




McGuire/Focht

RESOLUTION NO. 6405

WHEREAS, the District's Governance Committee proposed, and the Board of Directors reviewed, a recommendation to revise Board Policy BL-5: Unity of Control, as outlined on Exhibit A attached hereto.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the revisions to Board Policy BL-5: Unity of Control, as set forth on the Exhibit A attached hereto, is approved and made a part thereof, effective December 9, 2020.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Board Staff–Linkage
	Policy No. and Name: BL-5: Unity of Control	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 <u>2020</u>	Resolution No.:	6082 <u>6xxx</u>

Only decisions of the Board acting as a body are binding on the President and Chief Executive Officer (CEO).

Specifically, in or out of the Board meeting:

- Decisions or instructions of individual Directors, officers, or committees are not binding on the CEO except in instances when the Board has specifically authorized such exercise of authority.
- In the case of individual Directors or committees requesting information or assistance without Board authorization, the CEO must refuse such requests that require, in his or her opinion, a material amount of staff time, or funds, or are disruptive. When individual Directors or committees request information or assistance without Board authorization, and the CEO refuses to provide the requested information or assistance, the CEO shall promptly inform the Board of the request and rationale for the refusal.
- Directors shall have full and open access to the CEO and the Senior Management and team and may communicate directly with other OPPD employees ~~in order to ask questions and receive all information necessary to perform their duties.~~ However, the Board, as a body, and individual Directors will never give direction to persons who report directly or indirectly to the CEO, with the exception of General Counsel, Director Corporate Audit, and the Senior Corporate Governance Specialist without the approval of the CEO.
- ~~Board Members shall~~ Individual Directors will refrain from ~~conducting~~ evaluating, either formally or informally, the performance evaluations for of any ~~OPPPO employee or staff member.~~ The Board as a body will refrain from evaluating, either formally or informally, the performance of any staff, other than the CEO, General Counsel, and the Senior Corporate Governance Specialist.



Board Action

December 8, 2020

ITEM

Revision of Board Policy BL-5: Unity of Control

PURPOSE

To ensure full Board review, discussion and acceptance of revisions to Board Policy BL-5: Unity of Control

FACTS

- a. The Governance Committee is responsible for evaluating and monitoring Board Policy BL-5: Unity of Control.
- b. The Governance Committee proposed revisions for Board consideration on December 8, 2020.
- c. The Governance Committee recommends the Board approve revisions to Board Policy BL-5: Unity of Control, as outlined on Exhibit A.

ACTION

The Governance Committee recommends Board approval of the revisions to BL-5: Unity of Control, as outlined on Exhibit A, effective December 9, 2020.

RECOMMENDED:

DocuSigned by:

Scott M. Focht

B626AD4392E3483

Scott M. Focht

Vice President – Corporate Strategy & Governance

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

Timothy J. Burke

5DD1A0C8CE8D4D5

Timothy J. Burke

President and Chief Executive Officer

Attachments:

Exhibit A – Proposed Revisions Resolution