

BOARD JOB DESCRIPTION

The corporate powers of Nebraska Public Power District (NPPD) shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon NPPD's customers the benefits of a successful and sustainable 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". As stated in Section 70-619 of the Nebraska Revised Statutes and Section 1 of the NPPD By-Laws, the corporate powers of NPPD are vested in and exercised by the Board of Directors.

The specific job duty of Board members as elected representatives is to ensure appropriate organizational performance, and specifically to do the following, which shall include, but not be limited to:

- a. Serve as ambassadors for NPPD and build relationships throughout NPPD's service territory, the state, the region, and the nation.
- b. Seek to understand the strategic viewpoints and values of NPPD, its customers, the public, and other interested stakeholders.
- c. In coordination with the President & Chief Executive Officer (CEO), identify and define the vision, mission, and values of NPPD.
- d. Establish the strategic direction of NPPD, communicating it in the form of policy (i.e., Strategic Directive Policies).
- e. Approve the District's Strategic Plan.
- f. Review the progress of the Strategic Directive Policies annually at a strategic planning retreat and discuss results with the CEO.
- g. Establish and maintain written policies that ensure high quality of governance and clear roles in decision-making between Board and staff. The Board, collectively and severally, shall not direct the policies and actions of NPPD from perspectives of private gain or personal advantage.
- h. Regularly discuss and annually evaluate its (the Board's) performance. Self-monitoring will include comparison of Board activities and discipline to policies adopted by the Board.
- i. Appoint, evaluate annually, and, when necessary, discharge the CEO (Neb. Rev. Stat. Section 70-620.01).
- j. With the advice and counsel of the CEO, select, regularly evaluate, and when

BOARD POLICY
GOVERNANCE PROCESS

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necessary, discharge the Chief Audit & Ethics Officer and General Counsel. The Board may, in its discretion, rely on the regular evaluations performed by the CEO and solely provide input on the evaluations.

- k. Adopt an NPPD budget on an annual basis.
- l. Contract with an external independent auditor to audit NPPD's finances, books, records, and financial affairs in accordance with BP-GP-10. Audits are to be performed on an annual basis (Neb. Rev. Stat. Section 70-623).
- m. Set the rates, rules, and regulations for services provided by NPPD (Neb. Rev. Stat. Section (70-623)).
- n. Comply with all applicable laws, regulations, and NPPD By-Laws.