




*Bogner/Focht*

**RESOLUTION NO. 6639**

**WHEREAS**, the District's Governance Committee proposed, and the Board of Directors reviewed, a recommendation to revise Board Policies: BL-1: Board - President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description, as outlined on Exhibits A, B and C attached hereto.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Omaha Public Power District that the revisions to Board Policies BL-1: Board- President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description, as set forth on the Exhibit A, B and C attached hereto, is approved and made a part thereof, April 18, 2024.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-1: Board – President and Chief Executive Officer Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b> July 16, 2015 April 21, 2022 April 18, 2024		<b>Resolution No.:</b>

The corporate powers of OPPD shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon OPPD’s customer-owners the benefits of a successful and profitable operation and conduct of its business. The Board of Directors operates under the provisions of the Nebraska Revised Statutes Chapter 70, Article 6, also known as the “Enabling Act.”

- The Board of Directors shall:
  - In coordination with the President and Chief Executive Officer (CEO), identify and define the vision and mission of OPPD, and establish the strategic directives OPPD is to achieve, communicating them in the form of policy.
  - Monitor and measure OPPD’s impacts as a result of the strategic direction policies.
  - Make certain decisions as designated by the Enabling Act or other statutes.
  - Appoint, evaluate and, when necessary, discharge the CEO.
  
- The CEO shall:
  - Lead, in coordination with the Board, the development and implementation of OPPD’s vision, mission, and strategy.
  - Manage all operations and business affairs of OPPD, with a primary focus on leadership of the OPPD executive leadership team to implement OPPD strategic direction policies.
  - Communicate regularly and effectively with the Board on the business of OPPD.
  - Manage the implementation of systems and policies that enable OPPD to conduct its activities both lawfully and ethically.
  - Prepare and submit the Corporate Operating Plan to the Board for review and approval each year, and ensure all OPPD expenditures are within the authorized annual Corporate Operating Plan.
  - Make recommendations to the Board regarding the appointment of Vice Presidents.
  - Manage the appropriate organization and staffing of OPPD, and exercise the authority to hire and terminate staff and employees as necessary to enable OPPD to achieve all business

objectives.


- Attend meetings of the Board and report on the general affairs of OPPD.
- Ensure sufficient information is provided to the Board in order to make appropriate judgments or take any necessary actions.
- In coordination with the executive leadership team and outside general counsel, assess the principal risks of OPPD and take appropriate and necessary actions to monitor and manage these risks, and, when necessary, report risks to the Board.
- Communicate effectively with customer-owners, employees, government authorities, other stakeholders, and the public in general. The CEO shall assure, in cooperation and consultation with the Board, that OPPD is appropriately represented in the community.
- Perform other duties as may be delegated by the Board either by resolution or through the CEO's contract of employment.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-7: Delegation to the President and Chief Executive Officer</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 September 17, 2020 April 18, 2024	<b>Resolution No.:</b>	6070 6392 6639

The Board will instruct the President and Chief Executive Officer (CEO) through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the CEO.

Specifically:

- The Board shall identify and define the vision and mission of OPPD, and establish the strategic directives of OPPD, communicating them in the form of policy.
- The Board shall develop policies that define the delegation to the CEO with regard to the CEO’s authority.
- The CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities related to the operations or business affairs of OPPD.
- The CEO shall manage, conduct and administer the affairs of the District in an efficient and economical manner.
- The CEO shall use prudent judgment in the exercise of the delegations and in a manner that is operationally and economically sound, serves the best interests of OPPD’s customer-owners and the community, employs prudent business practices, balances the risks and benefits of the actions, and does not expose OPPD to unreasonable risk. If the CEO reasonably determines that an activity related to the delegations presents, regardless of the size of the financial commitment: (i) a unique and significant operational risk to OPPD; (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD’s reputation; or (v) materially compromises the policies and goals established by the Board, the CEO shall inform and consult with the Board in a timely manner and may request that the Board take appropriate actions.
- The Board may change its delegation to the CEO at any time, subject to the conditions of the employment contract with the CEO, thereby expanding or limiting the authority of the CEO. However, as long as any particular delegation is in place, the Board will abide by the CEO’s decisions in those areas that are delegated to him or her.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-3: Board Job Description</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 April 21, 2022 April 18, 2024	<b>Resolution No.:</b>	6070 6494 6639

The specific job duty of the OPPD Board of Directors is to ensure appropriate organizational performance.

Specifically, the Board shall:

- Serve as representatives of OPPD’s customer-owners and build relationships throughout OPPD’s service territory and the region.
- Produce and maintain written Strategic Direction, Board-Staff Linkage and Governance Process policies that clarify the Board’s role in the decision-making process between the Board and OPPD’s employees.
- Be responsible for the hiring and appointment, as well as compensation and benefit approval, of the CEO.
- Consult with the CEO on activities that the CEO reasonably determines presents, regardless of the size of the financial commitment: (i) a unique and significant operational risk to OPPD; (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD’s reputation; or (v) materially compromises the policies and goals established by the Board.
- Regularly monitor and evaluate the performance of the CEO.
- Upon the recommendation of the CEO, be responsible for the appointment, as well as compensation and benefit approval, of the Vice Presidents.
- Monitor stakeholder processes, when necessary, to ensure the Board hears the strategic viewpoints and values of customer-owners and other interested stakeholders.
- Review the strategic direction policies on the timetable specified in each policy and communicate to the CEO whether the Board finds OPPD to be meeting the requirements of the strategic direction policy. Conduct a comprehensive review of the strategic direction policies every three years.
- Review and approve the Corporate Operating Plan annually.
- Approve the issuance of tax exempt debt and other forms of debt.
- Contract with an external independent auditor to audit OPPD’s finances and procedures on an annual basis.

- Contract with an independent consulting engineer and rate consultant.
- Establish rates that are fair, reasonable, and nondiscriminatory and adjusted as in a fair and equitable manner to confer upon customer-owners the benefits of a successful and profitable operation and conduct of the business of the district.
- Establish benefit plans for employees and provide oversight of investment management and administration of the District's retirement plans.
- Approve contracts and engineer certifications related to contracts, as required by law.
- Establish and approve OPPD's election subdivisions in accordance with Nebraska statutes and other legal requirements.
- Approve the sale and disposition of OPPD real estate, as required by law.
- Approve the use of eminent domain in connection with OPPD's business, as required by law.
- Perform all other actions and duties as required by law.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-1: Board – President and Chief Executive Officer Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	July 16, 2015 April 21, 2022 <u>April 18, 2024</u>	<b>Resolution No.:</b>


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objectives.

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- In coordination with the executive leadership team and outside general counsel, assess the principal risks of OPPD and take appropriate and necessary actions to monitor and manage these risks, and, when necessary, report risks to the Board.
- Communicate effectively with customer-owners, employees, government authorities, other stakeholders, and the public in general. The CEO shall assure, in cooperation and consultation with the Board, that OPPD is appropriately represented in the community.
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	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-7: Delegation to the President and Chief Executive Officer</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 September 17, 2020 April 18, 2024	<b>Resolution No.:</b>	6070 6392 XXXX

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- The CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities related to the operations or business affairs of OPPD.
- The CEO shall manage, conduct and administer the affairs of the District in an efficient and economical manner.
- The CEO shall use prudent judgment in the exercise of the delegations and in a manner that is operationally and economically sound, serves the best interests of OPPD’s customer-owners and the community, employs prudent business practices, balances the risks and benefits of the actions, and does not expose OPPD to unreasonable risk. If the CEO reasonably determines that an activity related to the delegations presents, regardless of the size of the financial commitment: (i) a unique and significant operational risk to OPPD; (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD’s reputation; or (v) materially compromises the policies and goals established by the Board, the CEO shall inform and consult with the Board in a timely manner and may request that the Board take appropriate actions.
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	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-3: Board Job Description</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 April 21, 2022 <u>April 18, 2024</u>	<b>Resolution No.:</b>	6070 6494 <u>XXXX</u>

The specific job duty of the OPPD Board of Directors is to ensure appropriate organizational performance.

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- Be responsible for the hiring and appointment, as well as compensation and benefit approval, of the CEO.
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- Establish and approve OPPD's election subdivisions in accordance with Nebraska statutes and other legal requirements.
- Approve the sale and disposition of OPPD real estate, as required by law.
- Approve the use of eminent domain in connection with OPPD's business, as required by law.
- Perform all other actions and duties as required by law.



# Board Action

## BOARD OF DIRECTORS

April 16, 2024

### ITEM

Revision of Board Policies: BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description

### PURPOSE

To ensure full Board review, discussion and acceptance of revisions to Board Policies BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description


### FACTS

- a. The Board has conducted annual policy surveys and workshops, facilitated by Leading Resources, Inc, to identify potential revisions to its Governance Process (GP), Board-Staff Linkage (BL) and Strategic Direction (SD) policies.
- b. During its August 30, 2023, workshop, the Board identified potential revisions to BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description.
- c. The Governance Committee is responsible for the review and monitoring of these policies, and is recommending to the Board that Board Policies BL-1: Board President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description be revised as shown in Exhibits A, B and C.


### ACTION

Board of Directors approval of Board Policies BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description, as shown on Exhibits A, B and C.

#### RECOMMENDED:

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 Scott M. Focht  
 Vice President – Corporate Strategy & Governance

#### APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:  
  
 AC399FDCE50247E...  
 L. Javier Fernandez  
 President and Chief Executive Officer

#### Attachments:

Exhibits A, B and C – Proposed Revisions for BL-1: Board President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3 Board Job Description

Exhibits A-1, B-1 and C-1 – Redline Versions Resolution