's attendance fee will be paid, which shall be the highest of any applicable daily fees. If travel occurs on the same day as a Compensable Event the daily attendance fee will be paid but the travel fee will not be paid. Each day of a multiday Compensable Event counts as a single meeting. A Director may not be compensated for more than two regular Board meetings per month and an additional 12 special Board meetings per year. Directors shall not be paid for more than 70 total days of attendance per year at Board Meetings, Committee Meetings, Other Meetings and Events; except that, the Board Chair may be compensated for up to 85 total days of attendance per year at Board Meetings, Committee Meetings, and Other Meetings and Events. Additionally, Directors (including the Board Chair) shall not be paid for more than 20 days of attendance per year at Conferences. For purposes of this policy the term "per year" shall mean the one-year period between the Association's annual member meetings.
- F. Expense Reimbursement. Directors shall be paid a daily allowance (per diem) for meals and incidental expenses for attendance at any Compensable Event upon submission of a business expense report. The per diem rate shall reflect the current publicized Local Meals or Proportional Meals, plus Local Incidentals rate based on location in accordance with the Defense Travel Management Office. If dinner is provided, the daily allowance shall be the Proportional Meals plus Local Incidentals rate. A reimbursable day is defined as the hours between 8:00 a.m. and 5:00 p.m. Any partial day shall be reimbursed at 75 percent of the applicable Local Meals or Proportional Meals, plus Local Incidentals rate. Expense reports shall be reviewed and approved by the Board. No expenses will be paid for spouses or other family members of Directors, or any other individuals accompanying Directors to meetings. Other non-meal and incidental expenses shall be submitted on a business expense report with receipts attached, and shall be reimbursed on the following basis:

1. Air Transportation

a. Directors will only be reimbursed for reasonably priced airfare, taking into consideration preferred airports, preferred arrival and departure times,

connection times, and other restrictions. First Class air travel shall not be approved for reimbursement; however, the Director may purchase first class airfare provided that the Director is only reimbursed for reasonable round-trip airfare as provided above.

- b. Directors may personally retain frequent flyer awards that accrue from authorized Association travel.
- c. The Board reserves the right to determine whether to reimburse individual Directors for penalties and other charges for flight cancellations or changes, taking the circumstances into account.

2. Other Transportation and Parking

- a. Personal Vehicles. If a Director elects to use their personal vehicle for authorized Association travel purposes for travel distances more than 15 miles to and from their personal residence each way, the Association will reimburse Directors upon request at the mileage rate set by the Internal Revenue Service (IRS). Tolls and parking fees are also reimbursable. Parking tickets, vehicle repairs and maintenance, fines for moving violations, vehicle towing charges, or other expenses not necessary for Association travel purposes will not be reimbursed. Directors using a personal vehicle for Association travel purposes should ensure that their automobile insurance covers business travel.
- b. Rental Vehicles. If use of a rental car is required for Association travel purposes, the Association will reimburse Directors for the reasonable cost of the rental car, gasoline, tolls, and parking fees. Directors must reserve an economy or standard-size vehicle. Upgrades to full-size vehicles are permissible only with advance approval by the Board Chair and if required due to the number of passengers. The Association's insurance will cover both the Director and the vehicle when a vehicle is rented for Association travel purposes. Accordingly, Directors should not purchase additional insurance coverage from the rental car company.
- c. Other Ground Transportation. Directors will be reimbursed for ordinary and reasonably priced ground transportation, including buses, shuttles, taxis, and car services to and from airports or railroad stations and between the Director's hotel and other business-related locations.
- 3. Hotels and Lodging. The Association will reimburse the Directors for the cost of standard lodging in a reasonably priced hotel for overnight stays during authorized Association travel to a Compensable Event. Directors shall be reimbursed for lodging expenses during the Compensable Event and, taking into consideration travel distances and Director schedules, up to a maximum of two additional nights prior to the Compensable Event and one additional

night following the Compensable Event. Directors seeking reimbursement for lodging expenses must submit an itemized hotel receipt or statement which indicates that full payment has been made and contains: the name and location of the hotel or other lodging; the date or dates of the Director's stay; separately stated charges for lodging, meals, telephone, and other expenses.

- 4. Other Expenses. The Association will reimburse Directors for other reasonable and necessary expenses incurred during an authorized Compensable Event that do not fall under the aforementioned categories. Examples of other expenses include business supplies, tools, accessories or similar expenses, as approved by the Board.
- G. <u>Scheduling</u>. Directors are encouraged to make travel arrangements, including transportation and lodging, through the Association's executive office. Directors attending Conferences are expected to: 1) comply with applicable registration deadlines; and 2) avoid cancellations exposing the Association to non-reimbursable charges.

III. <u>RESPONSIBILITIES</u>

- A. It shall be the responsibility of the Board to interpret and ensure that the provisions of this Policy are carried out.
- B. A summary of the meeting attendance fees and other expenses of Directors shall be itemized and provided to members upon request.

Date Approved: March 26, 2025	Attested:	
		Susanne Fleek-Green
		Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

SCHEDULE OF DIRECTOR FEES

Description	Effective	Effective	Effective
	November 1, 2023	January 1, 2025	January 1, 2026
Regular & Special Board Meeting Fee	\$450	\$600	\$750
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Beginning January 1, 2027, and annually thereafter:

Survey – NRECA National Directors Survey (current available) Peer Group 1 – Revenue (\$205M - \$580M), or equivalent, Average + Complexity Percentage (previous fiscal year BRU market revenue as a % of previous fiscal year total revenue) + Geographic Pay Differential (Bureau of Labor Statistics, current available), rounded.

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 404

APPROVAL OF COLLECTIVE BARGAINING AGREEMENTS

I. <u>PURPOSE</u>

To provide a policy and procedure for the review and approval by the Board of any collective bargaining agreement (CBA) with a labor union, labor organization, trade union or works council representing employees of the Association.

II. CONTENT

A. Required Findings of the Board

The Board retains the responsibility to approve final tentative agreements on CBA's negotiated by management, under Board Policy 401, Section III. SB. 10. a. Board approval of any CBA shall be contingent upon the Board's adoption, as reflected in its meeting minutes, of specific findings that the CBA is in the best interests of the Association and that any anticipated additional costs associated with the CBA are justified, in each case based on a consideration and balancing of objectives in the best interest of the Association consistent with Board Policy 101.

The following considerations shall be expressly excluded from any review and approval by the Board:

- The personal relationship of any member of the Board with any employee of the Association or any person or entity with significant business dealings with the Association;
- The personal relationship of any member of the Board with any labor union representing employees of the Association, including support received from such labor union in any election to the Board; or
- The personal relationship of any member of the Board with any other person or group that advocates for the election of members to the Board or that has supported the election of such member.

B. <u>Process for Review</u>

Any CBA proposed for Board approval shall be accompanied by a written costbenefit analysis detailing the anticipated costs associated with the CBA and the anticipated benefits, which shall relate to objectives referenced above. Unless waived by the Board upon a determination of exigent circumstances, (i) such analysis shall be included in the information packets provided to the Board in advance of the meeting to review the CBA and made available to the public, including by posting in an appropriate location on the Association's website for a minimum of 28 days prior to Board approval, and (ii) any CBA shall be reviewed by the Board only at a regularly scheduled Board meeting.

The aforementioned cost-benefit analysis may be incorporated, with or without modification, into the written findings required by this Policy.

III. <u>RESPONSIBILITIES</u>

The Board of Directors and the Chief Executive Officer, as appropriate, are responsible for ensuring that this Policy is carried out.

Date Approved: May March 25_	, 2025 16	Attested:	
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Fleek-Green

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 404

APPROVAL OF COLLECTIVE BARGAINING AGREEMENTS

I. <u>PURPOSE</u>

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II. CONTENT

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The following considerations shall be expressly excluded from any review and approval by the Board:

- The personal relationship of any member of the Board with any employee of the Association or any person or entity with significant business dealings with the Association;
- The personal relationship of any member of the Board with any labor union representing employees of the Association, including support received from such labor union in any election to the Board; or
- The personal relationship of any member of the Board with any other person or group that advocates for the election of members to the Board or that has supported the election of such member.

B. <u>Process for Review</u>

Any CBA proposed for Board approval shall be accompanied by a written costbenefit analysis detailing the anticipated costs associated with the CBA and the anticipated benefits, which shall relate to objectives referenced above. Unless BOARD POLICY: 404 PAGE: 2

waived by the Board upon a determination of exigent circumstances, (i) such analysis shall be included in the information packets provided to the Board in advance of the meeting to review the CBA and made available to the public, including by posting in an appropriate location on the Association's website for a minimum of 28 days prior to Board approval, and (ii) any CBA shall be reviewed by the Board only at a regularly scheduled Board meeting.

The aforementioned cost-benefit analysis may be incorporated, with or without modification, into the written findings required by this Policy.

III. <u>RESPONSIBILITIES</u>

The Board of Directors and the Chief Executive Officer, as appropriate, are responsible for ensuring that this Policy is carried out.

Date Approved: March 26, 2025	Attested:	
	Susanne Fleek-Green	
	Secretary of the Board	









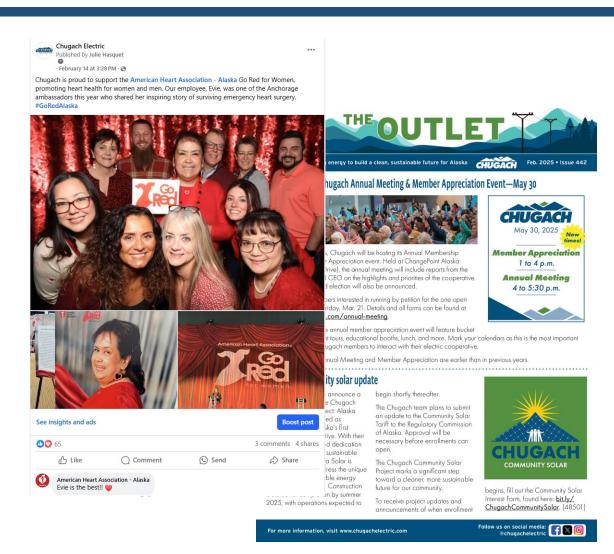
Chugach Electric Community Engagement

Governance Committee Meeting March 5, 2025



Routine member communications

- Website
- Social media
- Monthly newsletter (Outlet)
- Board meetings
- TV monitors in lobby
- Key Member newsletter
- Community Solar newsletter





Member education

- Online webinars (Home Energy Efficiency Workshop)
- Safety City
- Power Pledge Challenge
- Treeline USA
- Power plant tours
- REAP Clean Energy Olympics
- Trailside Elementary Math and Science Night
- Other school visits











- Community meetings
 - Eklutna hydro public meetings
 - Girdwood Tree Clearing public meeting
 - GBOS public meeting
 - Cooper Landing and Moose Pass public meetings
 - Indian (GWID) public meeting
 - Campbell Lake Substation community meeting
 - Sand Lake Community Council meeting

Member committees

- Member Advisory Council
- Bylaws Committee
- Election Committee
- Nominating Committee





Chugach-organized events

- Member Appreciation Day
- National Drive Electric Week
- Efficient Fridays
- Key Member Summit
- Legislative Luncheon
- BESS commissioning ceremony
- DC fast charger ribbon cutting
- Legislator & business leaders tour SPP & BESS
- Cooper Landing garage sale
- Girdwood tree clean up day
- Mayoral Candidate Forum
- Legislative Candidate Forum



















Community hosted events

- Alaska Sustainability Energy Conference
- Alaska Homebuilders Association Home Show
- Transportation Fair
- EV truck powers events (Concert at Chugach Foothills Park & Bonny Sosa Tuesday Night Races)
- Downtown Partnership Live After Five





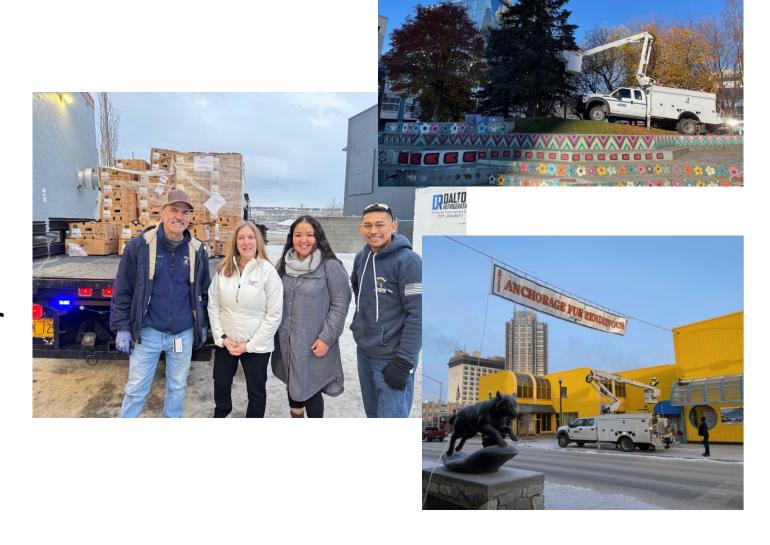






Community engagement

- Trunk or treat
- Totem raising
- Turkey delivery
- Tree lighting
- Fur Rondy banner





Sponsorships









- Alaska State Spelling Bee
- Hospice of Anchorage Heroes of Healthcare
- Heart Association Go Red for Women
- Anchorage ATHENA Society annual luncheon
- Kenai Peninsula Food Bank
- Alaska Native Heritage Center Garden Party
- Fireweed Bike Race

- Lung Association Breathe Easy Breakfast
- Guns n' Hoses charity hockey game
- Cooper Landing Emergency Services golf tournament
- Downtown Partnership Live After Five
- Steller computer donation









Advertisements

- Energy Future video
- Monthly TV safety spots
- Annual 811 radio campaign
- Magazine safety ads
 - Alaska Contractor
 - Building Alaska
 - AHBA Directory









Community memberships

- Building Owners and Managers Association
- Alaska Electric Vehicle Working Group
- Alaska Energy Efficiency Partnership Group
- Alaska Wind Working Group
- Alaska Power Association
- Alaska State Chamber of Commerce
- Anchorage Chamber of Commerce
- Anchorage Economic Development Corporation

- Anchorage Home Builders Association
- Cook Inlet Tidal Power
- National G&T Managers Association
- National Rural Electric Cooperative Association
- Northwest Public Power Association
- Resource Development Council
- Southcentral Alaska Utility Association







Employees participate in community forums

- AKPIRG-NREL forum
- Velocity Pubinar Unmaskin' Alaskan Energy: Southcentral Energy Forum
- Alaska Forum on the Environment
- Assembly Retreat on Energy & Infrastructure
- Building Owners and Managers
 Association (BOMA) Utility Panel
- Department of Energy decarbonization panel
- Mayoral transition team participation











CEO Forums

- Alaska Sustainable Energy Conference
- Capital credit check to mayor
- First National Bank Alaska energy panel
- RDC Conference gas supply panel
- Western Energy Emerging Leaders Conference
- NWPPA CEO panel
- Moving Energy in Alaska CEO panel
- BRU tour with legislators/gov. office
- Moose Pass/Cooper Landing community meetings











Employee giving and volunteering

Employee giving

- Alaska Heart Run & Walk
- Alaska Run for Women
- Out of the Darkness Walk
- Chamber Citywide Cleanup
- Food Bank of Alaska drive
- Salvation Army Angel Tree
- Salvation Army Ring the Bell
- United Way of Anchorage

Employee Volunteer Program (EVP)

Gives full-time employees 16 hours a year to volunteer at a local non-profit during normal work hours.

- Long Term Care Ombudsman
- SPCA
- Food Bank of Alaska





2024 Member Satisfaction Survey

Overall rating

Overall positive rating 88.5% Website 25.8%

Restoring power 92.8% Email 24.2%

Reliability 96.5% Monthly newsletter 23.5%

Customer satisfaction 92.0%



Primary source of information

Email 24.2%

Monthly newsletter 23.5%

