

Bogner/Focht


RESOLUTION NO. 6729

WHEREAS, the Board of Directors of the Omaha Public Power District (OPPD) maintains governance policies to ensure transparency, accountability, and alignment with statutory obligations; and

WHEREAS, Board Policy GP-14: Board Expense Reimbursement outlines the standards and procedures for reimbursing Directors for expenses incurred in the performance of official duties; and

WHEREAS, the Risk Committees has reviewed and recommended refinements to GP-14 to clarify policy language, update reimbursement procedures, and support the Board of Directors Code of Ethics and Business Conduct.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the proposed revisions to Board Policy GP-14: Board Expense Reimbursement Refinement as set forth in Exhibit A attached hereto, are approved, effective September 18, 2025.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-14: Board Expense Reimbursement	Monitoring Method:	Risk Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 March 14, 2019 October 17, 2024 September 18, 2025	Resolution No.:	6070 6316 6663 6729

Nebraska Law (Section 70–624.02, as amended) provides that “members of the Board of Directors shall be paid their actual expenses while engaged in the business of the District under the authority of the Board of Directors....”

Accordingly, Board members are eligible for reimbursement of actual, reasonable and customary expenses incurred in the conduct of OPPD-related business and consistent with their statutory obligations, including attendance at board meetings (any official Board, Committee or related meeting), conferences, trainings, and other official functions, as approved or authorized under this policy.

ELIGIBLE EXPENSES

Reimbursable expenses may include, but are not limited to:

- **Travel:** Transportation costs including airfare (coach class), mileage (at IRS-approved rates), tolls, parking, and ground transportation.
- **Lodging:** Reasonably priced accommodations when overnight travel is required.
- **Meals:** Meals directly associated with official business. Tips on service may not exceed 20% of the total bill, including tax.
- **Conference Fees:** Registration fees for events or meetings aligned with utility governance, industry education, or strategic planning.
- **Director Development:** Each Director may access up to \$3,500 annually to attend training and learning events, when in the Director’s judgment such training is reasonably expected to benefit OPPD.
- **Other Expenses:** Miscellaneous costs directly related to board responsibilities (e.g., document printing, communications) with proper documentation and justification.

LIMITATIONS

- Personal, spousal, or companion travel or expenses will not be reimbursed.
- Alcoholic beverages, fines, and entertainment are not reimbursable.

APPROVAL AND DOCUMENTATION

- Known or anticipated expenses shall be pre-approved by the Board Treasurer or designee before they are incurred. This includes registration fees, travel arrangements, lodging and any planned use of the Director Development allowance. The Board Treasurer's expenses should be pre-approved by the Board Chair or designated Board Member.
- All expenses submitted for reimbursement must be documented with original, itemized receipts and shall include the business purpose.
 - Meal receipts must be itemized and include the name(s) of the person(s) for whom a meal was purchased as well as their respective company when non-OPPD employees are included.
 - For mileage reimbursement, the business purpose, date, origin, destination and number of miles driven must be included in the supporting documentation.
- A completed OPPD Expense Report form must be submitted within 30 days of incurring the expense, and no later than sixty days from when the expense was incurred. Business expenses submitted after 60 days of the expense being incurred become taxable per Internal Revenue Service guidelines.
- Expenses require review and approval by the Board Treasurer or designee. The Board Treasurer's expenses will be reviewed by the Board Chair or designated Board Member.
- When seeking expense pre-approval and reimbursement, the Board Member shall work with the Senior Board Operations Specialist or designee who will coordinate approval in accordance with the above and facilitate documentation, recordkeeping and policy compliance.

DISPUTE RESOLUTION

In the event of a challenge, dispute, or ambiguity regarding an expense, the Board Risk Committee shall review the matter during its next regularly scheduled meeting and provide a recommendation to the Board for resolution.

ETHICAL AND FIDUCIARY RESPONSIBILITY

Board members are expected to exercise prudence and good judgment in incurring business-related expenses. All reimbursements shall comply with the "Omaha Public Power District Board of Directors Code of Ethics and Business Conduct" and be consistent with Board-related duties and statutory obligations in a manner that upholds the public trust.

REPORTING AND REVIEW

Board expense reports shall be reviewed by the Risk Committee on an annual basis, and aggregate annual Board expense reports shall be available as public records.



Action Item

September 16, 2025

ITEM

GP-14: Board Expense Reimbursement Refinement

PURPOSE

To ensure full Board review, discussion, and acceptance of recommended revisions to Board Policy *GP-14: Board Expense Reimbursement*.

FACTS

- a. The Risk Committee is responsible for the review and monitoring of Board policy *GP-14: Board Expense Reimbursement* and convened on September 9, 2025, to review potential policy revisions.
- b. The Committee recommends updates to clarify policy language, update reimbursement procedures, and reinforce ethical and fiduciary standards.
- c. Key revisions include:
 - Clearer eligibility and scope of reimbursable expenses
 - Updated approval and documentation protocols, including pre-approval requirements
 - Formal dispute resolution process via the Risk Committee
 - Explicit reference to the Board's Code of Ethics

These changes align with Nebraska law and OPPD's commitment to transparency and fiscal accountability.

ACTION

Board of Directors approval of Board Policy Revisions to *GP-14: Board Expense Reimbursement* as presented in Exhibit A.

RECOMMENDED:

Signed by:



Scott M. Focht

Vice President – Corporate Strategy &
Governance

APPROVED FOR REPORTING TO BOARD:

Signed by:



L. Javier Fernandez

President and Chief Executive Officer

Attachments:

Exhibit A - GP-14: Board Expense Reimbursement
Resolution