

## **ELECTION AND ROLE OF THE BOARD OFFICERS**

The Board shall elect the Board Officers as set out in Neb. Rev. Stat. Section 70-620 and in the current By-Laws of the Nebraska Public Power District (NPPD).

In addition to the provisions contained in the current By-Laws:

The Board Chair shall:

- a. Ensure all duties imposed on Chair are being completed.
- b. Be an ex-officio member of all the committees, both standing and special, and may attend any or all committee meetings. The Chair shall be without vote, however, on such committees except if said committee is a Committee of the Whole, in which case the Chair shall have the same vote as the other members.
- c. Direct the Secretary or Assistant Secretary to call all special meetings of the Board of Directors at such time and place as may be deemed proper, subject to the limitation hereinafter set forth in the By-Laws.
- d. Preside over and facilitate all regular and special meetings of the Board.
- e. Ensure meeting discussions focus on matters which, according to Board policy, are appropriate for Board consideration.
- f. Be the spokesperson on behalf of the Board.
- g. Ensure discussion on all topics is inclusive of all members and is fair, open, and thorough, but also timely, orderly, and to the point.
- h. Sign and execute, on behalf of the District, papers and documents pertaining to the business of NPPD pursuant to the authority of the Board of Directors.
- i. Recommend the chairs of the standing committees with approval of the Board.
- j. Schedule and coordinate the annual performance evaluation of the President and Chief Executive Officer (CEO).
- k. Schedule and coordinate the annual performance evaluation of the Board.

# **BOARD POLICY**

## **GOVERNANCE PROCESS**

**Policy No.** BP-GP-04  
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- l. Ensure a process is in place for regularly evaluating the Board's adherence to Board policies.
- m. Have no authority to supervise or direct the CEO, apart from the authority expressly granted by the Board.
- n. Perform all other actions and duties as required by law and the NPPD By-Laws.

The Vice Chairs shall:

- a. The First Vice Chair shall perform all the duties that devolve upon the Chair in the event of the disability or absence of the Chair, and to perform such other duties as are usually incident to such office.
- b. The Second Vice Chair shall perform all the duties that devolve upon the First Vice Chair in the event of the disability or absence of the First Vice Chair, and perform such other duties as are usually incident to such office.

The Board Secretary shall, with the assistance of the Assistant Secretary:

- a. Give notice of all special meetings of the Board of Directors and of any committee meetings which may be called.
- b. Keep full, accurate, and complete minutes of the proceedings of all the meetings of the Board of Directors. (Neb. Rev. Stat. Section 70-622).
- c. Notify appropriate District staff of actions taken by the Board or any of its committees concerning matters in their respective departments.
- d. Perform such other duties as are usually incident to such office or may be required by the Board of Directors and furnish any surety bond as may be deemed necessary by the Board of Directors.
- e. Authorize, but only with the approval of the Board of Directors, employees of the District in addition to the Assistant Secretary to certify or attest, or both, actions or documents of the District and to use the Seal therefor.