

Board Policy Committee Meeting and Special SMUD Board of Directors Meeting

Date: Wednesday, January 17, 2024

Time: Scheduled to begin at 6:00 p.m.

Location: SMUD Headquarters Building, Auditorium
6201 S Street, Sacramento, CA

Powering forward. Together.



AGENDA

BOARD POLICY COMMITTEE MEETING AND SPECIAL SMUD BOARD OF DIRECTORS MEETING

Wednesday, January 17, 2024
SMUD Headquarters Building, Auditorium
6201 S Street, Sacramento, California
Scheduled to begin at 6:00 p.m.

This Committee meeting is noticed as a joint meeting with the Board of Directors for the purpose of compliance with the Brown Act. In order to preserve the function of the Committee as advisory to the Board, members of the Board may attend and participate in the discussions, but no Board action will be taken. The Policy Committee will review, discuss and provide the Committee's recommendation on the following:

Virtual Viewing or Attendance:

Live video streams (view-only) and indexed archives of meetings are available at:
http://smud.granicus.com/ViewPublisher.php?view_id=16

Zoom Webinar Link: [Join Board Policy Committee Meeting Here](#)

Webinar/Meeting ID: 160 925 2038

Passcode: 556470

Phone Dial-in Number: 1-669-254-5252 or 1-833-568-8864 (Toll Free)

Verbal Public Comment:

Members of the public may provide verbal public comment by:

- Registering in advance of a meeting by sending an email to PublicComment@smud.org, making sure to include the commenter's name, date of the meeting, and topic or agenda item for comment. Microphones will be enabled for virtual or telephonic attendees at the time public comment is called and when the commenter's name is announced.
- Completing a sign-up form at the table outside of the meeting room and giving it to SMUD Security.
- Using the "Raise Hand" feature in Zoom (or pressing *9 while dialed into the telephone/toll-free number) during the meeting at the time public comment is called. Microphones will be enabled for virtual or telephonic attendees when the commenter's name is announced.

Written Public Comment:

Members of the public may provide written public comment on a specific agenda item or on items not on the agenda (general public comment) by submitting comments via email to PublicComment@smud.org or by mailing or bringing physical copies to the meeting. Comments will not be read into the record but will be provided to the Board and placed into the record of the meeting if received within two hours after the meeting ends.

DISCUSSION ITEMS

1. Eric Douglas,
LEADING RESOURCES, INC.
Laura Lewis Discuss proposed revisions to **Governance Process GP-12, Board Compensation and Benefits.**
Presentation: 7 minutes
Discussion: 10 minutes
2. Eric Douglas,
LEADING RESOURCES, INC. Discuss proposed revisions to **Governance Process GP-15, Board Travel and Training Reimbursement.**
Presentation: 7 minutes
Discussion: 5 minutes
3. Dave Tamayo Board Monitoring: **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.**
Presentation: 3 minutes
Discussion: 2 minutes

INFORMATIONAL ITEMS

4. Rosanna Herber Board Work Plan.
Presentation: 5 minutes
Discussion: 5 minutes
5. Public Comment
6. Dave Tamayo Summary of Committee Direction.
Discussion: 1 minute

Members of the public shall have up to three (3) minutes to provide public comment on items on the agenda or items not on the agenda, but within the jurisdiction of SMUD. The total time allotted to any individual speaker shall not exceed nine (9) minutes.

Members of the public wishing to inspect public documents related to agenda items may click on the Information Packet link for this meeting on the smud.org website or may call 1-916-732-7143 to arrange for inspection of the documents at the SMUD Headquarters Building, 6201 S Street, Sacramento, California.

ADA Accessibility Procedures: Upon request, SMUD will generally provide appropriate aids and services leading to effective communication for qualified persons with disabilities so that they can participate equally in this meeting. If you need a reasonable auxiliary aid or service for effective communication to participate, please email Toni.Stelling@smud.org, or contact by phone at 1-916-732-7143, no later than 48 hours before this meeting.

SSS No. LEG 2023-0152

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date Policy Committee – 01/17/24
Board Meeting Date N/A

TO				TO			
1.	Laurie Rodriguez	6.					
2.	Jennifer Davidson	7.					
3.	Suresh Kotha	8.					
4.	Brandy Bolden	9.	Legal				
5.	Farres Everly	10.	CEO & General Manager				
Consent Calendar	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No <i>If no, schedule a dry run presentation.</i>		Budgeted	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No <i>(If no, explain in Cost/Budgeted section.)</i>	
FROM (IPR) Laura Lewis		DEPARTMENT Executive Office			MAIL STOP B308	EXT. 6123	DATE SENT 12/27/23

NARRATIVE:

Requested Action: Discuss proposed revisions to **Governance Process GP-12, Board Compensation and Benefits.**

Summary: At the Policy Committee meeting of November 15, 2023, the Board directed staff to provide a recommendation on proposed policy revisions to, among other things, delete the requirement that travel expenses be submitted to the Board President/Vice President but instead to be submitted to the Board Special Assistant. The Board also discussed reviewing its compensation annually. Copies of the proposed revisions are attached in redline and “clean” format.

Board Policy: Governance Process GP-12, Board Compensation and Benefits
(Number & Title)

Benefits: Enables Board members to review the policy in light of present-day factors.

Cost/Budgeted: N/A

Alternatives: Maintain the existing policy; approve a different revision.

Affected Parties: Board Members

Coordination: Executive Office, Board Office, People Services & Strategies, and Legal

Presenter: Eric Douglas, Board Consultant, Leading Resources Inc.
Laura Lewis, Chief Legal & Government Affairs Officer

Additional Links:

SUBJECT	Approve Proposed Revisions to Governance Process GP-12, Board Compensation and Benefits	ITEM NO. (FOR LEGAL USE ONLY)
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ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-12
Title: Board Compensation and Benefits

In keeping with the MUD Act, members of the Board of Directors are entitled to compensation for their service. Specifically:

- a) Each Board member may receive for each attendance at the meetings of the full Board, Board committee meetings, ad hoc committee meetings, publicly noticed SMUD workshops or meetings, other publicly noticed meetings where the Board member is representing the Board, state or federal legislative briefings or meetings where the Board member is representing the Board, meetings with SMUD customers or staff relating to SMUD business, community meetings or events where the Board member is representing SMUD, events where SMUD is being recognized, conferences and organized educational activities, the sum of \$317.00 per day of service. No director may receive compensation for more than ten (10) days in any one calendar month. Campaign and political meetings, events, and fundraisers are not compensable under this policy.
- a)b) Board member compensation shall be reviewed annually.
- b)c) Each Board member may also be reimbursed for expenses related to travel, meals, lodging and other actual and necessary expenses incurred in the performance of his or her official duties as described in subsection a). Reimbursement shall be in accordance with Internal Revenue Service regulations as established in Publication 463, or any successor publication.
- e)d) Each Board member may be reimbursed for computer and other technology purchases, rentals, and refurbishments that will aid them in the performance of their duties pursuant to reimbursement policies applicable to executive and senior leaders.
- d)e) Compensation forms shall be completed by a Director and distributed toby the Board office ~~for review and approval prior to a Board meeting.~~ The Board shall review and approve compensation and any request for technology reimbursement at each regular Board meeting. Board member compensation, along with any requests for technology reimbursement, shall be placed on the consent calendar at each regular Board meeting, unless a Board member requests that it be placed on the discussion calendar. ~~Expense reimbursement forms and requests for expenditures for travel and training shall be completed by a Director and submitted to the Board President or Vice President for approval as appropriate.~~
- e)f) SMUD shall provide and contribute payment for health care benefits, equivalent to the contribution made to SMUD employees in the PAS employee group, to any Board member who elects such benefit, and additionally make an annual contribution payment of \$500 to a Flexible Spending Account.

f)g) Subject to the applicable tax codes and IRS rules and regulations, and to the extent possible, SMUD shall direct payment to a SMUD defined contribution plan (either a 457(b) plan or a 401(k) plan) for each Director who elects to have such a benefit in the amount of 30% of compensation based on days of service. Directors who elect to receive this benefit must (1) have a SMUD defined contribution plan and (2) direct payment to the defined contribution plan of their choice at initial enrollment and then during (and only during) SMUD's open enrollment period for employee benefits.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
December 2, 2004	Resolution No. 04-12-03	Date of Revision.
December 1, 2005	Resolution No. 05-12-10	Date of Revision.
May 17, 2007	Resolution No. 07-05-08	Date of Revision.
July 16, 2009	Resolution No. 09-07-02	Date of Revision.
September 18, 2014	Resolution No. 14-09-07	Date of Revision.
December 20, 2018	Resolution No. 18-12-15	Date of Revision.
December 12, 2019	Resolution No. 19-12-05	Date of Revision.
June 15, 2023	Resolution No. 23-06-02	Date of Revision. (Effective Date = July 1, 2023)
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]
<u>January 18, 2024</u>	<u>Resolution No. 24-01-##</u>	<u>Date of Revision. [Current Policy]</u>

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-12
Title: Board Compensation and Benefits

In keeping with the MUD Act, members of the Board of Directors are entitled to compensation for their service. Specifically:

- a) Each Board member may receive for each attendance at the meetings of the full Board, Board committee meetings, ad hoc committee meetings, publicly noticed SMUD workshops or meetings, other publicly noticed meetings where the Board member is representing the Board, state or federal legislative briefings or meetings where the Board member is representing the Board, meetings with SMUD customers or staff relating to SMUD business, community meetings or events where the Board member is representing SMUD, events where SMUD is being recognized, conferences and organized educational activities, the sum of \$317.00 per day of service. No director may receive compensation for more than ten (10) days in any one calendar month. Campaign and political meetings, events, and fundraisers are not compensable under this policy.
- b) Board member compensation shall be reviewed annually.
- c) Each Board member may also be reimbursed for expenses related to travel, meals, lodging and other actual and necessary expenses incurred in the performance of his or her official duties as described in subsection a). Reimbursement shall be in accordance with Internal Revenue Service regulations as established in Publication 463, or any successor publication.
- d) Each Board member may be reimbursed for computer and other technology purchases, rentals, and refurbishments that will aid them in the performance of their duties pursuant to reimbursement policies applicable to executive and senior leaders.
- e) Compensation forms shall be completed by a Director and distributed to the Board office. The Board shall review and approve compensation and any request for technology reimbursement at each regular Board meeting. Board member compensation, along with any requests for technology reimbursement, shall be placed on the consent calendar at each regular Board meeting, unless a Board member requests that it be placed on the discussion calendar.
- f) SMUD shall provide and contribute payment for health care benefits, equivalent to the contribution made to SMUD employees in the PAS employee group, to any Board member who elects such benefit, and additionally make an annual contribution payment of \$500 to a Flexible Spending Account.

- g) Subject to the applicable tax codes and IRS rules and regulations, and to the extent possible, SMUD shall direct payment to a SMUD defined contribution plan (either a 457(b) plan or a 401(k) plan) for each Director who elects to have such a benefit in the amount of 30% of compensation based on days of service. Directors who elect to receive this benefit must (1) have a SMUD defined contribution plan and (2) direct payment to the defined contribution plan of their choice at initial enrollment and then during (and only during) SMUD’s open enrollment period for employee benefits.

DRAFT

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
December 2, 2004	Resolution No. 04-12-03	Date of Revision.
December 1, 2005	Resolution No. 05-12-10	Date of Revision.
May 17, 2007	Resolution No. 07-05-08	Date of Revision.
July 16, 2009	Resolution No. 09-07-02	Date of Revision.
September 18, 2014	Resolution No. 14-09-07	Date of Revision.
December 20, 2018	Resolution No. 18-12-15	Date of Revision.
December 12, 2019	Resolution No. 19-12-05	Date of Revision.
June 15, 2023	Resolution No. 23-06-02	Date of Revision. (Effective Date = July 1, 2023)
September 21, 2023	Resolution No. 23-09-02	Date of Revision.
January 18, 2024	Resolution No. 24-01-##	Date of Revision. [Current Policy]



Eric Douglas
Leading Resources Inc.
Consultant and Founder

Eric Douglas is an author, consultant and founder of Leading Resources (LRI), a management consulting firm based in Sacramento, California. LRI's purpose is to develop leaders and leading organizations. Over its 20-year history since its founding, LRI has worked with more than 350 client organizations, providing leadership development, strategic planning, board governance, and other services aimed at building high-performing organizations.

Eric grew up in Pasadena, California. He was educated at Harvard University, earning an A.B. with honors in government in 1973. His first career was in the newspaper and magazine business, where he worked as a reporter, editor, and executive editor before moving to the business side where he served in a variety of roles.

Eric began consulting in 1993, working with media companies on strategy and leadership development. In 1998 Eric's first book, "Straight Talk: Turning Communication Upside Down for Strategic Results," was published by Consulting Psychologists Press. It focuses on how teams communicate to deal with complex issues and make good decisions. His next book, "Leading at Light Speed," was published in 2010, focusing on how leaders help their companies stay nimble and adapt to rapid change. In 2014, his third book was published: "The Leadership Equation" describes ten competencies leaders can use to build trust and spark innovation.

The focus of Eric's consulting work is on strategy, leadership development, and Board governance, working both in the public and private sectors. He also is known for his ability to facilitate task forces that address complex issues, resulting in significant policy and operational decisions.

Eric is also a singer-songwriter. He has written and recorded three albums. His first album was released in 1998, his second in 2001, and his third in 2018. Links to his music can be found at EricDouglasTunes.com.

SSS No. LEG 2023-0153

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date Policy Committee – 01/17/24
Board Meeting Date N/A

TO				TO						
1.	Jose Bodipo-Memba	6.								
2.	Jennifer Davidson	7.								
3.	Suresh Kotha	8.								
4.	Brandy Bolden	9.	Legal							
5.	Farres Everly	10.	CEO & General Manager							
Consent Calendar	<input checked="" type="checkbox"/>	Yes	No <i>If no, schedule a dry run presentation.</i>		Budgeted	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No <i>(If no, explain in Cost/Budgeted section.)</i>	
FROM (IPR) Laura Lewis				DEPARTMENT Executive Office			MAIL STOP B308	EXT. 6123	DATE SENT 12/27/23	

NARRATIVE:

Requested Action: Discuss proposed revisions to **Governance Process GP-15, Board Travel and Training Reimbursement.**

Summary: At the Policy Committee meeting of November 15, 2023, the Board directed staff to provide a recommendation on proposed policy revisions to, among other things, clarify that the travel budget will be adjusted annually for inflation and to simplify the process to ensure justification is on file. Copies of the proposed revisions are attached in redline and “clean” format.

Board Policy: Governance Process GP-15, Board Travel and Training Reimbursement
(Number & Title)

Benefits: Enables Board members to review the policy in light of present-day factors.

Cost/Budgeted: N/A

Alternatives: Maintain the existing policy; approve a different revision.

Affected Parties: Board Members

Coordination: Executive Office, Board Office, People Services & Strategies, and Legal

Presenter: Eric Douglas, Board Consultant, Leading Resources Inc.

Additional Links:

SUBJECT Approve Proposed Revisions to Governance Process GP-15, Board Travel and Training Reimbursement	ITEM NO. <i>(FOR LEGAL USE ONLY)</i>
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ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-15
Title: Board Travel and Training Reimbursement

Board members shall have the opportunity to attend conferences, meetings, training, and various activities that are appropriate to their work as Directors and provide value to SMUD.

As part of this policy:

- a) Each Board member shall have an annual budget for travel and training, which shall be purposes of \$15,000, adjusted annually for inflation based on the Travel Price Index (July-June) and rounded to the nearest hundred dollars. The training budget shall include attendance at community functions.
- a)b) The Board shall approve its travel and training budget as part of the annual budget process. Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option.
- b) ~~If a Board member exceeds his or her annual budget, then he or she shall be responsible for reimbursing SMUD within 30 days the difference between the member's annual budget and the actual expenditure.~~
- c) ~~The Board shall approve its travel and training budget annually.~~
- d) ~~Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option.~~
- e)c) The Board travel and training budget shall be managed by the Special Assistant to the Board as part of the Board Office budget.
- f)d) Requests for travel, training and events in excess of \$1,000\$500 shall be accompanied by a written justification of the benefits to SMUD and consistency with Board policy and submitted to the Board Special Assistant. Written travel and training justifications, along with a status report on the Board's travel and training budget and individual directors' expenditures, shall be distributed to all Board members monthly for the purposes of transparency and oversight. 30 days prior to the event. Such justification will include the estimated costs, the percentage to be paid by SMUD, and whether the expenditure will span multiple years.
- i) ~~If SMUD representation is requested with shorter than 30-day notice and travel is required, the Board Special Assistant shall notify Board members of the pending trip.~~
- ii) ~~Written travel and training justifications shall be distributed to all Board members in the Board packet for purposes of transparency and oversight,~~

~~along with a status report on the Board's travel and training budget and individual directors' expenditures.~~

- ~~g)e)~~ Board members shall submit all relevant travel and training receipts to Board Office staff within two weeks for reconciliation.
- ~~h)f)~~ Board members shall publicly report the results of their travel and training at a Board meeting.
- ~~i)g)~~ New Board members shall receive an orientation in the Board's travel and training policy.

DRAFT

Monitoring Method: Board Report

Frequency: Annual

Versioning:

November 13, 2008	Resolution No. 08-11-07	Date of Adoption. (Effective Date = January 1, 2009)
August 20, 2009	Resolution No. 09-08-15	Date of Revision.
October 6, 2011	Resolution No. 11-10-02	Date of Revision.
December 1, 2016	Resolution No. 16-12-03	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]
<u>January 18, 2024</u>	<u>Resolution No. 24-01-##</u>	<u>Date of Revision. [Current Policy]</u>

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-15
Title: Board Travel and Training Reimbursement

Board members shall have the opportunity to attend conferences, meetings, training, and various activities that are appropriate to their work as Directors and provide value to SMUD.

As part of this policy:

- a) Each Board member shall have an annual budget for travel and training, which shall be adjusted annually for inflation based on the Travel Price Index (July-June) and rounded to the nearest hundred dollars. The training budget shall include attendance at community functions.
- b) The Board shall approve its travel and training budget as part of the annual budget process. Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option.
- c) The Board travel and training budget shall be managed by the Special Assistant to the Board as part of the Board Office budget.
- d) Requests for travel, training and events in excess of \$1,000 shall be accompanied by a written justification of the benefits to SMUD and consistency with Board policy and submitted to the Board Special Assistant. Written travel and training justifications, along with a status report on the Board's travel and training budget and individual directors' expenditures, shall be distributed to all Board members monthly for the purposes of transparency and oversight.
- e) Board members shall submit all relevant travel and training receipts to Board Office staff within two weeks for reconciliation.
- f) Board members shall publicly report the results of their travel and training at a Board meeting.
- g) New Board members shall receive an orientation in the Board's travel and training policy.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

November 13, 2008	Resolution No. 08-11-07	Date of Adoption. (Effective Date = January 1, 2009)
August 20, 2009	Resolution No. 09-08-15	Date of Revision.
October 6, 2011	Resolution No. 11-10-02	Date of Revision.
December 1, 2016	Resolution No. 16-12-03	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision.
January 18, 2024	Resolution No. 24-01-##	Date of Revision. [Current Policy]

SSS No. BOD 2024-007

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date Policy – January 17, 2024
Board Meeting Date N/A

TO				TO								
1.	Jennifer Davidson	6.										
2.	Suresh Kotha	7.										
3.	Brandy Bolden	8.										
4.	Farres Everly	9.	Legal									
5.		10.	CEO & General Manager									
Consent Calendar		Yes	<input checked="" type="checkbox"/>	No <i>If no, schedule a dry run presentation.</i>		Budgeted		<input checked="" type="checkbox"/>	Yes	No <i>(If no, explain in Cost/Budgeted section.)</i>		
FROM (IPR) Dave Tamayo / Crystal Henderson				DEPARTMENT Board Office				MAIL STOP B304	EXT. 5424	DATE SENT 12/21/23		

NARRATIVE:

Requested Action: Allow the Board of Directors and Executive Staff 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.

Summary: A schedule to monitor Board policies was agreed upon by the Policy Monitoring Ad Hoc Committee. Monitoring established policies creates a better understanding of the policies and gives the Board an opportunity to make corrections, additions, or changes, if necessary.

Board Policy: *(Number & Title)* This monitoring supports Governance Process GP-2, Governance Focus, which states, in part, that “[t]he Board will direct, evaluate, and inspire the organization through the establishment of written policies which reflect the Board’s values....”

Benefits: Monitoring policies helps ensure the policies are current and in keeping with the current will of the Board.

Cost/Budgeted: Included in budget.

Alternatives: Not to review these policies at this time.

Affected Parties: Board of Directors

Coordination: Crystal Henderson, Special Assistant to the Board of Directors.

Presenter: Dave Tamayo, Policy Chair

Additional Links:

SUBJECT Board Policy Monitoring: GP-5, GP-6, and GP-9	ITEM NO. <i>(FOR LEGAL USE ONLY)</i>
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ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-5
Title: 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.
- 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 term in succession.
- 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.
- 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.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-6
Title: 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.
- 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).
- g) The President shall ensure that the Board's agendas meet the goals of the annual work plan.
- h) The President shall ensure a process is in place for regularly evaluating the Board's adherence to Board policies.
- i) The President shall assure a Board meeting procedures manual is adopted.
- j) The President shall ensure the Board is effectively represented to outside stakeholders, organizations, and other groups.
- 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.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
June 3, 2004	Resolution No. 04-06-07	Date of Revision.
January 12, 2006	Resolution No. 06-01-04	Date of Revision.
December 21, 2006	Resolution No. 06-12-14	Date of Revision.
January 20, 2011	Resolution No. 11-01-08	Date of Revision.
February 20, 2014	Resolution No. 14-02-10	Date of Revision.
March 17, 2020	Resolution No. 20-03-03	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-9
Title: 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.
- c) Committee chairs shall reschedule and cancel meetings, in consultation with the Board President and Board Office.
- 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.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
June 3, 2004	Resolution No. 04-06-07	Date of Revision.
January 12, 2006	Resolution No. 06-01-06	Date of Revision.
February 18, 2021	Resolution No. 21-02-07	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]

SSS No. BOD 2024-05

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date POLICY – 2024
Board Meeting Date N/A

TO				TO			
1.	Jennifer Davidson	6.					
2.	Suresh Kotha	7.					
3.	Brandy Bolden	8.					
4.	Farres Everly	9.	Legal				
5.		10.	CEO & General Manager				
Consent Calendar		Yes		<input type="checkbox"/>		No <i>If no, schedule a dry run presentation.</i>	
FROM (IPR)		DEPARTMENT		MAIL STOP		EXT.	
Rosanna Herber / Crystal Henderson		Board Office		B307		5424	
DATE SENT		12/21/23					

NARRATIVE:

Requested Action: Enable the Board of Directors and Executive Staff an opportunity to review the Board Work Plan.

Summary: The Board President reviews the Board Work Plan at the Policy Committee meeting to ensure agenda items support the work of the Board.

Board Policy: *(Number & Title)* This review of the work plan supports Governance Process GP-6, Role of the Board President, which states, in part, that the Board President “shall ensure that the Board’s agendas meet the goals of the annual work plan.”

Benefits: Reviewing the Work Plan allows the Board members and Executive staff to make changes to the Work Plan and Parking Lot items as necessary.

Cost/Budgeted: Included in budget

Alternatives: Not review the Work Plan at this time.

Affected Parties: Board of Directors and Executive staff

Coordination: Crystal Henderson, Special Assistant to the Board

Presenter: Rosanna Herber, Board President

Additional Links:

SUBJECT Board Work Plan	ITEM NO. <i>(FOR LEGAL USE ONLY)</i>
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ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.

SSS No. BOD 2024-03

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date POLICY - 2024
Board Meeting Date N/A

TO				TO			
1.	Jennifer Davidson	6.					
2.	Suresh Kotha	7.					
3.	Brandy Bolden	8.					
4.	Farres Everly	9.	Legal				
5.		10.	CEO & General Manager				
Consent Calendar		Budgeted		Yes		No (If no, explain in Cost/Budgeted section.)	
FROM (IPR) Dave Tamayo / Crystal Henderson		DEPARTMENT Board Office		MAIL STOP B304	EXT. 5424	DATE SENT 12/21/23	

NARRATIVE:

Requested Action: A summary of directives is provided to staff during the committee meeting.

Summary: The Board requested an ongoing opportunity to do a wrap up period at the end of each committee meeting to summarize various Board member suggestions and requests that were made at the meeting to make clear the will of the Board. The Policy Committee Chair will summarize Board member requests that come out of the committee presentations for this meeting.

Board Policy: Governance Process GP-4, Board/Committee Work Plan and Agenda Planning, states, among other things, “the Board will develop and follow an annual work plan that ensures the Board... focuses on the results the Board wants the organization to achieve....”

Benefits: Having an agendized opportunity to summarize the Board’s requests and suggestions that arise during the committee meeting will help clarify the will of the Board.

Cost/Budgeted: Included in budget.

Alternatives: Not to summarize the Board’s requests at this meeting.

Affected Parties: Board of Directors and Executive Staff

Coordination: Crystal Henderson, Special Assistant to the Board of Directors

Presenter: Dave Tamayo, Policy Chair

Additional Links:

SUBJECT Summary of Committee Direction - Policy	ITEM NO. (FOR LEGAL USE ONLY)
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ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.