

BOARD COMMITTEES

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

Board committees shall assist the Board in its ongoing work and activities. The Board Chair is an ex officio member of all committees. Any Director may attend and participate in the deliberations of any standing committee, as non-committee members, providing attendance is not limited due to the need to avoid a quorum of the Board.

At the beginning of each year, the Board Chair will recommend and ask the Board to approve membership of the following standing committees to serve during the following year, with the first named Director therein to be Chair and the second named Director therein to be Vice Chair of said Committee.

- **Operations** Committee
- Customer and **Corporate** Services Committee
- Nuclear Committee
- **Finance Committee**
- Board Governance and Strategic Planning Committee

The Audit, Risk, and Compliance Committee will include the Board Chair, First Vice Chair, Second Vice Chair, and Secretary.

Ad hoc committees may be created for a limited duration to address a specific topic of interest to the Board. Each ad hoc committee may be composed of a number of members determined by the Board and shall include designation of a committee chair and a clear statement of purpose.

All Board Committees shall provide reports of their activities or minutes at a publicly noticed Board meeting (Neb. Rev. Stat. Section 70-622). Specifically:

- a. All committees will ordinarily assist the Board by gaining education, considering alternatives and implications, and preparing policy alternatives when deemed appropriate.
- b. Board committees shall make recommendations to the full body, **except for committees of the whole**. Board committees may not speak or act for the Board as a whole except **committees of the whole** or when formally given such authority.
- c. Board committees cannot exercise authority over staff nor interfere with the delegation of duties from the Board to the President and Chief Executive Officer (CEO). Because the CEO works for the full Board, he or she will not be required to

BOARD POLICY

GOVERNANCE PROCESS

Policy No. BP-GP-06
Effective Date 12-12-24
Page 2 **of** 3

obtain approval of a Board committee before an executive action.

- d. As a general rule, most items scheduled for Board action (including items requested by a Board member) shall first be presented to a standing committee for review.

Committee Chairs shall preside over and facilitate committee meetings. Specifically, Committee Chairs shall:

- a. Schedule and cancel any meetings, at their discretion, in addition to the committee meetings held in conjunction with the regular monthly Board meeting.
- b. Review and approve the committee agendas before circulation of the public agenda.
- c. Ensure committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.
- d. Utilize discretion to defer particular committee agenda items to the Board to ensure Board and committee meetings are efficient and productive.
- e. Ensure discussion is fair, open, and thorough, but also timely, orderly, and to the point.

BOARD POLICY

GOVERNANCE PROCESS

Policy No. BP-GP-06
Effective Date 12-12-24
Page 3 of 3

Document Approval / Review Information

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Owner: Donna Starzec – Chief Audit & Ethics Officer
Reviewer(s): Board Governance and Strategic Planning Committee
Approver(s): Board of Directors

Revision History

Revision Date	Revised By	Revision Description
01-11-18	Jan Modelski	Initial issue.
12-13-18	Jan Modelski	Annual review. No changes.
08-07-19	Jan Modelski	No changes. Performed to spread the review of the Board Policies throughout the year.
12-12-19	Jan Modelski	Reviewed and updated all Board committees and their respective responsibilities to align with the By-Laws. Added statement regarding when to defer particular committee agenda items to the Board.
08-03-20	Conrad Saltzgaber	Updated CEO Reference and other minor wording changes.
08-11-22	Conrad Saltzgaber	Reviewed. No changes.
08-02-23	Donna Starzec	Updated reference to board chair.
08-08-24	Donna Starzec	Reviewed. No changes. Review date reflects new board meeting schedule.
10-31-24	Conrad Saltzgaber	Updated committee names and committee of the whole exceptions.