

# Exhibit to Agenda Item #2

Allow the Board of Directors an opportunity to discuss and consider draft language for Governance Process GP-5, Election of Board President and Vice President; Governance Process GP-6, Role of the Board President; and Governance Process GP-9, Board Committee Chairs as part of the Board policy monitoring process.

Board Policy Committee and Special SMUD Board of Directors Meeting  
Wednesday, January 15, 2025, scheduled to begin at 6:00 p.m.  
SMUD Headquarters Building, Auditorium

## GP-5, Election of Board President and Vice President

The Board shall elect each year a president and vice president to preside over it, under the following terms and conditions:

- a) The nominations for and selection of president and vice president for the ensuing year shall be accomplished by the Board no later than the first regularly scheduled meeting in January.
- b) The president and vice president shall be elected upon a vote of four or more Board members voting in approval.

## GP-5, Election of Board President and Vice President (cont.)

c) The terms of president and vice president shall be for a period of one year or until such time as a successor has been selected pursuant to these rules.

d) The president may serve no more than one full term in succession.

**Comment:** *This still seems ambiguous to me – and in possible conflict with C above if the VP is appointed to replace President who vacates the office midterm.*

## GP-5, Election of Board President and Vice President (cont.)

Compliance Scores:

High 6

Med

Low

e) During the absence of the president, the vice president will preside, and, in the event that both the president and vice president are absent, the members present shall select one of their members to act as president pro tem.

## GP-5, Election of Board President and Vice President (cont.)

f) In the event that the office of either president or vice president becomes vacant, the board, within 30 days from the date of such vacancy, will select one of its members to fill the term of that office.

g) The president and/or vice president shall be recalled upon a vote of four or more Board members voting to recall. Nomination and election of a new president and/or vice president shall occur within 30 days from the date of the vote to recall.

## GP-5, Election of Board President and Vice President (cont.)

### Compliance Scores:

High 6

Med

Low

# GP-6, Role of the Board President

The President of the Board shall assure the integrity of the Board's processes and assure Board representation to outside parties:

## **Specifically:**

- a) The President shall ensure that the Board behaves consistently within its own rules and policies, and those legitimately imposed on it from outside the organization.
- b) The President shall preside over and facilitate Board meetings.
- c) The President shall ensure that meeting discussion focuses on those issues which, according to Board policy, belong to the Board to decide.

## GP-6, Role of the Board President (cont.)

d) The President shall ensure that deliberation is fair, open and thorough, but also timely, orderly and kept to the point.

e) The President shall appoint the chairs of standing committees.

f) The President shall schedule and coordinate the annual process of evaluating the Chief Executive Officer and General Manager (CEO).

## GP-6, Role of the Board President (cont.)

g) The President shall ensure that the Board's agendas meet the goals of the annual work plan.

### Compliance Scores:

High 6

Med

Low

# GP-6, Role of the Board President (cont.)

h) The President shall ensure a process is in place for regularly evaluating the Board's adherence to Board policies.

## Comment:

- *Do we do this on a yearly basis? Or, once adopted it's done until further changes?*

## Compliance Scores:

High 5

Med 1

Low

# GP-6, Role of the Board President (cont.)

i) The President shall assure a Board meeting procedures manual is adopted.

*Comment: Do we have a Board Meeting Procedures manual? I know we have procedures, but do we have a manual?*

## Compliance Scores:

High 5

Med 1

Low

## GP-6, Role of the Board President (cont.)

j) The President shall ensure the Board is effectively represented to outside stakeholders, organizations, and other groups.

Comment: *We get an A+ for this item!*

### Compliance Scores:

High 6

Med

Low

## GP-6, Role of the Board President (cont.)

k) The President has no authority to supervise or direct the CEO, apart from authority expressly granted him or her by the Board.

l) The President may delegate his or her authority, but remains accountable for its use.

### Compliance Scores:

High 6

Med

Low

# GP-9, Board Committee Chairs

The committee chairs shall preside over and facilitate committee meetings.

## **Specifically:**

- a) Standing committee chairs shall approve the annual calendar of committee meetings.
  
- b) Standing committee meetings are generally scheduled monthly or as determined by the committee chair in consultation with the Board President and Board Office.

# GP-9, Board Committee Chairs

c) Committee chairs shall reschedule and cancel meetings, in consultation with the Board President and Board Office.

**Comment:** *Let's try to ensure rescheduled meetings happen will in advance whenever possible.*

## Compliance Scores:

High 6

Med

Low

## GP-9, Board Committee Chairs (cont.)

d) Committee chairs shall ensure that committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.

e) Committee chairs shall ensure that discussion is fair, open and thorough, but also timely, orderly, and kept to the point.

f) Standing committee chairs shall present the committee results to the Board at the Board meeting following the committee meeting, as necessary.

g) Standing committee chairs shall review the committee agenda prior to circulation of the public notice of the meeting.

# GP-9, Board Committee Chairs (cont.)

## Compliance Scores:

High 6

Med

Low