RESOLUTION NO. 6437

WHEREAS, the Board of Directors has determined it is in the best interest of the District, its employees, and its customer-owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

WHEREAS, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

WHEREAS, the Board’s Governance Committee (the “Committee”) is responsible for evaluating Board Policy SD-15: Enterprise Risk Management on an annual basis. The Committee has reviewed the SD-15: Enterprise Risk Management Monitoring Report and finds OPPD to be sufficiently in compliance with the policy as stated.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Omaha Public Power District accepts the SD-15: Enterprise Risk Management Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof, and finds OPPD to be sufficiently in compliance with the policy as stated.
SD-15: Enterprise Risk Management Monitoring Report

June 15, 2021

Scott Focht – Vice President Corporate Strategy & Governance
Dan Laskowsky – Director Risk Management
SD-15: Enterprise Risk Management

OPPD shall maintain an enterprise risk management (ERM) program to perform an independent oversight function of the District’s risk management activities to ensure significant risks are identified, assessed, managed, and reported through organizational policies, procedures, and processes to maintain risk exposures within agreed upon risk tolerance levels.

The Board of Directors shall:

- Ensure the District is maintaining an ERM program that fulfills this policy;

- Review the District’s most significant risks on a quarterly basis to validate assumptions and assess the impacts of changes since initial risk review;

- When necessary, request additional explanation of the risk from the corresponding Vice President responsible for the risk or request additional expertise to supplement the review; and

- Review additional ERM information, related risk activities, and strategies on an as-needed basis.
Ensure the District is maintaining an ERM program that fulfills this policy;

- ERM Structure:

  - Board of Directors
    - Governance
      - Champions: Lisa Olson & Mart Sedky
    - Public Information
    - Finance
      - Champion: Javier Fernandez
    - System Mgmt. & Nuclear Oversight
      - Champions: Mary Fisher & Troy Via
    - Executive ERM Committee
    - ERM Working Group Committees
      - Governance & Public Information
        - Committee Chair: Steve Kerrigan
        - Dir. Labor Relations
      - Finance, Insurance, & Audit
        - Committee Chair: McKell Pinder
        - Dir. Total Rewards
      - System Mgmt. & Nuclear Oversight
        - Committee Chair: Jerry Rainey
        - Dir. Business Partnering
    - VP CS&G
      - Scott Focht
    - Dir. Risk Management
      - Dan Laskowsky
    - Manager Insurance & Claims:
      - Lisa Hough
    - ERM Analysts:
      - Sean Frazier & Charlie Schoenkin
Ensure the District is maintaining an ERM program that fulfills this policy;

• Board Policy SD-15 & ERM Policy guide responsibilities and procedures for managing risks

• Risk Identification & Oversight:
  • Monthly: All three ERM Working Group Committees meet to identify and assess risks and have at least one member from each Business Unit.
  • Quarterly: Reports on the District’s significant risks are provided to Executive ERM Committee and the Board of Directors. Senior Management affirms the following items:
    • Enterprise risks are identified, to a reasonable extent.
    • Significant enterprise risks are understood.
    • Mitigation strategies are understood, appropriate, and sufficient.
Review the District’s most significant risks on a quarterly basis to validate assumptions and assess the impacts of changes since initial risk review;

- 3rd Quarter 2020 Report (Closed Session) - September 15, 2020
- 4th Quarter 2020 Report (Closed Session) - December 8, 2020
- 1st Quarter 2021 Report (Closed Session) - March 16, 2021
- 2nd Quarter 2021 Report (Closed Session) - June 15, 2021

### Risk Likelihood (5 Years)

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<th>Financial</th>
<th>Reliability</th>
<th>Regulatory</th>
<th>Reputation</th>
<th>Technology</th>
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</table>

### Risk Appetite Guidance

- **Undesirable Risk Level**: Must Avoid or Mitigate to Deemed Acceptable Risk Level
- **Unacceptable Risk Level**: Acceptable Risk Level + Avoid or Mitigate to a lower level
- **Tolerable Risk Level**: Accept, Mitigate only if unable to avoid
- **Acceptable Risk Level**: Acceptable Risk Level + Mitigate only with 75% approval
- **Desirable Risk Level**: Acceptable Risk Level + Accept

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### Risk Management

1. The owner must seek consensus on representations, and not be overly risk-averse. All the assets’ risk levels reflect residual risk after your best judgement to use any additional mitigating factors. Derive your own risk assessment of the risk being considered.

2. The consequence section is designed to capture both the resultant consequence and the impact of an event. It is necessary to choose the higher level of either consequence if you are unsure, and to record the lower impact if unsure.

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### Consequence

- **Safety**: No Regulatory Impact
- **Financial**: None
- **Reliability**: Attention
- **Regulatory**: None
- **Reputation**: None
- **Technology**: None

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### Risk Severity

- **Emergency Risk**: High
- **Operational Risk**: High
- **Safety Risk**: High
- **Financial Risk**: High
- **Reliability Risk**: High
- **Regulatory Risk**: High
- **Reputation Risk**: High
- **Technology Risk**: High

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### Risk Likelihood

- **Very High**: 26% - 100%
- **High**: 11% - 25%
- **Moderate**: 6% - 10%
- **Low**: 1% - 5%
- **Very Low**: 0% - 1%

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### Implementation

- **Executive ERM Committee (Annually)**
- **ERM WG (Annually)**
- **Board of Directors & executive Management (Annually)**
- **Executive ERM Committee (Quarterly)**
- **ERM WG (Quarterly)**
- **Board of Directors & executive Management (Quarterly)**
- **Executive ERM Committee (Biennially)**
- **ERM WG (Biennially)**
- **Board of Directors & executive Management (Biennially)**

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### Frequency

- **1**: Less than $50k in Civil Penalties
- **2**: Compliance, Violation Resulting in less than $50k in Civil Penalties
- **3**: Regulatory Violation Resulting in Significant Regulatory Impact
- **4**: Regulatory Violation Resulting in Prison Time for OPPD or Executive (Biennially)
- **5**: Notice of Non-Emergency (NOUE)
- **6**: Notice of Emergency (NOUE)
- **7**: Notice of Emergency (NOUE)
- **8**: Notice of Emergency (NOUE)

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### Summary

- **Undesirable Risk Level**: Must Avoid or Mitigate to Deemed Acceptable Risk Level
- **Unacceptable Risk Level**: Acceptable Risk Level + Avoid or Mitigate to a lower level
- **Tolerable Risk Level**: Accept, Mitigate only if unable to avoid
- **Acceptable Risk Level**: Acceptable Risk Level + Mitigate only with 75% approval
- **Desirable Risk Level**: Acceptable Risk Level + Accept

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### Conclusion

- Review the District’s most significant risks on a quarterly basis to validate assumptions and assess the impacts of changes since initial risk review.
- Consider the risk management process and ensure that the assumptions are reviewed and the risks are assessed periodically.
- Ensure that the risks are managed appropriately to align with the organization’s risk appetite.

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### Addresses

- **Address 1**: 123 Main Street, City, State, Zip
- **Address 2**: 456 Main Street, City, State, Zip
- **Address 3**: 789 Main Street, City, State, Zip

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### Contact Information

- **Phone**: 123-456-7890
- **Email**: info@organization.com
- **Website**: www.organization.com
When necessary, request additional explanation of the risk from the corresponding Senior Manager responsible for the risk or request additional expertise to supplement the review;

- Three levels of risk ownership:

  - Senior Manager Owner
  - Direct Report Risk Owner
  - Subject Matter Expert (SME)

- Directors are able to request additional information from the corresponding Senior Management owner responsible for any significant risk.
- Directors can also request that Senior Management arrange for additional expertise to supplement the review of a specific significant risk.
Review additional ERM information, related risk activities, and strategies on an as-needed basis.

- Leverage ERM during Strategic Planning, Resource Planning, and Capital Project Prioritization
- ERM support of COVID-19 pandemic response and Polar Vortex After Action Review
- Business Decision Model includes risk assessment
- Recent Board recommendations have included risk-related information as part of the discussion. Some examples include:
  - Resolution No. 6351 - Power with Purpose (November 14, 2019 and Ongoing)
  - Resolution No. 6390 – Statement of Support and Appreciation For the Employees of OPPD, following the August 10, 2020 Derecho event.
  - Resolution No. 6412 - Approval of Corporate Operating Plan (December 8, 2020)
Recommendation

• The Governance Committee has reviewed and accepted this Monitoring Report for SD-15 and recommends that the Board find OPPD to be sufficiently in compliance with Board Policy SD-15.
BOARD OF DIRECTORS

June 15, 2021

ITEM
SD-15: Enterprise Risk Management Monitoring Report

PURPOSE
To ensure full Board review, discussion and acceptance of the SD-15: Enterprise Risk Management Monitoring Report

FACTS
a. The Board confirmed the Corporate Governance Initiative Charter in December 2014 in order to assess and refine OPPD's corporate governance infrastructure.

b. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015.

c. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.

d. The Governance Committee is responsible for evaluating Board Policy SD-15: Enterprise Risk Management on an annual basis.

e. The Governance Committee has reviewed the SD-15: Enterprise Risk Management Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

ACTION

RECOMMENDED: Timothy J. Burke
Scott M. Focht
Vice President – Corporate Strategy and Governance

APPROVED FOR BOARD CONSIDERATION:

Scott M. Focht
Vice President – Corporate Strategy and Governance

Timothy J. Burke
President and Chief Executive Officer

Attachments: Exhibit A – Monitoring Report Resolution