

CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Katherine Jernstrom, Chair
Susanne Fleek-Green, Vice Chair
Rachel Morse, Director

Jim Nordlund, Director
Mark Wiggin, Director

September 10, 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. July 23, 2025 (Richey)
- IV. UNFINISHED BUSINESS (none)
- V. PERSONS TO BE HEARD (4:10 p.m.)
- VI. NEW BUSINESS (scheduled) (4:25 p.m.)
 - A. Board Policy Updates* (Wilkson) (4:25 p.m.)
 - 1. BP 106 – Director Duties and Standards of Conduct
 - 2. BP 206 – Statement of Functions of the Operations Committee
 - 3. BP 208 – Statement of Functions of the Governance Committee
 - 4. BP 502 – Contributions to Retail Members
 - B. Formation of Chugach Electric Association Charitable Foundation Board Policies and Financial Services (Wilkson) (4:45 p.m.)
 - 1. Foundation Board Policies*
 - 1. FP 100 – Code of Ethics
 - 2. FP 101 – Statement of Objectives
 - 3. FP 102 – Foundation Policy Formulation, Approval, and Distribution
 - 4. FP 103 – Duties and Responsibilities of the Board of Trustees
 - 5. FP 104 – Conflict of Interest Policy
 - 6. FP 105 – Confidential Information

* Denotes Action Items

** Denotes Possible Action Items

7. *FP 106 – Trustee Duties and Standards of Conduct*
8. *FP 201 – Procedures for Board of Trustees' Meetings*
9. *FP 202 – Committees of the Board of Trustees*
10. *FP 203 – Statement of Functions of the Audit and Finance Committee*
11. *FP 301 – Business, Resource and Financial Planning*
12. *FP 302 – Financial Controls*
13. *FP 303 – Reporting Audit and Accounting Concerns*
14. *FP 304 – Grantmaking*
15. *FP 305 – Evaluation and Impact Measurement*
16. *FP 401 – Delegation of Authority and Relationship Between the Board of Trustees and the Staff Liaison*
17. *FP 402 – Delegation to Staff Liaison of Certain Secretary and Treasurer of the Board Duties*
18. *FP 501 – Communications and Branding*
19. *FP 502 – Compliance and Legal Oversight*
20. *FP 601 – Foundation Board Vacancies*
21. *FP 602 – Nondiscrimination*

2. *Foundation Financial Services**

C. Performance Review Timeline (Miller) (5:30 p.m.)

- VII. DIRECTOR COMMENTS (5:45 p.m.)
- VIII. EXECUTIVE SESSION (*none*)
- IX. NEW BUSINESS (*none*)
- X. ADJOURNMENT* (6:00 p.m.)

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

July 23, 2025
Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Buddi Richey

I. CALL TO ORDER

Chair Jernstrom called the Governance Committee meeting to order at 4:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Katherine Jernstrom, Chair
Susanne Fleek-Green, Director
Rachel Morse, Director
Mark Wiggin, Director
Jim Nordlund, Director (*via teleconference*) arrived at 4:09

Board Members Present:

Dan Rogers, Director
Sisi Cooper, Director

Guests and Staff Attendance Present:

Arthur Miller	Katie Millin	Taylor Asher
Andrew Laughlin	Julie Hasquet	Kate Ayers
Matthew Clarkson	Whitney Wilkson	Emily Mueller
Sherri Highers	Trish Baker	Bernie Smith, Member

Via teleconference:

Stephanie Huddell	Amanda Mankel
Sandra Cacy	Heather Slocum
	Mitch Roth

II. APPROVAL OF THE AGENDA

Director Wiggin moved, and Director Fleek-Green seconded the motion to approve the agenda. The motion passed unanimously.

Director Nordlund was not present at the time of the vote.

III. APPROVAL OF MINUTES

Director Wiggin moved, and Director Morse seconded the motion to approve the March 5, 2025, Governance Committee meeting minutes. The motion passed unanimously.

Director Nordlund was not present at the time of the vote.

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 (Committee)*

Chair Jernstrom opened the floor to nominations for Vice Chair of the Governance Committee.

Director Fleek-Green volunteered for the Vice Chair of the Committee. No other nominations were made.

Director Wiggin moved, and Director Morse seconded the motion to close the nominations.

The result of the vote: Director Fleek-Green was voted Vice Chair of the Governance Committee.

Director Nordlund was not present at the time of the vote.

Director Nordlund arrived at 4:09 p.m.

B. Amendment to Board Policy 401 and Removal of Board Policy 508 (Clarkson/Wilkson)*

Whitney Wilkson, Associate General Counsel, reviewed amendment of Board Policy 401 and the removal of Board Policy 508 with the Committee.

Director Wiggin moved, and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors approve the proposed minor grammatical corrections to Board Policy 401, "*Delegation of Authority and Relationship Between the Board of Directors and the CEO*" and incorporate the program responsibilities currently outlined in Board Policy 508, "*Identity Theft Prevention Program*". Further, replace Board Policy 508 with an Operating Policy. The motion passed unanimously.

C. Chugach Electric Association Charitable Foundation Board of Trustees (Asher/Ayers)*

Kate Ayers, Sr. Manager, Key Accounts & Sustainability, and Taylor Asher, Member Programs and Sustainability Specialist outlined a proposed process of the Chugach Electric Association Charitable Foundation Board of Trustees. Ms. Asher responded to questions from the Committee.

Director Wiggin moved, and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors direct interim trustees Director Rogers, Director Fleek-Green, and Director Nordlund to review applications for the Chugach Charitable Foundation that they will present to the Board of Directors at the August 27th Regular Board of Directors Meeting.

D. Discussion of Member Advisory Council (MAC) Role and Renewal (Committee)

Director, Fleek-Green, updated the Committee on recent MAC activities and responded to questions and requests from the Committee.

E. Review Potential New Responsibilities of the Governance Committee (Committee)

Director Jernstrom proposed ways to synchronize the process and structure of the Governance Committee and responded to questions and suggestions from the Committee on moving the CEO Review and process under the Governance Committee.

VI. DIRECTOR COMMENTS

Director comments were made at this time.

VII. EXECUTIVE SESSION (10 min recess)

A. CEO Project Specific Initiatives and Priority Area Goals (Miller)

Director Wiggin moved, and Director Fleek-Green seconded the motion to move that pursuant to Alaska Statute 10.25.175(c)(4), the Board of Directors go into executive session to discuss personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 6:19 p.m.

VIII. NEW BUSINESS (Committee)

*A. CEO Project Specific Initiatives and Priority Area Goals** (committee)*

Director Jernstrom stated no action would be taken at this time; CEO Project Specific Initiatives and Priority Area Goals will continue to be discussed and voted on in the upcoming board meeting.

IX. ADJOURNMENT

At 6:20 p.m., Director Wiggin moved, and Director Fleek-Green seconded to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

September 10, 2025

ACTION REQUIRED

AGENDA ITEM NO. VI. A.

<u> </u>	Information Only
<u> X </u>	Motion
<u> </u>	Resolution
<u> </u>	Executive Session
<u> </u>	Other

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 continues to review its Board Policies and is proposing revisions to the following policies:

- 1. BP 106 – Director Duties and Standards of Conduct*
- 2. BP 206 – Statement of Functions of the Operations Committee*
- 3. BP 208 – Statement of Functions of the Governance Committee*
- 4. BP 502 – Contributions to Retail Members*

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.

**Chugach Electric Association, Inc.
Anchorage, Alaska**

**Attachment I:
Summary of Modifications to Board Policies 106, 206, 208 and 502**

1. Board Policy 106 – Director Duties and Standards of Conduct

- Added new requirement for conducting orientation with newly elected Board members within 30 days following Chugach’s annual meeting.
- Added new provision for presenting an overview of the Association’s fiduciary duties, Code of Ethics, and Conflict of Interest policies to the full Board of Directors within 45 days of the annual meeting, during a Regular Board meeting.
- Minor formatting edits

2. Board Policy 206 – Statement of Functions of the Operations Committee

- Removed the responsibility of conducting the annual performance evaluation of the Chief Executive Officer from the duties of the Operations Committee.

3. Board Policy 208 – Statement of Functions of the Governance Committee

- Added the responsibility of conducting the annual performance evaluation of the Chief Executive Officer to the duties of the Governance Committee.
- Added language to the duties and responsibilities to include providing recommendations on operational, performance, and strategic initiatives.

4. Board Policy 502 – Contributions to Retail Members

- Added “to Retail Members” to the title
- Added clarification that contributions are for retail members
- Budget cap basis revised from Previously tied to 0.004% of projected Retail, Economy Energy, and Other Revenues; now changed to 0.04% of the retail revenue based on the most recent audited financial statements.
- Minor formatting edits

Chugach Electric Association, Inc.
Anchorage, Alaska

Attachment II:
Proposed Updated Board Policies

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 106

DIRECTOR DUTIES AND STANDARDS OF CONDUCT

I. OBJECTIVE

To describe and set forth the fiduciary duties of Directors, to clarify the standards of conduct for which Directors will be held accountable when serving on the Board, and to define prohibited conduct for the Directors.

II. CONTENT

A. Directors are subject to legal standards of fiduciary responsibility. These include the duties of care and loyalty.

1. Under the duty of care, Directors are required to:
 - a. Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
 - b. Have or acquire the minimum knowledge and skills necessary to direct the affairs of the Association.
 - c. Make every effort to attend all applicable meetings of the Board or Board committee and to study materials sent prior to each Board or committee meeting.
 - d. Study and adhere to all obligations imposed by the Articles of Incorporation, the Bylaws, contractual agreements, and Board Policies.
2. Under the duty of loyalty, Directors are required to:
 - a. Elevate the best interests of the Association and its members over any personal interests.
 - b. Maintain undivided loyalty to the Association, which requires that there be no conflict between duty and self-interest.
 - c. Refrain from using their position of trust and confidence with the Association to further private interests.
 - d. Exert all reasonable and lawful efforts to ensure that the Association is not deprived of any advantage to which it is entitled.

- B. Directors must act in good faith. Every Director in expressing his or her views, questions, concerns, positions, and activities relating to Association policies, rates, charges, programs, etc., shall be given the benefit of the assumption that the Director is pursuing the best interests of the Association. In turn, good faith requires that:
1. Directors reveal all information or interests which they may have that may bear upon action being considered by the Board or management;
 2. Directors not pursue a position, inquiry, recommendation or motion for the purpose of unduly harassing or annoying another Director or member of management during a Board or committee meeting or during outside meetings;
 3. Directors not exercise any special privilege that is not available to the general membership unless in a Board or committee meeting, or while acting upon authority delegated by the whole Board; and
 4. Directors' communications with employees other than management, if made at all, shall be casual and conducted on a friendly and courteous basis and not for the purpose of influencing an employee's position or attitude concerning Association-related activities, or concerning such activities or the employment positions of other Association employees, or seeking Association information or data.
- C. Directors shall act only through the Board.
1. The Board recognizes that should any Director undertake in private conversation with others to make commitments for the Board of Directors, unless directed officially by the Board, that Director becomes involved in a serious breach of policy that might disrupt the entire organization. The Director shall be subject to reprimand from fellow Directors should a Director attempt to make commitments unofficially for the Board.
 2. The Directors shall refrain as individuals from discussing management and personnel problems with personnel of the Association. The Board of Directors, in consultation with the Chief Executive Officer, may confer with key personnel at regular or special meetings of the Board.
 3. The "flow" of authority for the management of the Association shall be through the Board of Directors to the Chief Executive Officer. The Board of Directors shall require full, complete and timely information from the Chief Executive Officer concerning pertinent matters in connection with the management of the Association as set forth in Board Policies.
- D. Director's initiatives for Board of Directors' meetings. Any Director may propose a topic for discussion at an upcoming board meeting or committee meeting. The Chief

Executive Officer and the Board Chair will consider any such proposal as a possible item of new business for regular Board meetings. For Committee meetings, the Chair of the Committee will consider any such proposal in consultation with the Chief Executive Officer.

- E. Directors shall comply with the Association's Bylaws, Articles of Incorporation, Board policies, and applicable local, state and federal laws.

Within 30 days following Chugach's Annual Meeting, the Chief Executive Officer, along with designated senior executive management, shall conduct an orientation session for all newly elected Board members. At a minimum, this session will provide:

1. An overview of the Association's key initiatives and strategic priorities;
2. A review of the electric cooperative governance structure;
3. A summary of relevant Board policies and procedures; and
4. Information on Board member education and certifications, including but not limited to opportunities offered by the National Rural Electric Cooperative Association and the Alaska Power Association.

In addition, the Board Chair, or their designee(s), shall assist new Board members in developing a broader understanding of the Association as outlined in Board Policy 103. This includes clarifying the basic responsibilities and duties of Board service and arranging training on the Association's objectives, plans, policies, operations, and programs.

- Within 45 days following the Annual Meeting, the Chief Executive Officer, or their designee, shall provide the Board with an overview of the Association's fiduciary responsibilities, Code of Ethics, and Conflict of Interest policies during a regularly scheduled Board meeting.F. Directors shall comply with Board Policy 605, Request for Association Information. A Director shall not:

1. Use Association information in any manner that is not in the best interests of the Association;
2. Individually conduct negotiations or make contacts or inquiries on behalf of the Association and/or the Board unless officially designated to do so;
3. Disclose confidential Association information in violation of Board Policy 605, Requests for Association Information, and Board Policy 105, Confidential Information;
4. Directors shall comply with any Association policy, with any direction provided by the Chief Executive Office, and with applicable law with regard to any Confidential Information.

G. Director serving as Liaison or Representative. Any Director appointed by the Board to serve as a Liaison or as a Representative of the Board to any member committee, trade or other organization, or to any third party or group (collectively, “Entity”) shall:

1. Act solely within the scope of any direction provided by the Board and/or by the Board Chair either by resolution or otherwise.
2. Provide adequate notice of important matters coming before the Entity and meaningful opportunities to provide guidance to the Board and the Chief Executive Officer.
3. Represent the Association’s best interest in all votes taken by the Entity.
4. Keep the Board and management fully informed of all significant Entity activities.

H. Media and Public Statements.

1. Any Director may speak with the media on behalf of the Association only if he or she has been designated as an Association media spokesperson on the topic or issue.
2. Subject to paragraph 1, a Director is encouraged to be an ambassador of the Association and, subject to rules regarding confidentiality, to promote the activities and actions of the Board with the Association’s membership. In so doing, a Director must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board’s actions to reflect the Director’s own view. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Director also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the Director dissented from the majority view. Provided that the limitations of this paragraph are honored, a Director may express personal views on any topic of public debate, which may include, generic discussion of matters of public policy involving the Association’s activities. It is not a violation of this Policy for an incumbent Director, during the course of a campaign for re-election, to describe or explain that Director’s voting record and to state positions on issues concerning the Association.

I. Prohibited Conduct.

1. Directors of the Association are prohibited from:
 - a. Receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, financial houses, employees, or other Directors which may reasonably obligate or induce Directors to compromise their

duties and responsibilities to negotiate, obligate, inspect, audit, purchase or consider, award, or authorize the Chief Executive Officer (“CEO”) to enter into contracts in the best interests of the Association. Payment for a Director’s meal for the purpose of discussing Association business matters is not prohibited if the cost or value of the meal is \$100.00 or less per person. This section does not prohibit Directors from receiving contributions to their campaigns for election to the Board of Directors in accordance with any policy or procedure established by the Board for such campaign contributions;

- b. Using Association information in any manner that is not in the best interests of the Association;
 - c. Individually conducting negotiations or making contacts or inquiries on behalf of the Association and/or the Board of Directors unless officially designated to do so;
 - d. Disclosing confidential Association information in violation of Board Policy 605, “Requests for Association Information” and Board Policy 105, “Confidential Information”;
 - e. Acquiring or having a financial interest in any Association property;
 - f. Having a financial interest in a competing enterprise or being a supplier, contractor, consultant, or other entity with which the Association does business, except as provided in Article IV, Section 3(a)(4) of the Bylaws. Directors may own securities in a publicly-owned company unless ownership of such securities provides the Director with the ability to materially influence or affect the business relationship between the Association and such publicly-owned company;
 - g. Having other interests in or relationships with an outside organization or individual having business dealings with the Association if the interest or relationship would impair the ability of the Director to serve the best interests of the Association.
2. Directors are also prohibited from being:
- a. An employee of the Association;
 - b. An employee of a competing enterprise except as provided in Article IV, Section 3(a)(2) of the Bylaws;
 - c. A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees;

- d. A person living in the same household with and financially interdependent with any person included in subparagraphs a. b. and c. of Section I.1. above;
- e. A member of a standing or ad hoc member committee as described in Article XV, Section 1 of the Association's Bylaws.

J. Enforcement.

- 1. The Board Chair is authorized to ensure compliance with this Policy. Any Director may request the review of actions taken by another Director by requesting a meeting with that Director and the Board Chair to discuss concerns.
- 2. If that discussion does not resolve the concern or if the compliance issue arises out of a potential breach of Board Policy 106, Section II.C, the Director questioning the action of another Director may deliver to each Director a notice, signed by at least two Directors, setting forth the charges against such other Director. The Director against whom the charges are brought shall be informed in writing of the charges at least ten (10) days prior to the meeting of the Board. This meeting shall be presided over by the Board Chair unless he/she is the charged party or the charging party in which case the presiding officer shall be the Vice Chair. At such Board meeting and in the presence of the Director charged, the person or persons bringing the charges shall present evidence of non-compliance. The Director charged shall have an opportunity to present evidence in support of a defense to the charges. The Director may be disciplined or censured only by a 3/4ths majority vote of the entire Board, less the member charged, finding that the Director failed to comply with one or more Board Policies. Any such review of compliance undertaken by the Board and any action taken by the Board shall be reflected in the minutes of the meeting at which such review occurred.
- 3. Disciplinary action under this section is in addition to the right of the membership to remove a Director.

III. RESPONSIBILITIES

- A. Each Director shall make every reasonable effort to adhere to this Policy.
- B. The Board Chair is responsible for bringing non-adherence with this Policy to the attention of Directors.
- C. Any Director whose conduct violates section II.I of this Policy may be subject to removal pursuant to Article IV, Section 3(c) or Section 7 of the Association's Bylaws.

- D. The Association's Board of Directors shall be responsible for administration of this policy

Date Approved: September 17, 2025

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 106

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 - a. Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
 - b. Have or acquire the minimum knowledge and skills necessary to direct the affairs of the Association.
 - c. Make every effort to attend all applicable meetings of the Board or Board committee and to study materials sent prior to each Board or committee meeting.
 - d. Study and adhere to all obligations imposed by the Articles of Incorporation, the Bylaws, contractual agreements, and Board Policies.
2. Under the duty of loyalty, Directors are required to:
 - a. Elevate the best interests of the Association and its members over any personal interests.
 - b. Maintain undivided loyalty to the Association, which requires that there be no conflict between duty and self-interest.
 - c. Refrain from using their position of trust and confidence with the Association to further private interests.
 - d. Exert all reasonable and lawful efforts to ensure that the Association is not deprived of any advantage to which it is entitled.

- B. Directors must act in good faith. Every Director in expressing his or her views, questions, concerns, positions, and activities relating to Association policies, rates, charges, programs, etc., shall be given the benefit of the assumption that the Director is pursuing the best interests of the Association. In turn, good faith requires that:
1. Directors reveal all information or interests which they may have that may bear upon action being considered by the Board or management;
 2. Directors not pursue a position, inquiry, recommendation or motion for the purpose of unduly harassing or annoying another Director or member of management during a Board or committee meeting or during outside meetings;
 3. Directors not exercise any special privilege that is not available to the general membership unless in a Board or committee meeting, or while acting upon authority delegated by the whole Board; and
 4. Directors' communications with employees other than management, if made at all, shall be casual and conducted on a friendly and courteous basis and not for the purpose of influencing an employee's position or attitude concerning Association-related activities, or concerning such activities or the employment positions of other Association employees, or seeking Association information or data.
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Executive Officer and the Board Chair will consider any such proposal as a possible item of new business for regular Board meetings. For Committee meetings, the Chair of the Committee will consider any such proposal in consultation with the Chief Executive Officer.

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3. A summary of relevant Board policies and procedures; and
4. Information on Board member education and certifications, including but not limited to opportunities offered by the National Rural Electric Cooperative Association and the Alaska Power Association.

In addition, the Board Chair, or their designee(s), shall assist new Board members in developing a broader understanding of the Association as outlined in Board Policy 103. This includes clarifying the basic responsibilities and duties of Board service and arranging training on the Association's objectives, plans, policies, operations, and programs.

Within 45 days following the Annual Meeting, the Chief Executive Officer, or their designee, shall provide the Board with an overview of the Association's fiduciary responsibilities, Code of Ethics, and Conflict of Interest policies during a regularly scheduled Board meeting.

- F. Directors shall comply with Board Policy 605, Request for Association Information. A Director shall not:

1. Use Association information in any manner that is not in the best interests of the Association;
2. Individually conduct negotiations or make contacts or inquiries on behalf of the Association and/or the Board unless officially designated to do so;
3. Disclose confidential Association information in violation of Board Policy 605, Requests for Association Information, and Board Policy 105, Confidential Information;

4. Directors shall comply with any Association policy, with any direction provided by the Chief Executive Office, and with applicable law with regard to any Confidential Information.

G. Director serving as Liaison or Representative. Any Director appointed by the Board to serve as a Liaison or as a Representative of the Board to any member committee, trade or other organization, or to any third party or group (collectively, “Entity”) shall:

1. Act solely within the scope of any direction provided by the Board and/or by the Board Chair either by resolution or otherwise.
2. Provide adequate notice of important matters coming before the Entity and meaningful opportunities to provide guidance to the Board and the Chief Executive Officer.
3. Represent the Association’s best interest in all votes taken by the Entity.
4. Keep the Board and management fully informed of all significant Entity activities.

H. Media and Public Statements.

1. Any Director may speak with the media on behalf of the Association only if he or she has been designated as an Association media spokesperson on the topic or issue.
2. Subject to paragraph 1, a Director is encouraged to be an ambassador of the Association and, subject to rules regarding confidentiality, to promote the activities and actions of the Board with the Association’s membership. In so doing, a Director must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board’s actions to reflect the Director’s own view. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Director also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the Director dissented from the majority view. Provided that the limitations of this paragraph are honored, a Director may express personal views on any topic of public debate, which may include, generic discussion of matters of public policy involving the Association’s activities. It is not a violation of this Policy for an incumbent Director, during the course of a campaign for re-election, to describe or explain that Director’s voting record and to state positions on issues concerning the Association.

I. Prohibited Conduct.

1. Directors of the Association are prohibited from:

- a. Receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, financial houses, employees, or other Directors which may reasonably obligate or induce Directors to compromise their duties and responsibilities to negotiate, obligate, inspect, audit, purchase or consider, award, or authorize the Chief Executive Officer (“CEO”) to enter into contracts in the best interests of the Association. Payment for a Director’s meal for the purpose of discussing Association business matters is not prohibited if the cost or value of the meal is \$100.00 or less per person. This section does not prohibit Directors from receiving contributions to their campaigns for election to the Board of Directors in accordance with any policy or procedure established by the Board for such campaign contributions;
 - b. Using Association information in any manner that is not in the best interests of the Association;
 - c. Individually conducting negotiations or making contacts or inquiries on behalf of the Association and/or the Board of Directors unless officially designated to do so;
 - d. Disclosing confidential Association information in violation of Board Policy 605, “Requests for Association Information” and Board Policy 105, “Confidential Information”;
 - e. Acquiring or having a financial interest in any Association property;
 - f. Having a financial interest in a competing enterprise or being a supplier, contractor, consultant, or other entity with which the Association does business, except as provided in Article IV, Section 3(a)(4) of the Bylaws. Directors may own securities in a publicly-owned company unless ownership of such securities provides the Director with the ability to materially influence or affect the business relationship between the Association and such publicly-owned company;
 - g. Having other interests in or relationships with an outside organization or individual having business dealings with the Association if the interest or relationship would impair the ability of the Director to serve the best interests of the Association.
2. Directors are also prohibited from being:
- a. An employee of the Association;
 - b. An employee of a competing enterprise except as provided in Article IV, Section 3(a)(2) of the Bylaws;

- c. A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees;
- d. A person living in the same household with and financially interdependent with any person included in subparagraphs a. b. and c. of Section I.1. above;
- ~~e.~~ A member of a standing or ad hoc member committee as described in Article XV, Section 1 of the Association's Bylaws.

~~e.~~

J. Enforcement.

1. The Board Chair is authorized to ensure compliance with this Policy. Any Director may request the review of actions taken by another Director by requesting a meeting with that Director and the Board Chair to discuss concerns.
2. If that discussion does not resolve the concern or if the compliance issue arises out of a potential breach of Board Policy 106, Section II.C, the Director questioning the action of another Director may deliver to each Director a notice, signed by at least two Directors, setting forth the charges against such other Director. The Director against whom the charges are brought shall be informed in writing of the charges at least ten (10) days prior to the meeting of the Board. This meeting shall be presided over by the Board Chair unless he/she is the charged party or the charging party in which case the presiding officer shall be the Vice Chair. At such Board meeting and in the presence of the Director charged, the person or persons bringing the charges shall present evidence of non-compliance. The Director charged shall have an opportunity to present evidence in support of a defense to the charges. The Director may be disciplined or censured only by a 3/4ths majority vote of the entire Board, less the member charged, finding that the Director failed to comply with one or more Board Policies. Any such review of compliance undertaken by the Board and any action taken by the Board shall be reflected in the minutes of the meeting at which such review occurred.
3. Disciplinary action under this section is in addition to the right of the membership to remove a Director.

III. RESPONSIBILITIES

- A. Each Director shall make every reasonable effort to adhere to this Policy.
- B. The Board Chair is responsible for bringing non-adherence with this Policy to the attention of Directors.

- C. Any Director whose conduct violates section II.I of this Policy may be subject to removal pursuant to Article IV, Section 3(c) or Section 7 of the Association's Bylaws.
- D. The Association's Board of Directors shall be responsible for administration of this policy

Date Approved: September 17, 2025

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 206

STATEMENT OF FUNCTIONS OF THE OPERATIONS COMMITTEE

I. OBJECTIVE

To state the functions of the Operations Committee. The purpose of the Operations Committee shall be to study, examine, and report on matters assigned to it by the Board of Directors.

II. DUTIES AND RESPONSIBILITIES

- A. Provides recommendations to the Chugach Board of Directors on operational, performance, and strategic initiatives.
- B. Review other matters as may be specifically assigned to it by the Board.

III. COMMITTEE ORGANIZATION

- 1. The Committee shall be comprised of five Board members.
- 2. A quorum of the Committee shall consist of three members.
- 3. The Board Chair, in consultation with the Vice Chair, Secretary, Treasurer, and the Chief Executive Officer, shall appoint the Committee Chair as well as the Directors to serve on the Committee. The Committee shall elect from its members a Vice Chair.
- 4. The Committee shall meet as needed. The Committee Chair shall convene all meetings of the Committee. In their absence, the Committee Vice Chair shall convene meetings. The Committee Chair or a quorum of the Committee may call a special meeting of the Committee.
- 5. The Committee Chair may appoint sub-committees from the Committee's membership to study specific areas. Written statements of the functions of such sub-committees should be prepared and reviewed periodically.

Date Approved: September 17, 2025

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 206

STATEMENT OF FUNCTIONS OF THE OPERATIONS COMMITTEE

I. OBJECTIVE

To state the functions of the Operations Committee. The purpose of the Operations Committee shall be to study, examine, and report on matters assigned to it by the Board of Directors.

II. DUTIES AND RESPONSIBILITIES

- A. Provides recommendations to the Chugach Board of Directors on operational, performance, and strategic initiatives.

~~Annually conduct the performance evaluation for the Chief Executive Officer pursuant to Board Policy 702 and provide a written report to the Board of Directors detailing the results of such evaluation on or before the first Board meeting in April as required by Board Policy 103.~~

- B. Review ~~such~~ other matters as may be specifically assigned to it by the Board.

III. COMMITTEE ORGANIZATION

1. The Committee shall be comprised of five Board members.
2. A quorum of the Committee shall consist of three members.
3. The Board Chair, in consultation with the Vice Chair, Secretary, Treasurer, and the Chief Executive Officer, shall appoint the Committee Chair as well as the Directors to serve on the Committee. The Committee shall elect from its members a Vice Chair.
4. The Committee shall meet as needed. The Committee Chair shall convene all meetings of the Committee. In their absence, the Committee Vice Chair shall convene meetings. The Committee Chair or a quorum of the Committee may call a special meeting of the Committee.
5. The Committee Chair may appoint sub-committees from the Committee's membership to study specific areas. Written statements of the functions of such sub-committees should be prepared and reviewed periodically.

Date Approved: _____ September 17, 2025⁴

Attested: _____

Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 208

STATEMENT OF FUNCTIONS OF THE GOVERNANCE COMMITTEE

I. PURPOSE

The purpose of the Governance Committee is to assist the Board of Directors by developing new or enhancing existing policies aimed at Board working relationships and examine the annual election process to determine if improvements can be made that would be beneficial to the Association.

Polices for improving working relationships and overall board functioning will address expected board behaviors that support group decisions and direction as determined by the Board. These polices will address both internal and external or public behavioral expectations. Polices will specifically describe appropriate communication guidelines for representation of the Association's business matters in the public.

Polices for improving Board working relationships may include corrective actions for Board members acting outside the policies and expected behaviors as generally described in governance polices.

Annual election polices or recommendations for potential bylaw changes will be aimed at improving the continuity of the Board and minimizing the disruption of Board turnover.

The Governance Committee will fulfill the responsibilities as enumerated in Section III of this Policy.

II. COMPOSITION

The Governance Committee shall be comprised of three or more directors as determined by the Board. Committee members may enhance their familiarity with Governance matters by participating in educational programs conducted by the Association or an outside consultant or other programs. The Committee may also retain the services of a qualified consultant with Board Governance expertise to assist it in the performance of its responsibilities.

The Board Chair shall appoint the Governance Committee chairperson. The Governance Committee shall elect from its membership a vice chair and appoint a recording secretary if and as needed. The Committee shall meet as needed.

III. RESPONSIBILITIES

The responsibilities of the Committee are to:

1. Recommend to the Board of Directors specific policy changes that will improve Board working relationships.
2. Recommend to the Board of Directors specific policy changes that will improve Board communications guidelines for communicating Association matters in public.
3. Recommend to the Board of Directors specific policies that delineate the duties of Board liaisons and Board members that may act as representatives in business matters external to the Association.
4. Recommend to the Board of Directors specific policies that delineate appropriate Board relationships with Association employees and appropriate lines of communications ensuring support for the Chief Executive Officer.
5. Recommend to the Board of Directors specific policy changes describing corrective actions that may be taken for violations of Governance Policies and or Board members acting beyond or outside their authority.
6. Recommend specific requirements and policies that may improve Board continuity and minimize disruptions resulting from Board turnover.
7. Recommend specific requirements and policies for candidates running for the Board of Directors.
8. Recommend to the Board of Directors guidelines for attending meetings outside of the liaison role as well as training and conferences.
9. Review, on a regular schedule, the Board Policies and recommend any needed changes to the full Board.
10. Annually conduct the performance evaluation for the Chief Executive Officer pursuant to Board Policy 701 and provide a written report to the Board of Directors detailing the results of such evaluation, consistent with the performance cycle timeline identified in the Chief Executive Officer's Executive Employment Agreement.

Date Approved: September 17, 2025

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 208

STATEMENT OF FUNCTIONS OF THE GOVERNANCE COMMITTEE

I. PURPOSE

The purpose of the Governance Committee is to assist the Board of Directors by developing new or enhancing existing policies aimed at Board working relationships and examine the annual election process to determine if improvements can be made that would be beneficial to the Association.

Polices for improving working relationships and overall board functioning will address expected board behaviors that support group decisions and direction as determined by the Board. These polices will address both internal and external or public behavioral expectations. Polices will specifically describe appropriate communication guidelines for representation of the Association's business matters in the public.

Polices for improving Board working relationships may include corrective actions for Board members acting outside the policies and expected behaviors as generally described in governance polices.

Annual election polices or recommendations for potential bylaw changes will be aimed at improving the continuity of the Board and minimizing the disruption of Board turnover.

The Governance Committee will fulfill the responsibilities as enumerated in Section III of this Policy.

II. COMPOSITION

The Governance Committee shall be comprised of three or more directors as determined by the Board. Committee members may enhance their familiarity with Governance matters by participating in educational programs conducted by the Association or an outside consultant or other programs. The Committee may also retain the services of a qualified consultant with Board Governance expertise to assist it in the performance of its responsibilities.

The Board Chair shall appoint the Governance Committee chairperson. The Governance Committee shall elect from its membership a vice chair and appoint a recording secretary if and as needed. The Committee shall meet as needed.

III. RESPONSIBILITIES

The responsibilities of the Committee are to:

1. Recommend to the Board of Directors specific policy changes that will improve Board working relationships.
2. Recommend to the Board of Directors specific policy changes that will improve Board communications guidelines for communicating Association matters in public.
3. Recommend to the Board of Directors specific policies that delineate the duties of Board liaisons and Board members that may act as representatives in business matters external to the Association.
4. Recommend to the Board of Directors specific policies that delineate appropriate Board relationships with Association employees and appropriate lines of communications ensuring support for the Chief Executive Officer.
5. Recommend to the Board of Directors specific policy changes describing corrective actions that may be taken for violations of Governance Policies and or Board members acting beyond or outside their authority.
6. Recommend specific requirements and policies that may improve Board continuity and minimize disruptions resulting from Board turnover.
7. Recommend specific requirements and policies for candidates running for the Board of Directors.
8. Recommend to the Board of Directors guidelines for attending meetings outside of the liaison role as well as training and conferences.
9. Review, on a regular schedule, the Board Policies and recommend any needed changes to the full Board.
- 9.10. Annually conduct the performance evaluation for the Chief Executive Officer pursuant to Board Policy 701 and provide a written report to the Board of Directors detailing the results of such evaluation, consistent with the performance cycle timeline identified in the Chief Executive Officer's Executive Employment Agreement.

Date Approved: September 17th, 2025~~May 25, 2016~~

Dougherty

Attested: _____

Susanne Fleek-Green~~Bruce M.~~

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 502

CONTRIBUTIONS TO RETAIL MEMBERS

I. OBJECTIVE

To ensure the consistent application and oversight of the Association's contributions to retail members.

II. CONTENT

- A. The Association may include as part of its annual budget a designated sum of money to assist Association members with electric bill payments. The assistance is reserved exclusively for households that meet the following criteria:
 - 1. The member or another member of the household is aged 65 or older; or
 - 2. The member or another member of the household is receiving Social Security Disability Insurance (SSDI) or Supplemental Security Income (SSI).

Eligible retail members may receive a one-time contribution of not more than \$500 in the payment of past due or delinquent bills in a twelve-month period.

The budget allocated shall not exceed four-hundredths of one percent (0.04%) of the Association's retail revenue based on the most recent audited financial statements. In partnership with the Municipality of Anchorage Aging and Disability Resource Center (ADRC), the Association will credit approved amounts directly to members' electric accounts via internal "book entry" transactions within the Chugach financial accounting system. The ADRC will screen applicants to ensure that only eligible Association members, as outlined above, receive assistance with their electric bills.

- B. The Association may match employee contributions to eligible organizations, up to a maximum of \$100 per employee per year. Qualifying organizations must hold a current 501(c)(3) designation. The Association may use a third-party organization (examples include Pick-Click-Give or the United Way) to qualify and facilitate the matching contribution.
- C. The Association may provide employees access to a 3,000-hour company-wide volunteer leave bank annually. Employees may use their volunteer hours during the employee's regular work hours for activities with Association-approved nonprofit organizations located within Anchorage or the Association's service territory. The Association will use the Pick.Click.Give. program list as a basis for eligible nonprofit organizations.

III. RESPONSIBILITY

The Chief Executive Officer will be responsible for administration of this Policy.

Date Approved: September 17, 2025

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 502

CONTRIBUTIONS TO RETAIL MEMBERS

I. OBJECTIVE

~~To establish the Association's policy on contributions.~~To ensure the consistent application and oversight of the Association's contributions to retail members.

II. CONTENT

- A. The Association may include as part of its annual budget a designated sum of money ~~for contributions to assist Chugach Association members with electric who because of various hardship situations are unable to pay their electric bill payments due to a qualifying hardship.~~ The assistance is reserved exclusively for households that meet one of the following criteria.~~A qualifying hardship includes Hardship situations include, but are not limited to, circumstances where either the member or a dependent in the member's household is seriously ill, handicapped, or dependent on life support systems. The amount budgeted will not exceed four-hundredths of one percent (.0004) of the Association's anticipated Retail, Economy Energy, and Other Revenues.;~~

1. The member or another member of the household is aged 65 or older; or

~~—The member or another member of the household is aged 65 or older OR~~

2. Is receiving Social Security Disability Insurance (SSDI) or Supplemental Security Income (SSI) due to a qualifying disability or being age 65 or older.

~~This program is intended to prioritize funds for households with eligible disabilities or elderly members.~~Eligible retail members may receive a one-time contribution of not more than \$500 in the payment of past due or delinquent bills in a twelve-month period.

~~The budget allocated will~~shall ~~not exceed four-hundredths of one percent (0.004%) of the Association's retail revenue based on the most recent audited financial statements~~projected Retail, Economy Energy, and Other Revenues. In partnership with the Municipality of Anchorage Aging and Disability Resource Center (ADRC), the Association will credit approved amounts directly to members' electric accounts via internal "book entry" transactions within the Chugach financial accounting system. The ADRC will screen applicants to ensure that only qualified eligible Association members, as outlined above, receive assistance with their electric bills.

~~The Association through its partnership with the Municipality of Anchorage, Health and Social Services agency (MOA HSS) will credit member's electric accounts with~~

~~the approved amount via internal “book entry” transactions within the Chugach Association’s financial accounting system. MOA HSS will screen applicants to assist only the qualified Chugach Electric Association members, as defined above, to pay their electric bills.~~

- B. The Association may match ~~regular~~ employee ~~cash~~ contributions to qualifying eligible organizations, up to a maximum of \$100 per employee per year. Qualifying organizations must hold ~~ave~~ a current 501(c)-(3) designation. The Association may use a ~~third~~ third-party organization (examples include Pick-Click-Give or the United Way) to qualify and facilitate the matching contribution.
- C. The Association may provide employees access to a ~~with an annual~~ 3,000-hour company-wide volunteer leave bank annually. Employees may use their ~~v~~Volunteer hours ~~may be used~~ during the employee’s regular work hours for activities with at Chugach Association-approved nonprofit organizations located within Anchorage or Chugach’s the Association’s service territory. The Association Chugach will use the Pick.Click.Give. program list as a basis for eligible nonprofit organizations.

III. RESPONSIBILITY

The Chief Executive Officer will be responsible for administration of this Policy.

Date Approved: September 17, 2025

Attested: _____

Stuart Parks
Secretary of the Board

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

Anchorage, Alaska

**GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY**

September 10, 2025

ACTION REQUIRED

AGENDA ITEM NO. VI. B. i.

<u> </u>	Information Only
<u> X </u>	Motion
<u> </u>	Resolution
<u> </u>	Executive Session
<u> </u>	Other

TOPIC

Chugach Electric Association Charitable Foundation (Foundation) Policies.

DISCUSSION

On May 19, 2023, Chugach Electric Association, Inc. (Chugach) membership passed bylaw amendment Article XII, Miscellaneous, Section 4. Utility Bill Round Up Program.

On November 20, 2024, the Chugach Board of Directors approved the Articles of Incorporation and Bylaws and for the Chief Executive Officer to form Chugach Electric Association Charitable Foundation (Foundation).

On December 11, 2024, The Chugach Board of Directors appointed Susanne Fleek-Green, Jim Nordlund, and Dan Rogers to serve as the initial directors (Trustees) of the Foundation.

On August 27, 2025, the Chugach Board of Directors selected Jean Sauget and Irene Tresser to one-year terms; Bill Popp and Selma Khan to two-year terms; Katie Conway and Marnie Isaacs to three-year terms; and Rebecca Garrett to a four-year term on the Chugach Foundation Board of Trustees, effective October 1, 2025.

Prior to the formal seating of these Trustees, it is both prudent and in the best interest of Chugach and the Foundation for the initial Trustees to formally adopt a suite of foundation policies. These policies will provide a framework for governance and offer clear guidance for implementation as the Foundation begins operations.

The attached policies are designed to promote transparency, enhance accountability, and ensure compliance with nonprofit best practices and legal standards. They support responsible governance, sound financial stewardship, and effective oversight of charitable programs. Each policy has been tailored to align with the Foundation's mission, its current organizational structure, and projected program growth.

These policies will serve as the foundation for all interactions among the Board, staff, and partners, and will be reviewed and updated regularly to support the Foundation's evolving role in the community.

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors recommend the initial Trustees of the Chugach Electric Association Charitable Foundation to adopt the initial policy suite, as presented, prior to the formal seating of the full Board of Trustees on October 1, 2025

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 100

DATE: _____, 2025

CODE OF ETHICS FOR TRUSTEES

I. OBJECTIVE

To promote a culture of integrity, transparency, accountability, and ethical leadership among members of the Chugach Electric Association Charitable Foundation (“the Foundation”) Board of Trustees (“the Board”). This policy establishes the ethical principles and standards of behavior expected of all trustees in the performance of their duties on behalf of the Foundation.

II. CONTENT

Trustees of the Foundation must:

- A. Act with honesty and integrity while ethically upholding the Foundation’s Articles of Incorporation, Bylaws, policies and procedures, and applicable laws and regulations.
- B. Exercise reasonable care, good faith, and due diligence in Foundation affairs.
- C. Fully and promptly disclose information that reasonably could be expected to give rise to an actual, potential, or perceived conflict of interest.
- D. Remain accountable for prudent fiscal management, including oversight of the Foundation’s budgeting and planning process, financial performance, and financial condition.
- E. Comply with applicable laws, regulations, accounting standards, and the Foundation’s policies and procedures.
- F. Maintain a professional level of respect, courtesy, and objectivity in all Foundation activities and decision-making.
- G. Respect and uphold the confidentiality of sensitive information obtained through Board position.

III. APPLICABILITY

- A. Any violation of this Policy should promptly be reported to the Foundation’s sole member, Chugach Electric Association, Inc., as represented by its board of directors (“Chugach Board of Directors”).

- B. Trustees will be held accountable for their adherence to this Policy. Failure by a trustee to adhere to the terms of this Policy shall be dealt with as provided by the Foundation, Bylaws, policies and procedures, and applicable law, which may include removal from the Board.
- C. Any requested waivers of this Policy for Trustees shall be submitted to the Chugach Board of Directors, which has the sole and absolute discretion to approve or deny such requests.

IV. RESPONSIBILITIES

- A. The Board of Trustees is responsible for administering this policy and promoting ethical conduct throughout the Foundation.
- B. Trustees are individually responsible for familiarizing themselves with this policy and upholding its standards in all Foundation-related activities.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 101

DATE: _____, 2025

STATEMENT OF OBJECTIVES

I. OBJECTIVE

This policy defines the objectives of the Board in its management of the Foundation's affairs with respect to Cents of Community, Chugach Electric Association, Inc.'s bill round-up program.

II. CONTENT

A. Major Objectives With Chugach Members ("members")

1. To maximize the value of member contributions by ensuring funds are awarded to eligible 501(c)(3) charitable organizations within the Chugach service area.
2. To inform members about the use of funds received through Cents of Community and the impact of funded projects.
3. To provide accessible enrollment and participation options to ensure members' autonomy in choosing their program status.
4. To foster member trust through regular reporting, community engagement, and public visibility of the Foundation's work.
5. To encourage member participation in the governance of the Foundation through open Board recruitment and nomination processes.

B. Major Objectives With Grantees

1. To support nonprofit organizations, community groups, and charitable causes within the Chugach service area.
2. To administer a fair and accessible grant process, with clear guidelines, application support, and timely communication.
3. To measure and share the outcomes of funded projects and initiatives to demonstrate the value of contributions.

C. Major Objectives With the Public

1. To establish the Foundation as a trusted, community-focused steward of charitable resources.
2. To foster understanding and support of the programs and initiatives supported by the Foundation through outreach and public communication.
3. To build relationships with civic and nonprofit leaders and collaborate on projects and initiatives of shared community benefit.
4. To maintain a public presence through digital platforms, community events, and reporting on impact.

III. RESPONSIBILITIES

Subject to any limitations in the Articles of Incorporation, Bylaws and policies, the Board shall be responsible for considering the expressed goals and objectives of the Foundation in making decisions that affect the Cents of Community program.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 102

DATE: _____, 2025

BOARD POLICY FORMULATION, APPROVAL, AND DISTRIBUTION

I. OBJECTIVE

To establish procedures for the development, approval, distribution, and periodic review of Board policies to ensure the effective governance of the Foundation and the consistent advancement of its mission, goals, and programs.

II. CONTENT

A. Policy Development, Committee Review, and Board Approval

1. Any Trustee or standing committee of the Board may propose a new policy or recommend revisions to existing policies.
2. Recommendations regarding new policies or revisions should be submitted to the appropriate Board committee for review and refinement.
3. The reviewing committee shall evaluate proposals for relevance, clarity, legal compliance, and alignment with the Foundation's mission.
4. The reviewing committee will present its recommendations to the full Board of Trustees for discussion and final approval.
5. New policies or revisions to existing policies shall be adopted by a majority vote of the Trustees present at a duly called meeting.

B. Periodic Review

1. All policies shall be reviewed at least once every five years to ensure continued relevance and compliance.
2. The Board Secretary or designated officer shall maintain a policy review calendar and ensure timely committee assignments for policy review.
3. After review, the committee shall recommend whether a policy should be reaffirmed, revised, or retired.

C. Policy Communication and Distribution

1. The Board Secretary shall ensure that all approved policies are clearly documented and stored in an accessible format for Trustees.

2. Copies of current policies shall be made available to any stakeholder upon request.
3. Trustees shall be provided with updated copies of policies following approval or amendment.

III. APPLICABILITY

In the event of any conflict between any Board Policy and the Foundation's Bylaws, Articles of Incorporation, a state or federal law, or the rules and regulations of a regulatory agency ("Other Authority"), the Other Authority shall prevail.

IV. RESPONSIBILITIES

A. The Board Chair

1. Ensures policy development and review are conducted in a timely and orderly manner.
2. Facilitates discussion of proposed policies during Board meetings.

B. The Board Secretary

1. Maintains the official record of approved policies and coordinates their distribution.
2. Tracks the policy review schedule and initiates policy review assignments.

C. Board Committees

1. Lead the review and drafting of policies relevant to their areas of responsibility.
2. Consult with legal counsel or subject matter experts when needed to ensure compliance.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 103

DATE: _____, 2025

DUTIES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES

I. OBJECTIVE

To describe the major duties and responsibilities of the Board in its management of the Foundation. All authority of the Foundation not otherwise reserved by law, the Articles of Incorporation, or the Bylaws is vested in the Board of Trustees. This policy outlines the primary responsibilities of the Board in guiding the Foundation's mission, managing resources, and ensuring accountability.

II. CONTENT

Full compliance with this Policy is mandatory, and Trustees must foster a culture of transparency, integrity, and honesty.

A. General duties and responsibilities of the Board are as follows:

1. Ensure compliance with all applicable federal, state, and local laws, as well as the Foundation's Articles of Incorporation and Bylaws.
2. Hold regular well-organized Board meetings to provide policy direction, review progress, and take action on Foundation matters.
3. Ensure the annual member meeting and annual Board meeting are held in accordance with Bylaws 2.2 and 5.1.
4. Prepare and distribute accurate meeting minutes to maintain official records of all Board and committee meetings.
5. Encourage open discussion, collaboration, and information sharing during Board deliberations.
6. Allocate resources—financial, personnel, and technical—necessary to fulfill the Foundation's mission and programs.
7. Establish and oversee standing and ad hoc committees as needed.
8. Select, appoint, and evaluate auditors and consultants as needed.

B. Financial duties and responsibilities of the Board are as follows:

1. Ensure the Foundation remains fiscally sound, including by routinely reviewing the Foundation's financial statements and by establishing sound financial controls and risk management practices.
2. Approve depositories and authorize signatories for all Foundation accounts and legal instruments.
3. Review recommendations on financial policies and practices and review sources and strategies for financing.
4. Review and accept financial statements, audits, and reports on fund allocation and grantmaking performance.

C. Operational duties and responsibilities of the Board are as follows:

1. Consider and adopt short-range and long-range plans with respect to guiding the Foundation's mission, grantmaking, and outreach.
2. Approve and regularly review funding priorities, grant criteria, and program impact.
3. Oversee equitable and transparent distribution of grant funds through Board-defined processes.
4. Encourage community involvement, feedback, and participation in Foundation-led efforts.
5. Evaluate the effectiveness of the Foundation's operations and programs by developing and reporting on performance metrics and grantee selection.
6. Support communication with members and the public about the Foundation's work.
7. Encourage environmentally responsible practices in all Foundation activities.
8. Assisting new Board members to develop a greater understanding of the Foundation and their basic responsibilities and duties, including arranging for training of new Board members about the Foundation's objectives, plans, policies, and programs.

III. RESPONSIBILITIES

- A. The Board may delegate specific tasks to committees or designated officers, provided such delegation complies with the Foundation's Bylaws and applicable legal standards.
- B. The Board Chair is responsible for ensuring the foregoing responsibilities are effectively carried out.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 104

DATE: _____, 2025

CONFLICT OF INTEREST

I. OBJECTIVE

Trustees are expected to uphold the highest ethical standards in performing their duties to the Foundation, which includes avoiding conflicts of interest. This Policy establishes guidelines, procedure, and requirements for identifying and appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

II. CONTENT

A. Definitions

1. “Conflict of Interest” means situations where: (1) a material direct or indirect personal, financial, organizational, or professional interest; (2) held by a Trustee or a Related Party; (3) is determined by a majority of the Board of Trustees to interfere or compete with the interests of the Foundation.
2. “Interested Trustee” means a Trustee who has any actual, potential, or perceived Conflict of Interest.
3. “Related Party” means (1) a Trustee’s immediate family member, (2) a person living in the same household with and financially interdependent with a Trustee, (3) an entity owned or controlled by a Trustee, or (4) an entity in which a Trustee has a professional interest.

B. Duty to Disclose

1. A Trustee must disclose the existence of any actual, potential, or perceived Conflict of Interest in writing to the Board Chair as soon as such Trustee identifies that there may be a Conflict of Interest, and before the Foundation enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.
2. The disclosure should state all pertinent facts regarding the actual, potential, or perceived Conflict of Interest. If the Trustee is not sure whether a particular interest rises to the level of a Conflict of Interest, they should disclose it.

3. If a Trustee reasonably believes that they cannot disclose the nature of a personal, financial, organizational, or professional interest that may constitute a Conflict of Interest because such disclosure would violate a confidentiality obligation, the Trustee may declare a Conflict of Interest and abstain from participating in, and voting on, the matter before the Board.
- C. Determining Whether a Conflict of Interest Exists. After an actual, potential, or perceived Conflict of Interest has been disclosed by a Trustee to the Board Chair, the Board shall determine whether a Conflict of Interest exists by following the procedures listed below. The Board shall have the right to retain outside legal counsel to assist it with this determination at its discretion.
1. The Interested Trustee shall disclose all material facts relating to the potential Conflict of Interest to the Board.
 2. After any discussion between the Board and the Interested Trustee, the Interested Trustee shall leave the Board meeting while the determination of a Conflict of Interest is discussed and voted upon.
 3. The Trustees, other than the Interested Trustee, shall decide if a Conflict of Interest exists. If the Board determines by majority vote that no conflict exists, no further review of the transaction or arrangement by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Section II.D below.
 4. The determination that a Conflict of Interest exists shall not preclude the Board (other than the conflicted Trustee) from approving the matter, but such determination shall require the conflicted Trustee to recuse him/herself from the portion of meeting in which the topic is discussed and refrain from voting on the topic.
- D. Record of Proceedings. The minutes of any meeting(s) of the Board where a Conflict of Interest is considered shall contain: (i) the names of the persons who disclosed an actual, potential, or perceived Conflict of Interest; (ii) the nature of the disclosed interest; (iii) any action taken to determine whether a Conflict of Interest was present; (iv) whether the Interested Trustee was present during the determination; and (v) the Board's decision as to whether a Conflict of Interest in fact existed.

III. RESPONSIBILITIES

- A. Each Trustee shall comply with this Policy.
- B. Any Trustee whose conduct violates this Policy may be subject to removal pursuant to Section 3.7 Section 4.3 of the Foundation's Bylaws.

C. The Board shall be responsible for the administration of this Policy.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 105

DATE: _____, 2025

CONFIDENTIAL INFORMATION

I. OBJECTIVE

To ensure the protection of confidential information of the Foundation, its Trustees, applicants, grantees, and third parties with whom the Foundation engages if such confidential information is in the possession of the Foundation.

II. CONTENT

A. Definition of “Confidential Information”

“Confidential Information” means any non-public information acquired by a Trustee in the course of serving on the Board. This includes - but is not limited to - verbal, written, or electronic materials such as emails, reports, financial documents, application records, Board discussions, and deliberations. It also includes information stored on devices or platforms such as flash drives, personal computers, servers, cloud storage, or physical documents.

B. Categories of Confidential Information.

Confidential information may include, but is not limited to:

1. Grant applications and evaluations;
2. Personnel matters (if applicable);
3. Legal correspondence and privileged communications;
4. Donor information;
5. Board deliberations held in executive session;
6. Draft policies or strategy discussions prior to public release;
7. Privileged and confidential attorney-client information;
8. Attorney work product;
9. Information protected by privacy laws;
10. Trade secrets, information protected by patent or copyright, or similar information;

11. Any other information that is required to be kept confidential under applicable state or federal law or regulation.

Questions concerning the confidential status of any information shall be directed to the Board Chair, who may consult with appropriate third-party advisors as necessary.

C. Obligations of Board Trustees to Maintain Confidentiality.

1. Trustees must protect the confidentiality of all Confidential Information during and after their term on the Board.
2. Trustees shall not disclose, reproduce, or disseminate Confidential Information outside the Foundation unless explicitly authorized by the Board.
3. Confidential Information shall not be used for personal gain or to the detriment of the Foundation.
4. Trustees may only use Confidential Information for the purpose of fulfilling their responsibilities to the Foundation and as otherwise duly authorized by the Board.
5. All confidential documents or data must be returned to the Board Secretary or their authorized delegate or destroyed securely within ten (10) days following the conclusion of a Trustee's service.
6. The Board may require Trustees to sign a confidentiality agreement to affirm their understanding of and commitment to this policy.

D. Potential Release of Confidential Information.

1. Confidential information shall not be released unless authorized by:
 - a. An affirmative vote of the Board of Trustees; or
 - b. In compliance with a legal requirement, such as subpoena or court order
2. The Board Chair may bring forward for discussion any request to release information when it is believed to be in the best interest of the Foundation.
3. Nothing in this policy shall prevent the Foundation from complying with federal or state laws or valid orders from regulatory or judicial authorities.

III. RESPONSIBILITIES

- A. All Trustees must comply with the terms of this policy.

- B. All Trustees must report any known or suspected breaches of confidentiality or violations of this policy to the Board Chair.
- C. Trustees who violate this policy may be subject to disciplinary action, including possible removal from the Board in accordance with the Foundation's Bylaws.
- D. The Foundation reserves the right to seek legal or equitable remedies to prevent unauthorized disclosure.
- E. This policy supplements, and does not replace, any confidentiality obligations imposed by law or common law fiduciary duties.
- F. The Board Chair is responsible for administering this Policy.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 106

DATE: _____, 2025

TRUSTEE DUTIES AND STANDARDS OF CONDUCT

I. OBJECTIVE

To define the fiduciary duties and expected standards of conduct for Trustees serving on the Board, and to identify prohibited conduct that may compromise the integrity or effectiveness of the Foundation's governance.

II. CONTENT

A. Trustees are subject to legal standards of fiduciary responsibility. These include the duties of care and loyalty.

1. Under the duty of care, Trustees are required to:

- a. Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
- b. Have or acquire the minimum knowledge and skills necessary to direct the affairs of the Foundation.
- c. Make every effort to attend all applicable meetings of the Board or Board committee and to study materials sent prior to each Board or committee meeting.
- d. Study and adhere to all obligations imposed by the Articles of Incorporation, the Bylaws, contractual agreements, and Foundation Policies.

2. Under the duty of loyalty, Trustees are required to:

- a. Elevate the best interests of the Foundation and its member over any personal interests.
- b. Maintain undivided loyalty to the Foundation, which requires that there be no conflict between duty and self-interest.
- c. Refrain from using their position of trust and confidence with the Foundation to further private interests.
- d. Exert all reasonable and lawful efforts to ensure that the Foundation is not deprived of any advantage to which it is entitled.

- B. Trustees must act in good faith. Every Trustee in expressing his or her views, questions, concerns, positions, and activities relating to Foundation policies, programs, etc., shall be given the benefit of the assumption that the Trustee is pursuing the best interests of the Foundation. In turn, good faith requires that:
1. Trustees reveal all information or interests which they may have that may bear upon action being considered by the Board;
 2. Trustees not pursue a position, inquiry, recommendation or motion for the purpose of unduly harassing or annoying another Trustee, its member, or staff of its member, during a Board or committee meeting or during outside meetings;
 3. Trustees not exercise any special privilege that is not available to the general membership unless in a Board or committee meeting, or while acting upon authority delegated by the whole Board;
 4. Trustees communicate respectfully with staff of its member, avoiding attempts to influence staff positions, bypass reporting structures, or access confidential information without authorization.
- C. Trustees act only through the Board.
1. No Trustee may speak or act on behalf of the Board unless officially designated.
 2. Personnel matters should be discussed by the full Board with appropriate input from its member.
 3. The staff liaison serves as the conduit between the Board and others on operational matters, ensuring that Trustees receive complete and timely updates.
- D. Agenda Items and Trustee Initiatives.
- Any Trustee may request that a topic be placed in a future Board or committee agenda. The request will be considered by the Board Chair or committee chair in consultation with the staff liaison.
- E. Trustees must adhere to the Foundation's Bylaws, Articles of Incorporation, Board policies, and applicable local, state, and federal laws.
- F. Use of Foundation Information. Trustees shall not:
1. Use Foundation information for personal benefit or non-Foundation purposes.

2. Conduct independent negotiations or make external contacts on behalf of the Board without express authorization.
 3. Disclose confidential information in violation of Foundation policies.
 4. Circumvent procedures for requesting internal information or documents.
- G. Representation on Behalf of the Board. Trustees designated by the Board to serve as representatives or liaisons to external groups or advisory bodies shall:
1. Act within the scope of their appointment and Board direction.
 2. Notify the Board of significant matters requiring input.
 3. Represent the Foundation's interests faithfully and report back regularly to the full Board.
- H. Public Communication and Media Engagement. Only designated Trustees may speak on behalf of the Foundation to the media. Trustees may share general information about Board activities, provided they:
1. Accurately reflect the Board's collective decisions.
 2. Avoid representing personal views as Board positions.
 3. Refrain from recharacterizing Board actions in ways that contradict official communications.
- I. Prohibited Conduct. Trustees must avoid behavior that undermines their fiduciary obligation. Prohibited conduct includes:
1. Accepting gifts, payments, or favors, from entities doing business with the Foundation which may reasonably obligate or induce Trustees to compromise their duties and responsibilities to the Foundation.
 2. Having financial interest in, or formal affiliation with, a competing organization or a Foundation contractor, unless explicitly allowed by the Bylaws.
 3. Disclosing confidential information or bypassing governance procedures.
 4. Using Foundation information that in any manner is not in the best interest of the Foundation;
 5. Individually conducting negotiations or making contacts or inquiries on behalf of the Foundation and/or the Board unless officially designated to do so;

6. Acquiring or having a financial interest in any Foundation property;
7. Having other interests in or relationships with an outside organization or individual having business dealings with the Foundation if the interest or relationship would impair the ability of the Trustee to serve the best interests of the Foundation.

J. Enforcement.

1. The Board Chair is responsible for initiating a review of concerns regarding Trustee conduct.
2. Any Trustee may raise concerns by requesting a private meeting with the Trustee in question and the Board Chair.
3. If unresolved, concerns may be formally submitted to the full Board, following written notice signed by at least two Trustees.
4. The Trustee in question will be given no fewer than ten (10) days' notice and an opportunity to respond before the Board takes action.
5. Disciplinary action, such as censure, may be imposed only by a three-quarters vote of the Board (excluding the Trustee in question).
6. All proceedings and outcomes will be recorded in official meeting minutes.

This process does not replace the rights of the Foundation's member or Trustees to petition for the removal of a Trustee in accordance with Bylaw 3.7.

III. RESPONSIBILITIES

- A. Each Trustee shall make every reasonable effort to adhere to this Policy.
- B. The Board Chair is responsible for bringing non-adherence with this Policy to the attention of Trustees.
- C. Trustees found to have violated prohibited conduct provisions may be subject to removal in accordance with the Foundation's Bylaws.
- D. The full Board of Trustees is responsible for administering and upholding this policy.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 201

DATE: _____, 2025

PROCEDURES FOR BOARD OF TRUSTEES' MEETINGS

I. OBJECTIVE

To establish procedures that promote the orderly and efficient conduct of Foundation business at all Board meetings.

II. MEETING FORMAT AND AGENDA STRUCTURE

Each meeting of the Board of Trustees shall follow a structured agenda, including the following elements as applicable:

- I. Calling the Meeting to Order
 - a. Welcome and opening remarks
 - b. Roll Call and quorum confirmation
- II. Approval of Agenda
- III. Persons to be Heard
- IV. Consent Agenda
- III. Reports
 - a. Chair's Report
 - b. Treasurer's Report
 - a. Grant Report
- IV. Unfinished Business (as necessary)
- V. New Business (as necessary)
- VI. Trustee Comments
- VII. Adjournment

III. NOTICE, ACCESS, AND MEETING MATERIALS

- A. Meeting notices and agenda packets shall be made available to Trustees at least seven (7) days in advance.
- B. Items requiring action but not included in the agenda must be approved by a vote to waive notice requirements.

IV. PARTICIPATION AND CONDUCT

- A. All Trustees, persons to be heard, and invited presenters must be recognized by the Chair before speaking.
- B. Discussion will be conducted in an orderly manner per Robert's Rule of Order.

- C. Time limits for discussion may be established by the Chair to ensure effective use of meeting time.

V. RESPONSIBILITIES

The Chair of the Board is responsible for administering this policy and ensuring meeting procedures are followed. The Secretary shall maintain records, minutes, and meeting documentation.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 202

DATE: _____, 2025

COMMITTEES OF THE BOARD OF TRUSTEES

I. OBJECTIVE

To provide for the establishment and operation of standing and special committees of the Board of Trustees, ensure their functions are clearly defined, and establish procedures for appointing Trustees to serve on committees.

II. CONTENT

- A. The Board of Trustees may establish or abolish standing or special committees as needed to carry out the work of the Foundation, subject to the limitations in Bylaw 3.10. Each committee must consist of two or more Trustees, who serve at the pleasure of the Board. Only a Trustee may serve on a Board Committee.
- B. The scope, authority and purpose of each committee shall be documented in a written Statement of Functions, approved by the Foundation Board of Trustees.
- C. The staff liaison, or the staff liaison's designee, shall attend each committee meeting to provide staff advice and assistance.

III. RESPONSIBILITIES

- A. It shall be the responsibility of the Board of Trustees to establish or abolish committees, approve changes in committee functions and receive and act upon their reports or recommendations.
- B. The Board Chair, in consultation with the Vice Chair, Secretary, and Treasurer shall appoint the members of committees, taking into consideration the preference of the Trustees. Only members of the Board may serve on Foundation committees.
- C. The Board Chair is an ex-officio member of all Board committees but only votes on the committee to which they are appointed.
- D. The chairperson of such committees shall be appointed by the Board Chair, except that the Treasurer shall be the Chair of the Audit and Finance Committee. The Vice Chair of the committee shall be elected by the committee members.
- E. Board Committees shall only meet as needed. The committee chair shall convene all meetings of the committee. A majority of the committee may call a meeting of the committee. Dates of all committee meetings shall be coordinated with the staff liaison, or their designee, to avoid scheduling conflicts and to assure completion of any required staff study or support.

- F. A preliminary agenda shall be prepared for each committee meeting by the staff liaison in consultation with the chair of the committee seven days prior to the committee meeting. This notice requirement may be waived by a majority of the committee provided, however, notice and the agenda must be provided at least three days prior to the meeting.
- G. Minutes shall be kept of each committee meeting and shall be provided to the Board of Trustees. A report shall be made by the committee chair to the Board at its next meeting.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 203

DATE: _____, 2025

STATEMENT OF FUNCTIONS OF THE AUDIT AND FINANCE COMMITTEE

I. OBJECTIVE

The Audit and Finance Committee (A&F Committee) supports the Board of Trustees (Board) in fulfilling its fiduciary responsibilities by providing oversight of the Foundation's financial reporting, internal controls, risk management, and independent audit functions. The committee ensures accountability, transparency, and compliance with applicable legal and regulatory standards by:

- A. Acting consistent with Foundation Policy 100, *Code of Ethics*, in particular to create, promote and maintain a culture of honesty and high ethical standards.
- B. Reviewing and overseeing the Foundation's financial reporting process, results, and reports as they apply to internal controls to prevent, deter, and detect fraud.
- C. Reviewing the performance of the Foundation's independent registered public accounting firm ("independent auditor" or "auditor").
- D. Ensuring open communication between the Foundation's independent auditor and the Board.

The A&F Committee shall also:

- A. Make recommendations to the Board regarding Section II.B. of Foundation Policy 103.
- B. Review annually, objectives and goals in areas assigned to this Committee and make appropriate recommendations to the Board.
- C. Review and complete such other matters as may be specifically assigned to it by the Board.

The A&F Committee will fulfill these responsibilities as enumerated in Section III of this Policy.

II. CONTENT

The A&F Committee shall be comprised of three or more Trustees as determined by the Board. The A&F Committee may retain the services of a qualified accounting professional with auditing expertise to assist it in the performance of its responsibilities.

The Board Chair shall appoint the Board Treasurer as A&F Committee chairperson. The A&F Committee shall elect from its membership a vice chair and appoint a recording secretary as needed.

III. RESPONSIBILITIES

The responsibilities of the A&F Committee are to:

1. Recommend to the Board the selection of the independent auditor, it being understood that the Board has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditor.
2. Ensure the auditor's independence through review of all relationships, fees, and disclosures.
3. Review and discuss with the auditor the scope and results of the annual audit.
4. Discuss with the independent auditor the matters required to be discussed by applicable auditing standards.
5. Meet with the auditor to discuss financial reporting and internal controls.
6. Review the management letter delivered by the independent auditor in connection with the audit.
7. Monitor the implementation of improvements to financial practices
8. Review and approve draft annual financial statements prior to submission to the Board.
9. Review quarterly reports and discuss key variances or concerns.
10. Confirm the level of financial detail to be included in the Foundation's annual public report.
11. Discuss financial reporting issues with staff liaison and auditors, including Form 990.
12. Review adequacy of financial controls and procedures.
13. Discuss with staff liaison and auditors any significant risks or exposures and plans to address them.
14. Conduct additional inquiries as needed into financial or compliance concerns.
15. As appropriate, review with legal counsel any significant legal or regulatory matters affecting financial operations.

16. Ensure policies exist to support ethical behavior, accountability, and transparency in financial matters.
17. Provide minutes of A&F Committee meetings and summary reports to the Board of Trustees, and report to the Board of Trustees on any significant matters arising from the Committee's work.
18. Recommend any change to this policy or related policies based on an annual review.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 301

BUSINESS, RESOURCES, AND FINANCIAL PLANNING

I. OBJECTIVE

To outline the business planning requirements to assure responsible management of the Foundation's resources, aligning its strategic goals, grantmaking, budgets, and staffing with the Foundation's mission and long-term sustainability.

II. CONTENT

A. Planning Principles and Financial Forecasting

The Foundation shall conduct its planning in alignment with its mission, Board-approved strategic goals, and sound nonprofit governance practices. Financial and business planning will incorporate:

1. Long-range financial forecasting;
2. Strategic and operation action plans;
3. An annual operating budget; and
4. Program sustainability.

The Board of Trustees (Board) shall approve all major plans and budgets and ensure planning responsibilities are completed by the Board or its delegated Planning Committee.

B. Five-Year Financial Forecast

The Foundation will prepare long-range financial forecasts that will encompass a planning period of at least five (5) years. This forecast shall include:

1. Forecast components:
 - a. Annual operating expense projections;
 - b. Actuals from the prior fiscal year; and
 - c. 5-year operation and financial projections;
2. Key Financial Metrics
 - a. Program vs administrative expense ratios;

- b. Long-term sustainability indicators;
 - c. Asset allocations; and
 - d. Debt-to-Equity Ratio.
- 3. The forecast will also reflect resource availability and strategies to ensure long-term financial health.
- 4. The forecast will be reviewed annually by the Board and updated as needed.
- 5. Any material revisions shall require Board's approval.
- C. Annual Budget
 - 1. An annual operating budget shall be developed to support Foundation programs, grants, operations, and governance activities.
 - 2. The budget shall include projected revenues, expenditures (fixed and variable), and designated reserves.
 - 3. Prior to the start of each fiscal year, the Board shall approve the operating and capital budgets.
- D. Planning Committee

The Board may appoint a Planning Committee to guide the financial forecasting process. The committee will include:

 - 1. The Board Treasurer (serving as Chair);
 - 2. At least two additional Trustees; and
 - 3. Designated staff, advisors, or external consultants (as needed).

The Planning Committee shall coordinate the development of financial plans and submit recommendations to the full Board for approval.

III. RESPONSIBILITIES

The Board is responsible for the oversight of all business, financial, and resource planning activities under this policy. The Treasurer, in coordination with the Planning Committee and staff liaison, shall lead the development, review, and implementation of all planning documents and ensure alignment with the Foundation's strategic priorities.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 302

DATE: _____, 2025

FINANCIAL CONTROLS

I. OBJECTIVE

To establish financial policies that ensure responsible management of the Foundation's assets and resources. This includes internal controls, risk management, regulatory compliance, reporting, and strategic use of financial tools in support of the Foundation's mission and long-term sustainability.

II. CONTENT

A. Accounting Policies and Financial Oversight

The Foundation shall:

1. Prepare timely and accurate financial reports, including explanations of significant budget variances and monitoring of major projects.
2. Develop long-range financial plans to support programmatic goals.
3. Maintain financial practices that promote sound use of resources, meet applicable agreements, and preserve organizational integrity.

B. GAAP Compliance and Responsibility Accounting

1. The Foundation's accounting system shall conform to Generally Accepted Accounting Principles (GAAP) and any requirements imposed by regulatory or funding agencies.
2. A responsibility accounting framework shall be used to track and report budget performance in both operating activities.

C. Internal Controls

The foundation shall maintain an internal control system that supports:

1. A culture of ethical behavior and fiscal accountability.
2. Clear policies and procedures to manage risks and ensure compliance.
3. Reliable information and communication systems to support decision-making.

4. Routine monitoring and evaluation as follows:
 - a. All key controls shall be tested at least every two years.
 - b. A third-party security audit of the Foundation's computer networks shall be conducted annually.
 - c. Results and updates to internal controls shall be reported to the Board Treasurer and Audit & Finance Committee quarterly.

D. Other Financial Responsibilities

1. Financial Reporting

Quarterly financial reports to the Board of Trustees (Board) shall include:

- a. Revenue and expense statements (monthly, YTD, prior year);
- b. Balance sheet and financial position;
- c. Financial ratios and trends; and
- d. Cash flow statements.

2. Authorization of Payments and Disbursements

- a. The Board shall designate authorized signatories for financial transactions via resolution.
- b. All disbursements above [specific threshold] must bear two authorized signatures.
- c. Use of Foundation credit cards may be permitted for Trustees or designated staff for official business only and is subject to Board-approved limits and documentation policies.

III. RESPONSIBILITIES

The Board is responsible for the implementation and enforcement of this policy. The Board Treasurer, with support from the Audit & Finance Committee and any designated staff or advisors, shall manage the day-to-day oversight of the Foundation's financial systems, reports, and controls.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 303

DATE: _____, 2025

REPORTING AUDIT AND ACCOUNTING CONCERNS

I. OBJECTIVE

To establish a confidential, safe, and effective process for employees, volunteers, or affiliated persons of the Foundation to report concerns related to accounting practices, internal controls, or auditing procedures (“Accounting Concerns”). This policy affirms the Foundation’s commitment to high ethical standards and compliance with applicable laws, and it provides protection against retaliation for good faith reporting.

II. CONTENT

The Foundation encourages individuals to report serious concerns that may affect the integrity of financial reporting or internal financial practices, including but not limited to:

1. Suspected fraud or intentional error in financial statement preparation or auditing;
2. Violations of accounting standards or regulatory requirements;
3. Inappropriate internal accounting controls or oversight;
4. Misconduct involving financial misrepresentation, manipulation, or omission; or
5. Material breaches of Board-approved financial policies.

A. Reporting Channels

Individuals may report accounting concerns to any of the following:

1. Their immediate supervisor;
2. The Foundation’s designated financial or compliance officer;
3. The Chair of the Audit & Finance Committee;
4. Any Trustee; or
5. The staff liaison.

Reports may be submitted confidentially or anonymously, and individuals are encouraged to provide sufficient detail to enable investigation.

B. Handling and Investigation of Reports

1. The Chair of the Audit & Finance Committee (or designee) shall oversee the review of all accounting concerns received
2. If the concern involves a Trustee, the matter shall be referred to the Board of Trustees (Board) Chair. If it involves the Board Chair, it shall be directed to the Vice Chair or another designated Trustee.
3. The Foundation may engage independent counsel, auditors, or other external professionals as needed to conduct or support an investigation.
4. Investigations will be conducted discreetly and objectively.

C. Protection from Retaliation

1. No individual who submits an accounting concern in good faith shall face retaliation, harassment, or adverse consequences related to their employment or volunteer role.
2. Retaliation includes, but is not limited to, demotion, discipline, threats, termination, or any form of workplace discrimination.
3. Any retaliatory behavior shall be considered a serious violation of Foundation policy and grounds for disciplinary action.
4. Knowingly false, malicious, or bad-faith allegations may result in appropriate corrective or legal action.

D. Confidentiality and Communications

1. The Foundation will protect the confidentiality of the reporter to the extent practicable and permitted by law.
2. If the individual reporting is not anonymous, they may be provided with periodic updates regarding the status and outcome of the investigation, when appropriate,
3. Individuals involved in an investigation are expected to maintain confidentiality and cooperate fully with investigators.

E. Scope of Policy

This policy applies exclusively to concerns related to financial integrity, accounting, internal controls, and auditing practices.

III. RESPONSIBILITIES

The Board is responsible for maintaining and enforcing this policy. The Chair of the Audit & Finance Committee is responsible for receiving, documenting and directing the investigation of all reported accounting concerns. The Board Chair (or Vice Chair, as needed) will ensure appropriate governance oversight and independence during reviews.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 304

DATE: _____, 2025

GRANTMAKING

I. OBJECTIVE

To provide a standardized, transparent, and accountable process for the administration of the Foundation's grantmaking activities in alignment with its mission and strategic goals.

II. CONTENT

- A. Board of Trustees (Board): Approves overall grantmaking strategy, final grant awards, and budget allocations.
- B. Staff Liaison: Manages grant administration, supports applicants, prepares materials for review, and monitors compliance.

III. GRANTMAKING PROCESS

- A. Grantmaking Plan
 - 1. The Staff Liaison develops an annual grantmaking calendar and priorities based on the Charitable Foundation's mission, strategic plan, and available budget. The plan is reviewed and approved annually by the Board.
 - 2. Grant applications are reviewed quarterly by the Board.
- B. Application Solicitation
 - 1. Call for applications issued at least 30 days before submission deadline via website, and other communication channels.
 - 2. Grant guidelines must include:
 - a. Eligibility criteria
 - b. Application instructions and requirements
 - c. Reporting requirements
 - d. Funding limits
- C. Grant Eligibility
 - 1. Eligible Grant Applicants

Grants will be made only to non-profit organizations granted tax-exempt status under IRS Code Section 501(c)(3) serving one or more communities within Chugach Electric Association, Inc.'s service area.

2. Ineligible Grant Applicants

Grants will not be awarded to/for:

- a. Individuals;
- b. Operational expenses, such as utility bills;
- c. Lobbying or the election of candidates for office;
- d. Fund-raising dinners, raffles or other related events;
- e. Political or action organizations;
- f. Public and private schools and affiliated organizations;
- g. Advertising or ongoing operational expenses, including salaries and benefits;
- h. Capital fund campaigns, national fund drives, or where funds "flow-through" to another agency or organization; or
- i. Sectarian programs of religious organizations. Religious organizations may apply, but funds will only be awarded for programs which serve broad and non-sectarian purposes as demonstrated through their application and supporting documentation (e.g., funds may be awarded to a church, synagogue, mosque or other religious organization to support a food or clothing pantry for the homeless).

D. Grant Awards

1. Grant awards will be no more than \$20,000.
2. The organizational grant limit is \$20,000 per organization within any 12-month period.
3. To be eligible for future funding, grant recipients must complete a project report within 12 months from the date the grant was awarded.
4. Grants will not reimburse for projects, or programs, that have already been completed.

E. Application Requirements

1. All applications and supporting documentation described in the application must be submitted by the published deadline using the standard application form.
2. Failure to complete the application is reason for denial. Incomplete applications will not be considered.
3. Organizational grant applications that do not include requested financial information will be considered incomplete and will not be considered.
4. Staff Liaison screens submissions for completeness and eligibility.

F. Review and Evaluation

1. Eligible applications are reviewed by the Board using a consistent rubric.
2. The Board scores and ranks grant applications.

G. Board Approval

1. The Board votes to approve final grant awards.
2. The Board's decision to approve or deny a grant is final.
3. Meeting minutes must document the approval of each grant.

H. Grant Agreements

1. Staff Liaison drafts and issues a grant agreement to each grantee.
2. Agreements must be signed by the Grantee and a Foundation representative before funds are disbursed.
3. All contracts, MOUs, and grant agreements must be reviewed by legal counsel prior to execution.
4. Final agreements must be signed by authorized signatories as designated by the Board.
5. A copy of all executed contracts shall be stored securely.

I. Fund Disbursement

1. Disbursements are made in accordance with the terms outlined in the grant agreement.

2. Payments require dual authorization from the Board Chair and Treasurer.

J. Transparency and Reporting

1. Grantees must submit progress and/or final reports as defined in the grant agreement.
2. Staff Liaison reviews reports for compliance and impact.
3. Non-compliance may result in suspension of payments or other corrective action.
4. The Board of Trustees will publish annual impact report detailing:
 - a. Funds raised
 - b. Grantees and awarded amounts
 - c. Outcomes achieved
5. The Cents of Community webpage will highlight program achievements, application processes, and Board activities.
6. Periodic social media posts will also be used to highlight program achievements and application windows for both grants and open Trustee seats.

K. Documentation and Recordkeeping

1. All applications, agreements, communications, and reports must be maintained for at least seven (7) years.
2. Records should be stored in a secure management system or designated electronic filing system.

IV. RESPONSIBILITIES

This policy shall be reviewed annually and updated as needed by the Staff Liaison and approved by the Board.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 305

DATE: _____, 2025

EVALUATION AND IMPACT MEASUREMENT

I. OBJECTIVE

To establish consistent processes for evaluating the effectiveness, efficiency, and outcomes of the Foundation's programs and grants, ensuring accountability, learning, and continuous improvement in alignment with the Foundation's mission and strategic goals.

II. RESPONSIBILITIES

- A. Board of Trustees (Board): Reviews evaluation outcomes and uses results for grantmaking strategy.
- B. Staff Liaison: Oversees evaluation planning and execution; compiles reports and recommendations.
- C. Grantees: Submit timely and accurate reports as defined in grant agreements.

III. CONTENT

- A. Evaluation Planning
 - i. An evaluation plan shall be developed annually by the Staff Liaison, in consultation with the Board and relevant grantees.
 - ii. Each grant or initiative will include clear objectives, intended outcomes, performance indicators, and data collection methods.
 - iii. The evaluation plan will be included as part of all new grant agreements.
- B. Data Collection and Tracking
 - i. Program data will be collected through reports, surveys, interviews, and site visits.
 - ii. Grantees will be required to submit mid-year and final reports that detail progress, impact, and lessons learned.
- C. Performance Metrics

Quantitative and qualitative indicators may include:

 - a. Number of people served or impacted by grant project or program;

- b. Measurable community outcomes;
- c. Grantee capacity improvements;
- d. Return on investment (ROI).

Baseline data and targets should be defined at the beginning of the grant cycle.

D. Review and Analysis

- i. The Staff Liaison will compile evaluation results quarterly and annually.
- ii. Results will be reviewed with the Board to assess program effectiveness and alignment with the Foundation's mission.
- iii. Evaluation findings will inform future funding decisions, policy adjustments, and strategic planning.

E. Reporting and Dissemination

- i. An annual Impact Report summarizing outcomes, key findings, and recommendations will be prepared by the Staff Liaison.
- ii. Reports may be shared publicly with stakeholders, grantees, and community partners to increase transparency and accountability.

F. Continuous Improvement

- i. Feedback from evaluations will be used to refine grant guidelines, processes, and communications.
- ii. The Foundation will promote a culture of learning by offering grantees opportunities to reflect on and share their experiences.

IV. REVIEW AND REVISION

This policy shall be reviewed every two years or as needed to reflect changes in best practices or Foundation priorities. Revisions must be approved by the Board of Trustees.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 401

DATE: _____, 2025

**DELEGATION OF AUTHORITY AND RELATIONSHIP BETWEEN
THE BOARD OF TRUSTEES AND THE STAFF LIAISON**

I. OBJECTIVE

To define the relationship between the Board of Trustees (Board) and the Foundation's staff liaison, including delegation of authority, support responsibilities, reporting expectations, and guidance for collaboration. This policy clarifies how the Board maintains its governance role while enabling efficient day-to-day support and administration by staff.

II. ROLE OF THE STAFF LIAISON

The staff liaison shall be selected by the Chief Executive Officer of Chugach Electric Association, Inc. The staff liaison serves as the primary administrative and operational support to the Board. While the Board retains all governing authority, the staff liaison is authorized to carry out tasks that support the mission, programs, and compliance obligations of the Foundation in accordance with Board direction and policy.

III. AREAS OF DELEGATED SUPPORT

The Board delegates to the staff liaison the authority to assist with the following duties on behalf of the Board:

- A. Coordinate Board and committee meetings, including agenda development, logistics, and timely distribution of materials.
- B. Prepare draft operating budgets, support grant disbursement planning, and assist with long-term financial forecasting.
- C. Administer internal policies and procedures to ensure efficient daily operations and alignment with Board-adopted goals.
- D. Manage documentation and compliance tasks related to nonprofit governance, including filings, meeting minutes, and policy records.
- E. Maintain relationships with grantees, applicants, vendors, and community stakeholders on behalf of the Foundation.
- F. Provide regular financial, administrative, and programmatic reports to the Board or its designated committees.

- G. Support communication and marketing strategies that further the Foundation's visibility and outreach efforts.
- H. Implement Board-approved initiatives and provide follow-up status reports on assigned projects.
- I. Coordinate annual Foundation events or activities, including fundraising or community impact efforts.
- J. Collaborate with auditors, legal counsel, and other third-party professionals, as directed by the Board.

IV. **RELATIONSHIP BETWEEN THE BOARD AND STAFF LIAISON**

The Foundation is governed by the Board, which holds final authority over all organizational decisions. The staff liaison supports the work of the Board but does not serve as a corporate officer or executive.

The working relationship between the Board and staff liaison shall be characterized by:

- Transparency: Open communication of updates, needs, and challenges.
- Trust and Support: A mutual understanding that the staff liaison's role is to enable the Board's effectiveness.
- Defined Boundaries: Staff will not make binding legal or financial decisions unless expressly authorized by the Board.
- Mutual Accountability: Staff will report progress and outcomes regularly, while the Board provides feedback and direction.

V. **LIMITATIONS**

The staff liaison shall not:

- A. Enter into contracts, agreements, or financial obligations exceeding a threshold designated by the Board.
- B. Make policy decisions, represent the Board in legal matters, or act on behalf of the Foundation without explicit Board approval.
- C. Hire or terminate staff or consultants unless authorized by the Board.
- D. Establish programs, issue grants, or allocate resources outside the scope of Board-adopted budgets and plans.

VI. BOARD RESPONSIBILITIES

To ensure successful implementation of this policy, the Board shall:

- A. Provide the staff liaison with clear direction and performance expectations.
- B. Review and update delegation parameters annually or as needed.
- C. Assign one or more Trustees (e.g., Chair or committee leads) as points of contact for routine communication and approvals.
- D. Conduct an annual review of Board and staff collaboration to ensure alignment with Foundation goals.

VII. RESPONSIBILITIES

- A. The Board Chair shall ensure this policy is followed and shall serve as the primary liaison between the staff liaison and the Board.
- B. The staff liaison is responsible for reporting on activities and outcomes related to delegated responsibilities.
- C. The Board is responsible for evaluating the Foundation's operational support structure and ensuring it meets the needs of the organization.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 402

DATE: _____, 2025

**DELEGATION TO STAFF LIAISON OF CERTAIN
SECRETARY AND TREASURER OF THE BOARD'S DUTIES**

I. OBJECTIVE

To delegate specific administrative duties of the Secretary and Treasurer of the Board of Trustees (Board) to the Foundation's designated staff liaison, while retaining ultimate accountability with the Board. This policy enables efficient operations while preserving appropriate oversight and legal responsibilities of Board officers.

II. POLICY CONTENT

Pursuant to the Foundation's Bylaws, the Board may delegate one or more duties of the Secretary and/or Treasurer to designated assistant. Through this policy, the Board formally delegates specified administrative responsibilities to the staff liaison, subject to the limitations and expectations outlined below.

A. General Delegation and Accountability

1. The duties listed below are delegated to the staff liaison.
2. The staff liaison may further assign routine tasks to administrative support staff, but remains accountable to the Board for proper execution.
3. These delegations do not diminish or replace the legal and fiduciary responsibilities of the Secretary and Treasurer of the Board, who retain ultimate responsibility.

B. Delegated Duties of the Secretary of the Board

The following duties may be carried out by the staff liaison:

1. Recording Meeting Minutes
 - a. Draft minutes for all Board and member meetings.
 - b. When the Secretary is present, finalization and approval of the minutes remain under their supervision and signature.
2. Maintain custody of the Foundation's corporate records
3. Managing Governing Documents

- a. Keep copies of the Foundation's Articles of Incorporations and Bylaws on file.
 - b. Provide copies to the member or stakeholders upon request.
 4. Perform other administrative duties of the Secretary as directed by the Board.
- C. Delegated Duties of the Treasurer of the Board

The following financial responsibilities may be supported by the staff liaison:

1. Oversee the secure handling and recordkeeping of the Foundation's funds and financial instruments, subject to Board-approved financial policies and controls.
2. Manage the receipt and deposit of funds in accordance with applicable Board policies and guidelines.
3. Support the Treasurer in performing all duties incident to their office, as well as other financial functions that are assigned by the Board.

III. **RESPONSIBILITIES**

The Board retains full authority and fiduciary responsibility for all matters outlined in this policy. The Secretary and Treasurer of the Board shall oversee the work delegated to the staff liaison and ensure accuracy, integrity, and compliance. The staff liaison shall carry out the delegated duties professionally and report regularly to the appropriate Board officer.

Date Approved: _____, 2025

Attested: _____
Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 501

DATE: _____, 2025

COMMUNICATIONS AND BRANDING

I. OBJECTIVE

To establish consistent standards for internal and external communications and branding that reflect the Foundation's mission, values, and identity. This Policy ensures accuracy, transparency, and professionalism in all Foundation communications.

II. RESPONSIBILITIES

- A. Staff Liaison: Manages communications, oversees branding consistency, and serves as the primary media contact.
- B. Chugach Electric Association, Inc. (Chugach) Corporate Communications: Supports communication efforts through social media updates, press releases, website updates, Chugach newsletters.
- C. Board of Trustees: Approves communication policies and is informed about key messaging strategies.

III. PROCEDURES

- A. Brand Standards
 - i. All communications must follow the Foundation's brand guidelines, including logo usage, typography, and colors.
 - ii. Logos must not be altered, distorted, or combined with other images.
 - iii. Use approved templates for flyers, reports, social media posts, and presentations.
- B. Internal Communication
 - i. Key updates and organizational announcements are shared via email or secure collaboration platforms.
 - ii. Maintain professionalism and clarity in all written and verbal communications among staff and trustees.
- C. External Communication
 - i. Only authorized individuals (e.g., Trustee Chair or designated spokesperson on behalf of the Board of Trustees) may communicate with the media on behalf of the Foundation.

- ii. Press releases, newsletters, and public statements must be reviewed by the Staff Liaison prior to distribution.
 - iii. All written correspondence from the Board shall be on Foundation letterhead.
- D. Social Media Management
 - i. Social media content must reflect the Foundation's mission and be consistent in tone and appearance.
- E. Website Management
 - i. The Staff Liaison is responsible for ensuring the website is updated. Content updates should occur at least quarterly or when programs, events, or personnel change.
 - ii. The site must maintain secure hosting.
- F. Public and Member Inquiries
 - i. All inquiries must be acknowledged within two (2) business days.
 - ii. A standard response template should be used for common questions.
 - iii. Complex inquiries should be referred to the Staff Liaison or appropriate subject matter expert.
- G. Crisis Communication
 - i. In the event of a public incident, controversy, or misinformation, the Board Chair and Staff Liaison, with the support of Chugach Corporate Communications and Chugach Executive Leadership will coordinate a unified response.
 - ii. A holding statement should be prepared if additional time is needed to gather facts.

IV. **POLICY REVIEW**

This Policy shall be reviewed every two years or as needed to ensure alignment with the Foundation's goals and evolving best practices.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 502

DATE: _____, 2025

COMPLIANCE AND LEGAL OVERSIGHT

I. OBJECTIVE

To establish procedures for ensuring legal compliance and oversight across all activities of the Foundation. This Policy is intended to promote accountability, reduce risk, and uphold the integrity and transparency of the Foundation's operations.

II. RESPONSIBILITIES

- A. Board of Trustees: Provides oversight and ensures compliance with legal and regulatory requirements.
- B. Staff Liaison: Coordinates day-to-day compliance activities and communicates with legal counsel.
- C. Legal Counsel: Advises the Foundation on legal matters, regulatory compliance, and risk mitigation.

III. CONTENT

- A. Monitoring Legal and Regulatory Compliance
 - i. The Staff Liaison shall maintain a checklist of all relevant federal, state, and local laws and regulations applicable to the Foundation's nonprofit operations.
 - ii. The checklist shall be reviewed and updated annually in collaboration with legal counsel.
 - iii. Compliance requirements include, but are not limited to:
 - a. IRS regulations and filings (e.g., Form 990)
 - b. State of Alaska Corporation reporting and charity registration
 - c. Employment laws and volunteer policies
 - d. Data privacy and protection
 - e. Conflict of interest policies

B. Policy Review and Updates

- i. All policies (Board, operational, and financial) shall be reviewed at least every two years, unless otherwise stated in the policy.
- ii. The Staff Liaison shall coordinate the review process and incorporate input from legal counsel where appropriate.
- iii. Updated policies must be approved by the Board and communicated to all relevant parties.

C. Incident and Risk Reporting

- i. Any known or suspected legal violations or compliance risks must be reported immediately to the Board Chair or legal counsel.
- ii. The Staff Liaison shall maintain an incident log and ensure proper follow-up and documentation.
- iii. Legal counsel shall be consulted on any matter with potential legal consequences.

D. Public and Member Inquiries

- i. All inquiries must be acknowledged within two (2) business days.
- ii. A standard response template should be used for common questions.
- iii. Complex inquiries should be referred to the Staff Liaison or appropriate subject matter expert.

E. Training

Trustees may receive training and periodic review on topics including but not limited to nonprofit governance, compliance, legal obligation, fiduciary duties, charitable solicitation laws, and data security.

IV. **POLICY REVIEW**

This Policy shall be reviewed every two (2) years.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 601

DATE: _____, 2025

FOUNDATION BOARD VACANCIES

I. OBJECTIVE

To describe the procedure for the Chugach Electric Association, Inc. Board of Directors (Association Board) to fill vacancies on the Foundation's Board of Trustees (Foundation Board) consistent with the Bylaws.

II. CONTENT

A. Time and Manner of Solicitation.

Solicitations for applications to fill a vacancy on the Foundation Board shall begin by direction of the Association Board Chair following notice at a regular Association Board meeting that a vacancy has occurred. Only persons eligible to run under the Bylaws shall be considered candidates for appointment.

B. Interviews.

The Association Board may interview all of the candidates.

C. Time of Consideration.

After the closure of the solicitation and interview process, the Association Board shall consider the candidates at its next regularly scheduled meeting.

D. Nomination of Slate.

At the appropriate time on the agenda, the Association Board shall develop a slate of candidates. This slate shall be created by a nomination process of the Association Board. In order for a name to be added, it shall require a "motion to nominate" by a Association Director, followed by a "second to the motion" from another Association Director.

E. Narrowing of Slate.

If more than two candidates are included in the slate, the Association Board shall vote to eliminate candidates until only two remain.

F. Final Selection.

Once only two candidates remain, the Association Board shall vote for the candidates until one is selected by a majority of the Association Board.

G. Deadlock.

If the Association Board remains deadlocked after three ballots in the final selection process, any member of the Association Board may by motion place a new candidate on the ballot from the applicant pool. The process shall then start as in paragraph E above.

H. Continuing Deadlock.

In the event of continued deadlock, the Association Board may, by motion, reopen the application process and/or postpone the appointment until a future meeting.

I. More Than One Vacancy.

If more than one vacancy occurs at the same time, the number of candidates in paragraphs E and F above shall be changed to one more than the number of vacancies. Each seat shall be filled by a majority vote of the Association Directors with each Director casting one vote for each vacant Trustee slot. This would mean, for example, that if there were two vacancies on the Foundation Board, the Association Board would create a slate of three candidates by following the procedures spelled out in earlier paragraphs and then proceed to final voting. At this time, each Association Director would vote for two of the three names on the slate of candidates.

J. Assumption of Office.

The winning candidate or candidates shall be sworn in and take their seat(s) at the next scheduled Foundation Board meeting.

III. RESPONSIBILITIES

The Association Board shall be responsible for the administration of this Policy.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

**CHUGACH ELECTRIC ASSOCIATION
CHARITABLE FOUNDATION**

FOUNDATION POLICY: 602

DATE: _____, 2025

NONDISCRIMINATION

I. OBJECTIVE

The Foundation is committed to equal employment and volunteer opportunity without regard to gender, gender identity, race, creed, marital status, sexual orientation, religion, color, age, national origin, veteran status, or disability.

II. CONTENT

- A. This policy applies to all areas of employment and volunteer participation, including recruitment, hiring, training and development, promotion, transfer, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment in accordance with applicable federal, state and local laws.
- B. The Foundation requires that any organization seeking grant assistance submit a written copy of its nondiscrimination policy signed by the chair of its board and/or the executive director before consideration of a grant request. The Board will review policy statements as part of its overall review of proposals.

III. RESPONSIBILITIES

The Board is responsible for maintaining and enforcing this policy.

Date Approved: _____, 2025

Attested: _____

Dan Rogers
Secretary of the Board of Trustees

Chugach Electric Association, Inc.

Updated Timeline: Annual Strategic Planning, Budgeting and Chief Executive Officer Performance Evaluation Cycle

The annual performance cycle for Project Specific Initiatives and Priority Areas for the Chief Executive Officer (CEO) covers the twelve-month period from May 1 through April 30, with performance goals for the subsequent cycle typically set between May and July. The CEO annual performance cycle, however, is not aligned with the outcomes of the strategic planning process or the annual budgeting process. The Strategic Planning meeting is generally held in mid to late August or early September, while the annual budget is developed and approved by the Board during the fourth quarter.

Ideally, strategic priorities identified in the August/September Strategic Planning meeting should be timely incorporated into the CEO's performance cycle goals for the upcoming calendar-year, and any attendant budgetary financial requirements can be incorporated into the annual budgeting process.

Alignment of CEO Performance Cycle with Strategic Planning and Budgeting Processes

The following schedule establishes a revised timeline that aligns the CEO's annual performance cycle with Chugach's strategic planning and budgeting processes. It also includes a transitional period to move from the current cycle to a calendar-year-based performance cycle.

Transitional Schedule – 2026

- **By April 30, 2026:** The Board completes the annual performance evaluation of the CEO for the period May 1, 2025, through April 30, 2026.
- **August / September 2026:** The Board holds its annual Strategic Planning Session.
- **By October 31, 2026:** The Board approves the CEO performance goals (including Project-Specific Initiatives and Priority Areas) for the 2027 calendar year. This reflects a shift in timing, as annual goal setting is now occurring several months later than in previous years.
- **By December 31, 2026:** The Board approves the 2027 annual operating budget.

Ongoing Schedule – Beginning 2027

- **August / September 2027:** The Board conducts its annual Strategic Planning Session.
- **By October 31, 2027:** The Board approves the CEO performance goals for the 2028 calendar year.
- **By December 31, 2027:** The Board approves the 2028 annual operating budget.
- **By February 28, 2028:** The Board completes the annual performance evaluation of the CEO based on 2027 calendar-year results.
- Cycle continues annually thereafter.