

**CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA**

GOVERNANCE COMMITTEE MEETING

AGENDA

Susanne Fleek-Green, Chair
Rachel Morse, Director
Sisi Cooper, Director

Bettina Chastain, Director
Mark Wiggin, Director

December 4, 2024

**Immediately Following the
Audit & Finance Committee Meeting**

Chugach Board Room

- I. CALL TO ORDER (5:00 p.m.)
 - A. Roll Call
- II. APPROVAL OF THE AGENDA* (5:05 p.m.)
- III. APPROVAL OF THE MINUTES* (5:05 p.m.)
 - A. March 18, 2024 (Slocum)
- IV. UNFINISHED BUSINESS (none)
- V. NEW BUSINESS** (scheduled) (5:10 p.m.)
 - A. Election of Governance Committee Vice-Chair (Committee) (5:10 p.m.)
 - B. 2025 Member Advisory Council** (MAC) (Board) (5:15 p.m.)
 - 1. Discussion on 2025 MAC Renewal and Topics
 - 2. Appointments to 2025 MAC**
 - C. Appointments to 2025 Bylaws, Election, and Nominating Committees* (Board) (5:30 p.m.)
 - D. Member Committee Compensation (Highers) (5:40 p.m.)
 - E. Board of Director Appointments to Chugach Electric Association Charitable Foundation* (Lewis-Boutte/Clarkson) (5:45 p.m.)
 - F. Board Policy Updates* (Clarkson) (5:55 p.m.)
 - 1. BP 201 – Open Meetings & Executive Session of the Board of Directors
 - 2. BP 202 – Procedures for Board of Directors Meeting
 - 3. BP 205 – Committees of the Board of Directors
 - 4. BP 206 – Statements of Functions of the Operations Committee
 - 5. BP 209 – Indemnification of Directors, Officers, Employees and Agents
 - 6. BP 505 – Safety Policy

* Denotes Action Items

** Denotes Possible Action Items

G. Board of Director Compensable Meetings/Events Fees and Per Diem (Board) (6:55 p.m.)

VI. EXECUTIVE SESSION* (7:05 p.m.)

(Recess 20-Minutes)

A. Personnel Matters (7:25 p.m.)

VII. DIRECTOR COMMENTS (7:50 p.m.)

VIII. ADJOURNMENT* (8:00 p.m.)

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

March 18, 2024
Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Heather Slocum

I. CALL TO ORDER

Chair Fleek-Green called the Governance Committee meeting to order at 4:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Susanne Fleek-Green, Chair
Rachel Morse, Vice Chair
Mark Wiggin, Director – via Teams
Sam Cason, Director
Bettina Chastain, Director – via Teams

Board Members Present:

Jim Nordlund, Director

Guests and Staff Attendance Present:

Arthur Miller	Kate Ayers	Connor Smith, Stoel Rives
Andrew Laughlin	Scarlett Masten	Heidi Hansen, Member
Allan Rudeck	Emily Mueller	Ashely Johnson, Member
Sherri Highers	Amanda Mankel	Steve Strait, Member
Tiffany Wilson	Stephanie Huddell	Dean Ratliff
Trish Baker	Brian Tooley	

Via teleconference:

Sandra Cacy	Deborah Gardino	Julie Hasquet
Matthew Clarkson	Josh Travis	

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF MINUTES

Director Morse moved, and Director Cason seconded the motion to approve the January 10, 2024, Governance Committee meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

None.

V. UNFINISHED BUSINESS

None.

VI. NEW BUSINESS

A. Nominating Committee Recommendations

Heidi Hansen, Nominating Committee Chair, presented recommendations to the nominating committee process and answered questions from the committee.

*B. Board Policy Updates**

Arthur Miller, Chief Executive Officer, introduced the Board Policy update process. Matthew Clarkson, Chief Legal Officer, and Connor Smith from Stoel and Rives presented the changes to the Board Policies and answered questions from the committee.

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

C. Board Meeting Structure

Chair Fleek-Green opened the floor to comment, and the Committee discussed board meeting structure.

Director Nordlund arrived at 4:07 p.m.

Director Wiggin joined online at 4:37 p.m.

VII. EXECUTIVE SESSION

None.

VIII. NEW BUSINESS

None.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

X. ADJOURNMENT

At 6:38 p.m., Director Cason moved, and Director Morse seconded to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V.B.

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

TOPIC

Appointments to 2025 Member Advisory Council

DISCUSSION

Under Article XIV, Section 1 and 2 of Chugach Electric Association, Inc.'s (Chugach) Bylaws, the Board of Directors may create and establish a Member Advisory Council (MAC) to advise the board as an ad hoc committee. It shall be the duty of the Board of Directors to appoint members to the advisory council, as provided in Article XV. Members shall be selected from different sections of the service area of the Association to ensure equitable representation.

In 2023, the Board of Directors implemented a two-year cap on MAC service, allowing members who had served one year to return for a second year without reapplying.

The deadline for 2025 applications was 5:00 p.m. on November 4, 2024. Chugach advertised for MAC volunteers in the Anchorage Daily News (ADN) in the Sunday and Wednesday editions, for a total of eight times, and ran a digital campaign on the ADN website beginning on October 8 and ending on November 1. Notices were published in the September and October Outlets. Multiple calls for MAC members were also promoted on all Chugach social media channels.

Three MAC Committee members are returning. There are twelve vacancies on the MAC. Chugach received the following seven applications for the twelve vacancies:

Carl Berger	(new applicant)
Esther Cox	(new applicant)
Griffin Hagle Forster	(new applicant)
Bill Herman	(new applicant)
Marnie (Margaret) Isaacs	(new applicant)
Shaine Kilcoyne	(new applicant)
Mitchell Roth	(new applicant)

MOTION

Move that the Governance Committee recommend that the Chugach Electric Association, Inc. Board of Directors appoint _____, _____, _____, _____, _____, _____, and _____ to the 2025 Member Advisory Council.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V.C.

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

TOPIC

Appointments to 2025 Bylaws Committee

DISCUSSION

Article XIII, Section 2 of Chugach Electric Association, Inc.'s (Chugach) Bylaws require the Board of Directors to appoint a Bylaws Committee as provided for in Article XV of the Bylaws. The committee is made up of no fewer than five and no more than seven members.

Committee members serve at the pleasure of the Board of Directors and unless stated otherwise their terms commence on January 1 and conclude on December 31. The Bylaws Committee is comprised of three terms: A, B and C. Each term is for a three-year appointment, with the A Term ending in 2025, the B Term ending in 2026, and the C Term ending in 2024. The terms of standing committee members are staggered so that, as closely as possible, one-third of committee member terms expire each year.

The deadline for 2025 applications was 5:00 p.m. on Monday, November 4, 2024. Chugach placed print advertisements in the Anchorage Daily News (ADN) and ran a digital campaign on the ADN website to solicit committee volunteers from October 8 to November 1. Additionally, notices were posted on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

There are three vacancies for the C Term. Chugach received the following three applications for the C Term vacancies:

Michael Powell	(seeking re-appointment)
Dee Berline-Nauman	(new applicant)
Jim Henderson	(new applicant)

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint _____, _____, and _____ to the “C” Term on the Bylaws Committee.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V.C.

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

TOPIC

Appointments to 2025 Election Committee

DISCUSSION

Article III, Section 9 of Chugach Electric Association, Inc.'s (Chugach) Bylaws requires the Board of Directors to appoint an Election Committee that is provided for in Article XV of the Bylaws. The committee consists of not less than five and not more than 13 members.

Committee members serve at the pleasure of the Board of Directors and unless stated otherwise their terms commence on January 1 and conclude on December 31. The Election Committee is comprised of three terms: A, B and C. Each term is for a three-year appointment, with the A Term ending in 2025, the B Term ending in 2026, and the C Term ending in 2024. The terms of standing committee members are staggered so that, as closely as possible, one-third of committee member terms expire each year.

The deadline for 2025 applications was 5:00 p.m. on Monday, November 4, 2024. Chugach placed print advertisements in the Anchorage Daily News (ADN) and ran a digital campaign on the ADN website to solicit committee volunteers from October 8 to November 1. Additionally, notices were posted on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

Five Election Committee members with unexpired terms are returning. There are four vacancies on C Term seats (2025, 2026, 2027), three vacancies on B Term seats (2024, 2025, 2026), and one vacancy on A Term seats (2023, 2024, 2025). Chugach received the following six applications for the eight vacancies:

Dawn F. Bundick	(seeking re-appointment
Louise Lazur	(seeking re-appointment
James Lebiecz	(seeking re-appointment)
Marie Berry	(new applicant)
Thomas Evans	(new applicant)
Kevin Perron	(new applicant)

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint _____, _____, _____, and _____ to the C Term, and _____ and _____ to the B Term on the Election Committee.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V.C.

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

TOPIC

Appointments to 2025 Nominating Committee

DISCUSSION

Article IV, Section 4 of Chugach Electric Association, Inc.'s (Chugach) Bylaws require the Board of Directors to appoint members to a Nominating Committee as provided for in Article XV of the Bylaws. The committee consists of not less than five and not more than seven members.

Committee members serve at the pleasure of the Board of Directors and unless stated otherwise their terms commence on January 1 and conclude on December 31. The Nominating Committee is comprised of three terms: A, B and C. Each term is for a three-year appointment, with the A Term ending in 2025, the B Term ending in 2026, and the C Term ending in 2024. The terms of standing committee members are staggered so that, as closely as possible, one-third of committee member terms expire each year.

The deadline for 2025 applications was 5:00 p.m. on Monday, November 4, 2024. Chugach placed print advertisements in the Anchorage Daily News (ADN) and ran a digital campaign on the ADN website to solicit committee volunteers from October 8 to November 1. Additionally, notices were posted on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

There are three vacancies on the C Term seats (2025, 2026, 2027) and one vacant seat on the A Term seats' remaining year (2025). Chugach received the following five applications for the four vacancies:

Patti Bogan	(seeking re-appointment)
Jessica Koloski	(seeking re-appointment)
Steve Strait	(seeking re-appointment)
Bryce Mahn	(new applicant)
Alex Traxler	(new applicant)

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint _____, _____, and _____ to the C Term, and _____ to the A Term on the Nominating Committee.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V. D.

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

TOPIC

Board Appointed Member Committee Compensation: Meeting Fees

DISCUSSION

The Chugach Electric Association, Inc. (Chugach) Board of Directors appoints members to serve on Chugach's Bylaws Committee, Election Committee, Nominating Committee, and ad hoc committees including the Member Advisory Council.

In 2012, members voted to amend the bylaws to allow compensation for committee members. Article XV Section 2. Compensation states, "Members of standing and ad hoc committees may receive a meeting fee as set by the board of directors." Currently, appointed members who serve on these committees are paid \$25.00 for each meeting they attend. The \$25.00 payment was approved by the Chugach Board in 2012. It has been determined that a small fee aids in the recruitment of volunteers to serve on the Bylaws Committee, Election Committee, Nominating Committee and Member Advisory Council.

Since the per meeting payment of \$25.00 for members of the committees has not been updated since approval in 2012 and paid beginning in 2013, Chugach management is recommending that the per meeting compensation be adjusted. The Anchorage CPI-U has increased about 26% from 2012 through 2023. The fee, adjusted for inflation and rounded to the nearest five dollars is \$35.00.

MOTION

Move that the Governance Committee recommend the Board of Directors adopt a \$35.00 per meeting fee for appointed members of the Bylaws Committee, Election Committee, Nominating Committee, and ad hoc committees including the Member Advisory Council, effective January 1, 2025.

Chugach Electric Association, Inc.
Anchorage, Alaska

Summary of Railbelt Member Committee Compensation Rates

Utility	Per Meeting Compensation		Committee
	Payment	Other Compensation	
Chugach Electric Association, Inc.	\$25	Meal provided at meetings.	Bylaws / Election / Nominating and Member Advisory
Golden Valley Electric Association, Inc.	\$60	Mileage provided for round trip travel.	Nominating / Member Advisory
Homer Electric Association, Inc.	\$0	Election Committee no longer exists; Committee Members previously paid \$100 plus mileage.	None
Matanuska Electric Association, Inc.	\$0	Meal provided at meetings; \$75 gift card issued during the 2023 holiday season.	Bylaws / Election / Scholarship

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V.E.

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

TOPIC

Appointment of Chugach Electric Association Charitable Foundation Board of Trustees

DISCUSSION

On November 20, 2024, the Chugach Electric Association, Inc. (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). The Foundation is an integral part of Cents of Community, Chugach's bill rounding program.

To establish the Foundation, the Articles of Incorporation must be submitted to the State of Alaska, which requires the appointment of three individuals to serve on the Foundation's initial Board of Trustees. The initial Board of Trustees will serve for an interim period until the bill rounding program is operational and the full seven-member Board of Trustees is appointed to the Foundation. Three members from Chugach's Board of Directors will be appointed to serve as the initial Board of Trustees for the Foundation.

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint _____, _____, and _____ to serve as the initial directors, also referred to as the Board of Trustees, of Chugach Electric Association Charitable Foundation.

NONPROFIT
ARTICLES OF INCORPORATION
OF
CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION

The undersigned incorporators, each being a natural person over the age of 19 years, adopt the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the Alaska Nonprofit Corporation Act.

ARTICLE I

The name of the corporation is CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The corporation shall have the power to do all lawful acts necessary to carry out its purpose consistent with the provisions of the Alaska Nonprofit Corporation Act and Code Section 501(c)(3). The six-digit NAICS industry grouping code which most clearly describes the initial activities of the corporation is 813211 (Grantmaking Foundations).

ARTICLE IV

The corporation will have members. The sole member shall be CHUGACH ELECTRIC ASSOCIATION, INC., an Alaska nonprofit electric cooperative corporation, for so long as it is in existence.

ARTICLE V

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) and (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise

attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

During any time that the corporation is classified as a “private foundation” as defined in Code Section 509, the corporation:

- (a) shall not engage in any act of self-dealing as defined in Code Section 4941(d);
- (b) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by Code Section 4942;
- (c) shall not retain any excess business holdings as defined in Code Section 4943(c);
- (d) shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purpose imposed by Code Section 4944; and
- (e) shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE VII

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations as are then-described in Code Sections 501(c)(3) or 170(c)(2) as the board of directors shall determine.

ARTICLE VIII

The names and addresses of the initial directors of the corporation are:

[Name]
5601 Electron Dr.
Anchorage, AK 99518

[Name]
5601 Electron Dr.
Anchorage, AK 99518

[Name]
5601 Electron Dr.
Anchorage, AK 99518

The incorporators have obtained the consent of all directors named to serve. All directors of the corporation other than the initial directors shall be elected at the time, in the manner and for the terms to be set forth in the corporation's bylaws.

ARTICLE IX

No director shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director for any act or omission for which such elimination of liability is not permitted under the Alaska Nonprofit Corporation Act. No amendment to the Alaska Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Alaska Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be allowable under any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

ARTICLE XI

All references in these Articles of Incorporation to sections of the Code or the Alaska Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Alaska nonprofit corporation laws.

ARTICLE XII

The mailing address of the corporation's registered office and the name of its registered agent at that location are:

Arthur W. Miller
Chugach Electric Association Charitable Foundation
5601 Electron Drive
Anchorage, AK 99518

ARTICLE XIII

The names and addresses of the incorporators are:

[Name]
5601 Electron Dr.
Anchorage, AK 99518

[Name]
5601 Electron Dr.
Anchorage, AK 99518

[Name]
5601 Electron Dr.
Anchorage, AK 99518

[Name]
5601 Electron Dr.
Anchorage, AK 99518

ARTICLE XIV

The principal place of business of the corporation is:

Chugach Electric Association Charitable Foundation
5601 Electron Drive
Anchorage, AK 99518

* * * * *

The incorporators affirm that they have read the foregoing document and believe all statements made herein to be true.

DATED: _____

[Name], Incorporator

DATED: _____

[Name], Incorporator

DATED: _____

[Name], Incorporator

DATED: _____

[Name], Incorporator

BYLAWS
OF
CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION

SECTION 1 PURPOSE

CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION (the “corporation”) is a nonprofit corporation organized and operated to engage in any lawful activity permitted by Section 501(c)(3) of the Internal Revenue Code.

SECTION 2 SOLE MEMBER

2.1 Designation. The sole member of the corporation shall be CHUGACH ELECTRIC ASSOCIATION, INC., an Alaska nonprofit electric cooperative corporation, for so long as it is in existence. The sole member shall act through and be represented by its board of directors.

2.2 Meetings. An annual meeting of the sole member shall be held at a date, place, and time to be designated by the board of directors of the sole member. Special meetings of the sole member shall be held upon the call of the board of trustees of the corporation or the board of directors of the sole member and shall be preceded by not less than ten days’ notice.

2.3 Powers. The sole member shall have the following rights:

- (a) Appoint trustees;
- (b) Remove trustees;
- (c) Vote on any change to the number of trustees, including a change to a fixed number of trustees, a change to a variable range in the number of possible trustees, or a change from a fixed number of trustees to a variable range in the number of possible trustees;
- (d) Approve a vote to sell, transfer, lease, exchange, option, convey or otherwise dispose of substantially all of the corporation’s assets or to merge the corporation’s assets with the assets of another entity;
- (e) Approve a vote to dissolve the corporation; and
- (f) Approve any action that would reduce or eliminate the member’s right to appoint or remove trustees or to vote.

SECTION 3 TRUSTEES

3.1 Powers. The board of trustees (the “board”) shall exercise, or delegate or otherwise authorize the exercise of, all corporate powers and shall direct the management of the corporation’s affairs, subject to any limitation set forth in the Articles of Incorporation. The board shall retain authority over an exercise of corporate powers that the board delegates or authorizes under this section.

3.2 Qualifications. With the exception of the initial trustees, trustees shall not be a member of the Board of Directors of Chugach Electric Association, Inc. All trustees must be individuals 18 years of age or older. Trustees must be Chugach members, as prescribed in the Chugach Electric Association, Inc. Bylaws, in good standing, and must be a contributor to the Chugach Electric Foundation. The sole member may establish written policies that include additional criteria for qualifications of trustees and composition of the board.

3.3 Number. The board shall consist of a minimum of three and a maximum of seven persons. The number of trustees may be fixed or changed periodically within the minimum and maximum by the sole member.

3.4 Tenure of Office. Trustees serve for terms of four years. Trustees may, if reappointed, serve three successive four-year terms and thereafter may be reappointed to the Board after the lapse of a period of one year. By resolution, the sole member may divide the total number of trustees into groups and otherwise arrange for terms to be staggered such that not all of the trustees’ terms expire in the same year.

3.5 Appointment. Trustees shall be appointed by the sole member.

3.6 Resignation. A trustee may resign at any time by delivering written notice to the sole member and the chair or the secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the sole member.

3.7 Removal. A trustee may be removed, at any time, with or without cause, either by the sole member or by vote of a majority of the trustees then in office at any meeting.

3.8 Vacancies. A vacancy or vacancies on the board shall exist if the number of trustees in office is less than the maximum number or the number fixed by the sole member. A vacancy in the board may be filled by appointment by the sole member. The term of a trustee appointed during the year to fill a vacancy shall begin as of the date specified in the resolution to appoint the trustee. Each trustee so appointed shall hold office for an initial term specified in the resolution to appoint the trustee, in order to arrange for terms to be staggered. If the board accepts the resignation of a trustee tendered to take effect at a future time, a successor may be appointed to take office when the resignation becomes effective.

3.9 Executive Committee. The board may have an executive committee. The executive committee shall be composed of the chair, vice chair, secretary, and treasurer; the board or the chair may also appoint other trustees to serve on the executive committee. The chair shall preside at the executive committee meetings. Between meetings of the board, the executive

committee shall have and exercise all the authority of the board in the management of affairs of the corporation, except as limited by Section 3.10. At least 24 hours' notice shall be required to convene a meeting of the executive committee.

3.10 Board Committees. In addition to an executive committee, the board may create one or more board committees that exercise the authority of the board. The creation of a board committee and either the appointment of trustees to the board committee or the designation of a method of selecting board committee members must be approved by the board. Each board 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. Except as may be contemplated by resolution of the board, the provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board shall apply to committees and their members as well. The board may delegate the authority of the board to a board committee; provided, however, no committee may:

(a) Authorize distributions, defined as the payment to a person from the income or assets of the corporation, other than a payment of reasonable value for property received or services performed or payment of benefits that furthers the corporation's purposes;

(b) Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove trustees or fill vacancies on the board or on any board committees;

(d) Adopt, amend, or repeal the Articles of Incorporation or bylaws; or

(e) Appoint or remove officers.

3.11 Advisory Committees. The board may create one or more advisory committees. The board may appoint individuals to serve on an advisory committee or specify a method for selecting members. Members of these committees need not be trustees. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the board, but may make recommendations to the board or to board committees and may implement board or board committee decisions and policies under the supervision and control of the board or a board committee.

3.12 Compensation. Trustees shall not be compensated for service in their capacity as trustees or officers. A trustee may receive reimbursement of actual reasonable expenses incurred in carrying out their duties as a trustee.

3.13 Trustee Conflict of Interest. A conflict-of-interest transaction is a transaction with the corporation in which a trustee of the corporation has a direct or indirect interest. The board shall adopt a policy that (a) further defines what entails a conflict of interest, (b) requires trustees and officers to disclose any interest that constitutes or could result in a conflict of interest and (c) sets out procedures for reviewing and resolving such matters.

SECTION 4 OFFICERS

4.1 Designation. The officers of the corporation shall be a chair, a secretary, a treasurer, and may include one or more vice chairs, and such other officers as the board shall appoint. The board shall elect the chair, vice chair, secretary, and treasurer from among the board. The same individual may not serve simultaneously as chair and secretary.

4.2 Election; Term of Office. The board shall elect officers at its annual meeting. Officers shall serve for a term of one year or such other term as the board may designate and may be elected to any number of consecutive terms.

4.3 Removal. Any officer may be removed, either with or without cause, at any time by action of the board.

4.4 Resignation. An officer may resign at any time by delivering notice to the board, the chair, or the secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation specifies a later effective date and the corporation accepts the later effective date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board.

4.5 Chair. The chair shall preside at meetings of the board, shall serve as the chair of the executive committee, shall ensure that the board is advised on all significant matters of the corporation's business, and shall be responsible for overseeing the plans and directives of the board. The chair also shall have such other powers and perform such other duties as may be prescribed by the board.

4.6 Vice Chair. The vice chair, if any, shall preside at meetings of the board at which the chair is absent and in the absence of the chair shall have the other powers and perform the other duties of the chair. The vice chair also shall have such other powers and duties as may be prescribed by the board.

4.7 Secretary. The secretary shall oversee the preparation of minutes of meetings of the board and authenticate records of the corporation. The secretary shall keep or cause to be kept at the principal office or such other place as the board may order, the minutes of all board meetings. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board. The board may appoint or authorize the appointment of an assistant who may perform such duties as are prescribed by the secretary or the board. The assistant, if any, need not be a member of the board.

4.8 Treasurer. The treasurer shall lead the board's oversight of the corporation's budgeting and planning process, financial performance, and financial condition. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the assets and transactions of the corporation. The treasurer shall have such other powers and duties as may be prescribed by the board. The board may appoint or authorize the appointment of an assistant who may perform such duties as are prescribed by the treasurer or the board. The assistant, if any, need not be a member of the board.

SECTION 5 MEETINGS OF THE BOARD

5.1 Meetings. An annual meeting of the board shall be held at a time and place designated by the board. If the time and place of any other trustees' meeting is regularly scheduled by the board in a manner that informs all trustees of the time and place without additional notice, the meeting is a regular meeting. All other meetings are special meetings.

5.2 Virtual Participation. The board may permit any or all of the trustees to participate in any meeting by using a means of communication by which each trustee participating in the meeting can communicate with all of the other trustees simultaneously. A trustee participating in a meeting in accordance with this section is deemed present at the meeting.

5.3 Call and Notice of Meetings. Notice of regular meetings may be made by providing each trustee with the adopted schedule of regular meetings for the ensuing year, and without further notice of the date, time, place, or purpose of the meeting. The annual meeting must be preceded by at least ten days' notice, if given by first-class mail or private carrier, or 48 hours' notice, if delivered orally or electronically. Special meetings of the board must be preceded by at least 24 hours' notice and must be delivered orally or electronically. All notices must give the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The chair, the secretary, or one-third of the trustees then in office may call and give notice of a meeting of the board.

5.4 Waiver of Notice. A trustee may at any time waive any notice required by these bylaws to that trustee. A trustee's attendance at or participation in a meeting waives any required notice to the trustee of the meeting unless the trustee, at the beginning of the meeting or promptly upon the trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A written waiver must be signed and may be transmitted electronically. The waiver must specify the meeting for which the notice is waived and must be filed with the minutes or the corporate records.

5.5 Quorum. A quorum of the board shall consist of a majority of the number of trustees in office immediately before the meeting begins. A trustee is considered present regardless of whether the trustee votes or abstains from voting.

5.6 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the trustees present when the action is taken is the act of the board except to the extent that the Articles of Incorporation, these bylaws, or applicable law require the vote of a greater number of trustees. Each trustee has one vote and may not vote by proxy.

5.7 Presumption of Assent. A trustee who is present at a meeting of the board is deemed to have assented to an action taken unless the trustee: (a) dissents or abstains from the action and it is recorded in the minutes; (b) objects to holding or transacting business at the beginning of the meeting or promptly upon the trustee's arrival; or (c) delivers written notice of

dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the corporation immediately after the meeting adjourns. The right of dissent or abstention is not available to a trustee who votes in favor of the action taken.

5.8 Action Without Meeting: Unanimous Written Consent. Any action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken unanimously by all trustees entitled to vote. The action must be evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last trustee signs the consent unless the consent specifies an earlier or later effective date. For purposes of this section, an affirmative email sent by a trustee in response to a written consent is deemed to be a writing by the trustee. A unanimous written consent under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

SECTION 6 NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, gender identity, race, creed, marital status, sexual orientation, religion, color, age, national origin, veteran status, or disability.

SECTION 7 GENERAL PROVISIONS

7.1 Amendment or Restatement of Bylaws. The board may amend or restate these bylaws by majority vote with the approval of the sole member. The date of approval of any amendment to the bylaws or a restatement of the bylaws shall be noted in the corporate records.

7.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the trustees and the sole member in the manner and to the extent required by law.

7.3 Disbursements. All checks or other orders for payment of money shall be signed or endorsed by such person or persons and in such manner as the board may determine by resolution or policy.

7.4 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board may authorize.

7.5 Loans or Guarantees. The corporation shall not borrow or lend money unless authorized by the board by resolution or policy. This authority may be general or confined to specific instances. The corporation shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a trustee or officer of the corporation.

7.6 Execution of Documents. The board may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

7.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a trustee, officer, employee, or agent of the corporation, or who, while a trustee, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any trustee, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the trustee, officer, or agent in which the trustee, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the trustee, officer, or agent.

7.8 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

7.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

* * * * *

The foregoing bylaws were duly adopted by the board of CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION on _____, 2024.

[Name], Secretary

MEMBER APPROVAL:
Chugach Electric Association, Inc.

Arthur Miller, Chief Executive Officer

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 4, 2024

ACTION REQUIRED

AGENDA ITEM NO. V.G.

☐ Information Only
☒ Motion
☐ Resolution
☐ Executive Session
☐ 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 has continued the second series of a three-year review of all its Board Policies and is proposing revisions to the following policies:

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

Board Policies 100 – 108, 306, 506, and 605 were reviewed and approved in March of 2024. The next Governance Committee review of board policies will take place in the first quarter of 2025. A summary of the proposed changes to each policy is provided in Attachment I. Attachment II includes the proposed updated Board Policies, presented in both redline and clean versions.

MOTION

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

ATTACHMENT I

Chugach Electric Association, Inc.
Anchorage, Alaska

Attachment I:
Summary of Modifications to Board Policies 200 - 500

1. BP 201 – Open Meetings & Executive Sessions of Board of Directors

- Corrected minor grammatical error in objective section.
- Added new objective re means of providing public notice of meetings.
- Added new content regarding posting notice of meetings and other additional means for providing notice of meetings.
- Updated responsibilities section re notice.

2. BP 202 – Procedures for Board of Directors Meetings

- Updated headings and subheadings to conform with other BPs.
- Deleted duplicate “new business” under II.A. Revised II.A. to clarify that section applies to regular and special meetings.
- Added a heading for II.B to distinguish committee meeting agendas from regular and special meeting agendas.
- Revised when the board information packet becomes available to the board and members to reflect actual practice.
- Updated terms used in section II.D.
- Updated section II.E. re conduct of meetings to reflect current practice
- Deleted sentence in section VI. Executive Session because this is covered in BP 201.

3. BP 205 – Committees of the Board of Directors

- Added to objective section for consistency with section III.B.
- Minor edits sections II.A. III.F.

4. BP 206 – Statement of Functions of the Operations Committee

- In II.A added in reference to BP 702 for clarity.
- In III.C, added in language for consistency with BP 205.

5. BP 209 – Indemnification of Directors, Officers, Employees and Agents

- Made several changes to make the policy consistent with [AS 10.25.145](#), AS 10.06.490 and Chugach’s bylaws. The policy applies to the Board and CEO and a new Operating Policy has been created for Officers, Employees and Agents.

6. BP 505 – Safety Policy

- Added a statement of commitment to safety in “responsibility” section.

ATTACHMENT II

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 201

OPEN MEETINGS AND EXECUTIVE SESSIONS OF BOARD OF DIRECTORS

I. OBJECTIVE

- A. To provide for member access to Board deliberations and actions.
- B. To comply with AS 10.25.175 and Article V, Section 5 of the Association's Bylaws.
- C. To establish means of providing public notice of meetings.
- DC. To provide for private deliberation when both necessary for the Association's welfare and when lawful.

II. CONTENT

Except as specified below, all Board meetings, whether regular, special or committee, shall be open to members. Notice of the time and location of all meetings as well as an agenda shall be posted on the Association's website in a conspicuous place in the public places of business of the Association at least not later than three calendar days prior to the meeting. The three-day notice period begins to run on the day after the meeting notice is posted on the Association's website. Public notice of meetings may also be provided by the following additional means: provided not later than three days prior to the meeting.

The Board shall go into Executive Session only when, in the Board's opinion, the topic to be discussed is one of the following:

- A. A matter the immediate public knowledge of which would clearly have an adverse effect on the Association's finances;.
- B. A subject which would tend to prejudice the reputation and character of any person, when that person has not requested a public discussion;.
- C. A matter discussed with an attorney for the Association, the immediate public knowledge of which could have an adverse effect on the Association's legal position;.
- D. A personnel matter.

The Board shall enter Executive Session only after a motion for Executive Session that

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~~specifies~~specifying the subject and the appropriate justification has been made and passed. Only the specified subject, and necessary auxiliary subjects, may be discussed in Executive Session, and no formal action may be taken therein.

III. RESPONSIBILITIES

- A. It shall be the responsibility of the Board of Directors to comply with this Policy in conduct of its meetings, and to follow the requisite formalities when using Executive Session.

—B. It shall be the responsibility of the Chief Executive Officer to identify agenda items which may require Executive Session.

C. It shall be the responsibility of the Secretary of the Board to see that all notices are given in accordance with this policy.

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Date Approved: ~~June~~_____, 202~~14~~

Green

Attested: _____

~~James Henderson~~Susanne Fleek-

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 201

OPEN MEETINGS AND EXECUTIVE SESSIONS OF BOARD OF DIRECTORS

I. OBJECTIVE

- A. To provide for member access to Board deliberations and actions.
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- D. To provide for private deliberation when both necessary for the Association's welfare and when lawful.

II. CONTENT

Except as specified below, all Board meetings, whether regular, special or committee, shall be open to members. Notice of the time and location of all meetings as well as an agenda shall be posted on the Association's website at least three calendar days prior to the meeting. The three-day notice period begins to run on the day after the meeting notice is posted on the Association's website.

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- B. A subject which would tend to prejudice the reputation and character of any person, when that person has not requested a public discussion;
- C. A matter discussed with an attorney for the Association, the immediate public knowledge of which could have an adverse effect on the Association's legal position;
- D. A personnel matter.

The Board shall enter Executive Session only after a motion for Executive Session specifying the subject and the appropriate justification has been made and passed. Only the specified subject, and necessary auxiliary subjects, may be discussed in Executive Session, and no formal action may be taken therein.

III. RESPONSIBILITIES

- A. It shall be the responsibility of the Board of Directors to comply with this Policy in the conduct of its meetings, and to follow the requisite formalities when using Executive Session.
- B. It shall be the responsibility of the Chief Executive Officer to identify agenda items which may require Executive Session.
- C. It shall be the responsibility of the Secretary of the Board to see that all notices are given in accordance with this policy.

Date Approved: _____, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 202

PROCEDURES FOR BOARD OF DIRECTORS MEETINGS

I. PURPOSE/OBJECTIVE

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

II. CONTENT

A. Regular and Special Meeting Agendas~~AGENDA~~

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

- I. Calling the Mmeeting to Oorder
 - a. Pledge of Allegiance
 - b. Roll Call
 - c. Safety Minute

- II. Approval of AAgenda

- III. Persons to be Hheard

- IV. Consent Agenda¹
 - a. Calendar of Events
 - b. Training/Conferences
 - c. Minutes
 - d. Director Expenses
 - e. Other routine business items

- V. Chief Executive Officer's Reports & Correspondence

¹ Consent agenda items are moved by a single motion. Items on the consent agenda can be amended by a majority vote and any item(s) can be "pulled" at the request of a Director for discussion and/or separate vote. A single vote passes all consent agenda items. A separate vote is required on "pulled" items. Consent items may include contract approvals (where the matter is budgeted and within budget), routine informational items, matters that have previously been presented and discussed with the Board or a cCommittee of the Board, and items of lesser importance.

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- VI. Directors' Reports
- VII. Unfinished Business (as necessary)
- VIII. New Business (as necessary)
- IX. Executive Session (as necessary)
- ~~X. New Business (as necessary)~~
- ~~XI. Director Comments~~²
- XII. Adjournment

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The Chief Executive Officer and the Board Chair will consult on items of new business for regular and special Board meetings. Items to be deleted or added to the aAgenda will be taken up under Item II, Approval of the Agenda. ~~The Board Chair will prepare the regular Board meeting Agenda.~~

B. Committee Meeting Agendas

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~~For Committee meetings,~~ The Chair of the cCommittee will consult with the Chief Executive Officer regarding the aAgenda. The Chair of the cCommittee will approve the cCommittee meeting aAgenda.

CB. III. Information Available tTo tThe Board aAnd Members

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

Copies of ~~the the Board Agenda and a~~ Board information packet (with the exception of any items considered privileged or confidential) will be available online by the beginning of the meeting. ~~or, upon request, at each meeting for review by the members.~~

IVDC. Persons tTo bBe Heard

Each regular Board and Board CommitteeBoard mMeeting aAgenda will include a time for persons-members attending the meeting to commentspeak to the Board. Persons wishing to be heard can submit a request in advance to the Chief Executive Officer's Office or be

² ~~Includes items suggested by Board members for discussion at future meetings.~~

recognized by the [Presiding OfficerChair](#) from the floor. A sign-up sheet will be available, allowing those present to indicate their desire to address the Board.

Employees are discouraged from appearing before the Board to present work-related matters and complaints. These matters should be resolved in accordance with applicable Operating Policies and collective bargaining agreements.

When a [person-member](#) is recognized by the [Presiding OfficerChair](#) to be heard, the [person-member](#) shall come to the speaker's chair and identify [him/herselfthemselves](#), including name, address, membership status, [if any, and](#) professional affiliation, [if any, and](#) any group [he/shethey](#) represents. The [Presiding OfficerChair](#) may limit the time allowed for each [person-member](#) seeking to be heard or ask that a representative speak for a group. Unless otherwise approved by the [Presiding OfficerChair](#), each Director and the Chief Executive Officer may have one opportunity to ask questions about, or make comments on, information presented by [persons-members](#) being heard.

~~V.E.D.~~ Conduct ~~o~~f Meetings

~~The Presiding Officer shall be the Board Chair for a Board of Director meeting or the appointed Committee chair for a Committee meeting. The Chair for any Board Meeting Board Chair and appointed Committee chairs may appoint an alternate to be the Presiding Officer at Board of Director or Committee meetingsto chair the meeting~~ in their absence or ~~telephonic-electronic~~ attendance.

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

To allow [Board m](#)Meetings to be conducted in an efficient and orderly fashion, discussion of [a](#)Agenda items will be limited to communications among Board members, between the Board and members, between the Board and the Chief Executive Officer and those whom the Chief Executive Officer requests make presentations. Members of the Board, the Chief Executive Officer, or others addressing the Board will not speak unless recognized by the [Presiding OfficerChair](#), as provided below. Speakers shall confine themselves to discussion of the topic under deliberation. Unless a speaker yields the floor, no one shall interrupt another while they are speaking, except for an interruption permitted under Robert's Rules of Order. The following specific rules of conduct shall apply to Board members during all ~~regular Board and Board Committee meetings~~[Board Meetings](#):

- All wishing to speak must first be recognized by the [Presiding OfficerChair](#).
- All remarks are to be addressed to the [Presiding OfficerChair](#).
- All speeches and remarks shall be limited to ~~three~~[two](#) minutes for each person on any given subject or debatable motion. This time may be extended by the [Presiding](#)

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[OfficerChair](#), general consent (no objection) or a majority vote. A motion to close debate, if approved, shall govern any extension of time.

- A person wishing to speak a second time to a given subject or debatable motion may do so by permission from the [Presiding OfficerChair](#), general consent (no objection) or a majority vote. A motion to close debate, if approved, shall govern.
- All motions must be clearly stated. The [Presiding OfficerChair](#) may require a motion to be presented in writing.

- The person who has offered the motion has the privilege of speaking first. Thereafter, discussion shall be alternated between those for and against the motion. The [Presiding OfficerChair](#) has the privilege of speaking last if desired.
- Total time allowed for any one subject or debatable motion shall be no more than 20 minutes. This time may be extended by the [Presiding OfficerChair](#), general consent (no objection) or majority vote. A motion to close debate, if approved, shall govern any extension of time.

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If a [person person](#) in attendance at the [regular Board or Board CommitteeBoard m](#)Meeting has urgent material which that person believes must come to the Board's attention under the [a](#)Agenda item, a Board member may yield [his or hertheir](#) time to such a person, with the [Presiding OfficerChair](#)'s approval. This procedure will occur only under exceptional circumstances.

Photographs and videos may be taken during [board Board M](#)meetings without advance permission as long as the activity does not disrupt the Board [M](#)meeting or cause distraction. The [Board ChairChair](#) shall have the authority to administer this provision including a determination of whether an unacceptable disturbance is occurring. Usually, photographers and video takers will be expected to remain unobtrusively in the audience [part section](#) of the Board room.

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VI. EXECUTIVE SESSION

All [Board Meeting](#) executive sessions [of the Board of Directors](#) will be held in compliance with AS 10.25.175; Article V, Section 5 of the Association's Bylaws; and, applicable Association Board policies. ~~A motion to go into executive session will state the topic intended for discussion and the specific provision of the Alaska statute, AS 10.25.175, that permits that topic to be discussed in executive session.~~ If a matter is to be discussed in executive session that tends to prejudice the reputation or character of a particular person (AS 10.25.175(c)(2)), that person will have the opportunity to request that the matter be discussed in open session, and the Chief Executive Officer will confirm that such notice has been provided.

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IVII. RESPONSIBILITY

The [Board Chair, Presiding OfficerChair](#) and Chief Executive Officer shall be responsible for the administration of this Policy.

Date Approved: ~~June~~_____, 202~~14~~

~~Henderson~~

Attested: _____

~~Susanne Fleck-Green~~James

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 202

PROCEDURES FOR BOARD OF DIRECTORS MEETINGS

I. OBJECTIVE

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

II. CONTENT

A. Regular and Special Meeting Agendas

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

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

¹ Consent agenda items are moved by a single motion. Items on the consent agenda can be amended by a majority vote and any item(s) can be “pulled” at the request of a Director for discussion and/or separate vote. A single vote passes all consent agenda items. A separate vote is required on “pulled” items. Consent items may include contract approvals (where the matter is budgeted and within budget), routine informational items, matters that have previously been presented and discussed with the Board or a committee of the Board, and items of lesser importance.

The Chief Executive Officer and the Board Chair will consult on items of new business for regular and special Board meetings. Items to be deleted or added to the agenda will be taken up under Item II, Approval of the Agenda.

B. Committee Meeting Agendas

The Chair of the committee will consult with the Chief Executive Officer regarding the agenda. The Chair of the committee will approve the committee meeting agenda.

C. Information Available to the Board and Members

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

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

D. Persons to be Heard

Each Board Meeting agenda will include a time for members attending the meeting to comment. Persons wishing to be heard can submit a request in advance to the Chief Executive Officer's Office or be recognized by the Chair from the floor. A sign-up sheet will be available, allowing those present to indicate their desire to address the Board.

Employees are discouraged from appearing before the Board to present work-related matters and complaints. These matters should be resolved in accordance with applicable Operating Policies and collective bargaining agreements.

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

E. Conduct of Meetings

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

Board Meetings are held for the purpose of conducting the business of the Association. Board Meetings will generally be conducted in accordance with Robert's Rules of Order,

unless modified by the Board or committee or as otherwise provided in this Policy, or unless a Board member requests a recorded vote on a motion.

To allow Board Meetings to be conducted in an efficient and orderly fashion, discussion of agenda items will be limited to communications among Board members, between the Board and members, between the Board and the Chief Executive Officer and those whom the Chief Executive Officer requests make presentations. Members of the Board, the Chief Executive Officer, or others addressing the Board will not speak unless recognized by the Chair, as provided below. Speakers shall confine themselves to discussion of the topic under deliberation. Unless a speaker yields the floor, no one shall interrupt another while they are speaking, except for an interruption permitted under Robert's Rules of Order. The following specific rules of conduct shall apply to Board members during all Board Meetings:

- All wishing to speak must first be recognized by the Chair.
- All remarks are to be addressed to the Chair.
- All speeches and remarks shall be limited to three minutes for each person on any given subject or debatable motion. This time may be extended by the Chair, general consent (no objection) or a majority vote. A motion to close debate, if approved, shall govern any extension of time.
- A person wishing to speak a second time to a given subject or debatable motion may do so by permission from the Chair, general consent (no objection) or a majority vote. A motion to close debate, if approved, shall govern.
- All motions must be clearly stated. The Chair may require a motion to be presented in writing.
- The person who has offered the motion has the privilege of speaking first. Thereafter, discussion shall be alternated between those for and against the motion. The Chair has the privilege of speaking last if desired.
- Total time allowed for any one subject or debatable motion shall be no more than 20 minutes. This time may be extended by the Chair, general consent (no objection) or majority vote. A motion to close debate, if approved, shall govern any extension of time.

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

Photographs and videos may be taken during Board Meetings without advance permission as long as the activity does not disrupt the Board Meeting or cause distraction. The Chair shall have the authority to administer this provision including a determination of whether an unacceptable disturbance is occurring. Usually, photographers and video takers will be expected to remain unobtrusively in the audience section of the Board room.

III. EXECUTIVE SESSION

All Board Meeting executive sessions will be held in compliance with AS 10.25.175; Article V, Section 5 of the Association's Bylaws; and, applicable Association Board policies. If a matter is to be discussed in executive session that tends to prejudice the reputation or character of a particular person (AS 10.25.175(c)(2)), that person will have the opportunity to request that the matter be discussed in open session, and the Chief Executive Officer will confirm that such notice has been provided.

IV. RESPONSIBILITY

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

Date Approved: _____, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 205

COMMITTEES OF THE BOARD OF DIRECTORS

I. OBJECTIVE

To provide for the establishment of Board committees ~~and~~, to ensure that their functions are clearly defined and reviewed periodically, and to establish a process by which Directors may be appointed to committees.

II. CONTENT

- A. The Board of Directors may establish or abolish ~~such~~ standing or special committees as it deems desirable.
- B. Each committee shall have such powers and duties as may be delegated to it by the Board of Directors. Functions of the committees shall be defined in a written Statement of Functions.
- C. The Chief Executive Officer, or the Chief Executive Officer'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 Directors 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, Treasurer, and the Chief Executive Officer, shall appoint the members of committees, taking into consideration the preference of the Directors. Only members of the Board may serve on Board committees.
- C. The Board Chair is an ex-officio member of all Board committees, but only votes on the committee to which ~~he/she~~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 Chief Executive Officer, or his/her/their designee, to avoid scheduling conflicts and to assure completion of any required staff study or support. ~~A majority of the committee may call a meeting of the committee.~~
- F. A preliminary agenda shall be prepared for each committee meeting by the Chief Executive Officer 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 ~~of~~and the agenda must be provided at least three days prior to the meeting in accordance with Article V, Section 5 of the Association's Bylaws.
- G. Minutes shall be kept of each committee meeting and shall be provided to the Board of Directors. A report shall be made by the committee chairperson to the Board at its next meeting.

Fleek-Green

~~Bruce M. Dougherty~~Susanne

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

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Date Approved: _____, 2024

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. 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. Reviews such other matters as may be specifically assigned to it by the Board.

III. COMMITTEE ORGANIZATION

- A. The Committee shall be comprised of five Board members.
- B. A quorum of the Committee shall consist of three members.
- C. 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 membership a Vice Chair.
- D. The Committee shall meet as needed. The Committee Chair shall convene all meetings of the Committee. In ~~his or her~~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.
- E. 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: ~~June~~ _____, 202~~14~~

Attested: _____

Green

~~James Henderson~~Susanne Fleek-

–Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

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Date Approved: _____, 2024

Attested: _____

Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 209

DEFENSE AND INDEMNIFICATION OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICERS, EMPLOYEES AND AGENTS

I. OBJECTIVE

To establish the Association's policy on the defense and indemnification of directors and the Chief Executive Officer, officers, employees, and agents who were, is, or are threatened to be made a party to a completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, against claims made for conduct performed within the scope of their duties for the Association.

II. CONTENT

A. The Association shall, to the fullest extent permitted by law, defend and indemnify every person who is or was a party, or is or was threatened to be made a party, to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative ("Action") because the person is or was a director or Chief Executive Officer of the Association ("protected persons") who are or may be parties to contested matters for expenses actually and reasonably incurred in connection with the contested matters Action under the following circumstances:

1. A. The conduct complained of must have been performed within the scope of the protected person's duties for the Association; and

2. B. The protected person must have acted in good faith and in a manner he/shethey reasonably believed to be in, or not contrary to, the best interests of the Association. In the case of a criminal proceeding, the protected person must have had no reasonable cause to believe that his/herthe conduct was unlawful.

B. A protected person shall notify the Association's General Counsel in writing as soon as practicable of any contested-matter Action for which defense and/or indemnification is sought. A protected person shall not retain counsel or incur any costs of defense or expenses associated with an Action contested-matter without the Association's prior written consent.

C. Upon written request from a protected person, the Association shall, to the fullest extent permitted by law, defend and indemnify the protected person in connection with an Action. Unless otherwise ordered by a court, defense and indemnity may only be

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made by the Association upon a determination that defense and indemnity of the director or Chief Executive Officer is proper in the circumstance because the director or Chief Executive Officer has met the applicable standard of conduct set out in A.1 and 2 of this policy. The determination shall be made by:

1. The Chief Executive Officer;
2. The board by a majority vote of a quorum consisting of directors who were not parties to the Action if the Chief Executive Officer is a protected person or otherwise a party to the Action; or
3. Independent legal counsel in a written opinion if a quorum under (2) of this subsection is not obtainable, or obtainable but a majority of disinterested directors so directs.

If the protected person is not satisfied with the determination of their entitlement to indemnification under this Policy, they may request binding arbitration. Arbitration will be conducted in accordance with Operating Policy 004, Section III (B).

D. The Association shall coordinate with insurance providers as necessary and advance the cost of defense of a contested matter to the protected person upon receipt of a written affirmation from the protected person that the person has a good faith belief that the standards set forth in A and B above have been met. The Association may pay or reimburse the reasonable expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition in the manner provided in section C. of this policy if:

1. The protected person furnishes the Association together with a written affirmation of a good faith belief that the standard of conduct described in section A.1 and 2 of this policy has been met;
2. The protected person furnishes the Association a written unlimited general undertaking, executed personally or on behalf of the individual, to that the person will repay the expenses advanced if it is ultimately determined that an applicable standard of conduct was not met or indemnification is not required under this Policy or is not permitted by applicable law; and
3. A determination is made that the facts then known to those making the determination would not preclude indemnification under this policy and applicable law.

Successful defense of the claims in a contested matter shall be a determination that indemnification is required under this Policy, but an unsuccessful defense shall not be determinative.

E. The Association shall be entitled to select and approve all legal representation of protected persons. participate in the defense of any contested matter at

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~~its own expense and, to the extent a conflict of interest does not exist, it may assume the defense thereof with counsel reasonably satisfactory to the protected person.~~ After notice from the Association to the protected person of the Association's election to assume the defense of any ~~such contested matter~~ Action, the Association shall not be liable to the protected person under this Policy, or otherwise, for any ~~cost of defense~~ expense subsequently incurred by the protected person in connection with the defense of ~~such contested matter~~ an Action. The protected person shall have the right to employ his or her own legal counsel in such ~~contested matter~~ Action, but all expenses related to such counsel incurred after notice from the Association of its assumption of the defense shall be at the protected person's own expense.

F. ~~_____~~ The Association shall not be liable to a protected person under this Policy for any amounts paid in settlement of any contested matter without the Association's prior written consent. The Association shall not settle any contested matter for which it has assumed control of the defense in any manner that would impose any expenses on the protected person without the protected person's prior written consent. In either instance, consent shall not be unreasonably delayed, conditioned, or withheld.

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G. ~~_____~~ The rights of defense and indemnity provided by this policy shall not be exclusive of any other rights to which a protected person may be entitled under an agreement, insurance policy, or otherwise.

H. ~~_____~~ The rights created by this policy shall inure to the benefit of each protected person ~~and each heir, executor, and administrator of the protected person.~~ The determination on whether indemnification is required under this Policy shall be made, in the case of an employee, by the Chief Executive Officer, and by the Board of Directors in the case of an agent or the Chief Executive Officer. In the case of a Director, the determination shall be made by the disinterested Directors; if none, then by independent legal counsel. If the employee, Chief Executive Officer or Director(s), as applicable, is not satisfied with the determination of their entitlement to indemnification under this Policy, he/she may request binding arbitration. Arbitration will be conducted in accordance with Operating Policy 004, Section III (B).

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III. DEFINITIONS

A. "Conduct" includes action, inaction, and omission.

B. ~~_____~~ "Contested matter" means a proposed, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. An action or proceeding may arise pursuant to local, State or federal law.

C. ~~_____~~ "Cost of defense" includes attorneys' and experts' fees, court costs, transcript costs, travel expenses, duplicating, printing and binding costs, telephone charges, and all other costs and expenses incurred in connection with investigating, defending, being

~~a witness in or participating in (including on appeal), or preparing to defend, be a witness or participate in, any contested matter. Cost of defense, however, shall not include amounts paid in settlement by a protected person or the amount of judgments or fines against a protected person.~~

- C. "Protected person" means a current or former Director, ~~officer, employee or agent~~ Chief Executive Officer of the Association.
- D. "Expenses" include attorney fees, costs, judgments, fines, and amounts paid in settlement.

IV. **RESPONSIBILITY**

The Board and the Chief Executive Officer shall be responsible for implementing this Policy.

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Date Approved: ~~June~~ _____, ~~2021~~2024

Green

Attested: _____
~~James Henderson~~Susan Fleck-
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 209

DEFENSE AND INDEMNIFICATION OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

I. OBJECTIVE

To establish the Association's policy on the defense and indemnification of directors and the Chief Executive Officer who were, is, or are threatened to be made a party to a completed, pending, or threatened action or proceeding, whether civil, criminal, or administrative, for conduct performed within the scope of their duties for the Association.

II. CONTENT

- A. The Association shall, to the fullest extent permitted by law, defend and indemnify every person who is or was a party, or is or was threatened to be made a party, to any action, suit, or proceeding, whether civil, criminal, or administrative ("Action") because the person is or was a director or Chief Executive Officer of the Association ("protected person") for expenses actually and reasonably incurred in connection with the Action under the following circumstances:
 - 1. The conduct complained of must have been performed within the scope of the protected person's duties for the Association; and
 - 2. The protected person must have acted in good faith and in a manner they reasonably believed to be in, or not contrary to, the best interests of the Association. In the case of a criminal proceeding, the protected person must have had no reasonable cause to believe that the conduct was unlawful.
- B. A protected person shall notify the Association's General Counsel in writing as soon as practicable of any Action for which defense and/or indemnification is sought. A protected person shall not retain counsel or incur any costs of defense or expenses associated with an Action without the Association's prior written consent.
- C. Upon written request from a protected person, the Association shall, to the fullest extent permitted by law, defend and indemnify the protected person in connection with an Action. Unless otherwise ordered by a court, defense and indemnity may only be made by the Association upon a determination that defense and indemnity of the director or Chief Executive Officer is proper in the circumstance because the director or Chief Executive Officer has met the applicable standard of conduct set out in A.1 and 2 of this policy. The determination shall be made by:

1. The Chief Executive Officer;
2. The board by a majority vote of a quorum consisting of directors who were not parties to the Action if the Chief Executive Officer is a protected person or otherwise a party to the Action; or
3. Independent legal counsel in a written opinion if a quorum under (2) of this subsection is not obtainable, or obtainable but a majority of disinterested directors so directs.

If the protected person is not satisfied with the determination of their entitlement to indemnification under this Policy, they may request binding arbitration. Arbitration will be conducted in accordance with Operating Policy 004, Section III (B).

- D. The Association may pay or reimburse the reasonable expenses incurred in defending an Action in advance of the final disposition in the manner provided in section C. of this policy if:
1. The protected person furnishes the Association with a written affirmation of a good faith belief that the standard of conduct described in section A.1 and 2 of this policy has been met;
 2. The protected person furnishes the Association a written unlimited general undertaking, executed personally or on behalf of the individual, to repay the expenses advanced if it is ultimately determined that an applicable standard of conduct was not met or indemnification is not required under this Policy or is not permitted by applicable law; and
 3. A determination is made that the facts then known to those making the determination would not preclude indemnification under this policy and applicable law

Successful defense of the claims in a contested matter shall be a determination that indemnification is required under this Policy, but an unsuccessful defense shall not be determinative.

- E. The Association shall be entitled to select and approve all legal representation of protected persons. After notice from the Association to the protected person of the Association's election to assume the defense of any Action, the Association shall not be liable to the protected person under this Policy, or otherwise, for any expense subsequently incurred by the protected person in connection with the defense of an Action. The protected person shall have the right to employ his or her own legal counsel in such Action, but all expenses related to such counsel incurred after notice from the Association of its assumption of the defense shall be at the protected person's own expense.

- F. The Association shall not be liable to a protected person under this Policy for any amounts paid in settlement of any contested matter without the Association's prior written consent. The Association shall not settle any contested matter for which it has assumed control of the defense in any manner that would impose any expenses on the protected person without the protected person's prior written consent. In either instance, consent shall not be unreasonably delayed, conditioned, or withheld.
- G. The rights of defense and indemnity provided by this policy shall not be exclusive of any other rights to which a protected person may be entitled under an agreement, insurance policy, or otherwise.
- H. The rights created by this policy shall inure to the benefit of each protected person and each heir, executor, and administrator of the protected person.

III. DEFINITIONS

- A. "Conduct" includes action, inaction, and omission.
- B. "Protected person" means a current or former Director or Chief Executive Officer of the Association.
- C. "Expenses" include attorney fees, costs, judgments, fines, and amounts paid in settlement.

IV. RESPONSIBILITY

The Board and the Chief Executive Officer shall be responsible for implementing this Policy.

Date Approved: _____, 2024

Attested: _____
Susan Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 505

SAFETY POLICY

I. OBJECTIVE

To provide a safe work environment free from known hazards having the potential to cause injury to employees and others. To ensure safety training is conducted, and procedures are developed, implemented and enforced to comply with regulatory laws and codes. To systematically implement a safety culture into all aspects of the Association's business.

II. CONTENT

A. Safety Program

A safety program shall be developed, implemented, and maintained to ensure the Association's compliance with local, state and federal safety regulations and codes.

B. Training

Applicable safety training shall be conducted and documented.

C. Employees

All employees shall adhere to regulatory and Association safety rules and programs.

D. Public Education

The Association shall develop, maintain, and implement safety education programs for the general public to increase awareness of potential dangers associated with the [generation](#), distribution and transmission of electric power.

III. RESPONSIBILITY

The Chief Executive Officer is responsible for administering this Policy and for ensuring that procedures are developed for its implementation.

The Association is committed to the safety of its employees and members. This commitment is supported by the Board of Directors and management, and it is the individual and collective responsibility of all Cooperative employees.

Date Approved: ~~May 25~~_____, 201~~6~~24

Fleek-Green

Attested: _____

~~Bruce M. Dougherty~~Susanne

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 505

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Date Approved: _____, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

Executive Session Motion
(Financial, Legal and Personnel)
December 4, 2024

Chugach Electric Association, Inc.
Goverance Committee Meeting

Agenda Item VI.

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

Chugach Electric Association, Inc.
Anchorage, Alaska

Summary of Executive Session Topics for
Governance Committee Meeting on December 4, 2024
Agenda Item VI.

Discussion of confidential and sensitive information regarding personnel matters, public disclosure of which could have an adverse impact on the personnel, finances, and legal position of the Association. (AS 10.25.175(c)(1), (3) and (4))