



# CEO Relationships & Delegation

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NPPD Board of Directors Meeting  
Board Governance &  
Strategic Planning Committee  
December 2024



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# CEO Delegation

- **Clarify and centralize CEO delegations**
  - ✓ Rescind four current Board Resolutions
  - ✓ Update District By-laws
  - ✓ Update Board Policy BP-BL-01
  - ✓ Draft Board Resolution

# Board Resolutions to Rescind

- **Resolution 81-40**

- ✓ Authorized CEO to appoint Emergency Coordinator within CNS Emergency Plan
- ✓ *NRC approved Emergency Plan is required by regulation and must include Emergency Director*

- **Resolution 85-44**

- ✓ Earliest located extensive delegation of authority to the CEO
- ✓ Combination of Job Description, Expectation and Delegations
  - Four sections A through D; Section C Includes 15 subparagraphs
- ✓ *Objectives are addressed in current and proposed amendments to By-laws; BP-BL-01; and the following District Policies – Financial Management (FM), Procurement (PRO), Legal (LEG), and Environmental (ENV)*

- **Resolution 87-184**

- ✓ Amend two paragraphs in Res. 85-44 related to 1) hiring and staffing; and 2) budgeting
- ✓ *Addressed in By-laws; BP-BL-01; and District Policies – FM and Human Resources (HR)*

- **Resolution 97-55**

- ✓ Delegated Employee Handbook to the CEO
- ✓ *Addressed in By-laws*

# By-Laws

- **Summary of Proposed Amendments**

- ✓ Revisions to clarify delegations are through specific resolutions or written board policy
  - Reference to specific resolutions was included to address board resolutions authorizing management to take specific limited actions
    - ❖ Examples: Bond Sales; Specific transactions
- ✓ Removed requirement for monthly written report from President and CEO

# BP-BL-01; Board-President and CEO Relationship and Delegation

- **Summary of Proposed Amendments**

- ✓ Board required actions includes Enabling Act, other statutes, Bond Resolution, and NPPD by-laws
- ✓ The Board shall retain authority to take all action required by statute or the by-laws of NPPD, Board policy, or NPPD Bond Resolution
- ✓ A list of these required actions to be maintained by the General Counsel, included as an attachment to this policy, and reviewed every two years with the Board
- ✓ Included wording to address certain situations which, while delegated, the CEO may determine to request Board approval

# Board Resolution

- **Recognizes the previous delegations via Board Resolution, District By-laws, and Board Policy**
- **States the Board's intention to update and clarify CEO Delegation**
- **Adopts amendments to District By-laws and Board Policy**
  - ✓ BP-BL-01 – Board – President and Chief Executive Officer Relationship and Delegation
- **Rescinds the following four Resolutions:**
  - ✓ # 81-40; # 85-44; # 87-184; # 97-55



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## Discussion

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