



Bogner/Focht

**RESOLUTION NO. 6648**

**WHEREAS**, the Board of Directors has determined it is in the best interest of the District, its employees, and its customer-owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

**WHEREAS**, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

**WHEREAS**, the Board's Governance Committee (the "Committee") is responsible for evaluating Board Policy SD-15: Enterprise Risk Management on an annual basis. The Committee has reviewed the SD-15: Enterprise Risk Management Monitoring Report and finds OPPD to be sufficiently in compliance with the policy as stated.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Omaha Public Power District accepts the SD-15: Enterprise Risk Management Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof, and finds OPPD to be sufficiently in compliance with the policy as stated.

# **SD-15: Enterprise Risk Management Monitoring Report**

## **Governance Pre-Committee Meeting**

### **May 7, 2024**

Scott Focht – Vice President Corporate Strategy & Governance

# SD-15: Enterprise Risk Management

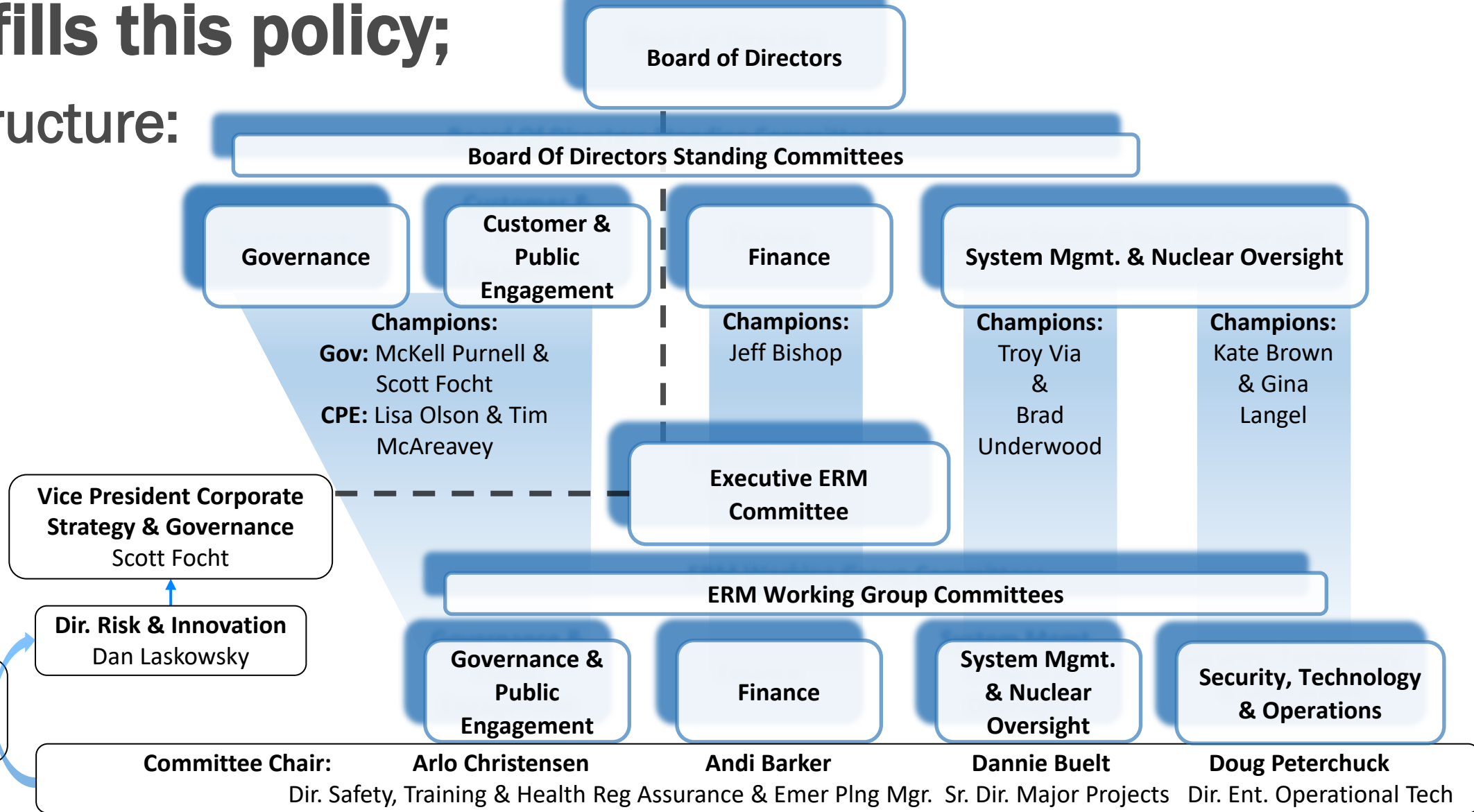
OPPD shall maintain an enterprise risk management (ERM) program to perform an independent oversight function of the District's risk management activities to ensure significant risks are identified, assessed, managed, and reported through organizational policies, procedures, and processes to maintain risk exposures within agreed upon risk tolerance levels.

The Board of Directors shall:

- Ensure the District is maintaining an ERM program that fulfills this policy.
- Review the District's most significant risks on a quarterly basis to validate assumptions and assess the impacts of changes since initial risk review.
- When necessary, request additional explanation of the risk from the corresponding member of OPPD's executive leadership team responsible for the risk or request additional expertise to supplement the review.
- Review additional ERM information, related risk activities, and strategies on an as-needed basis.

# Ensure the District is maintaining an ERM program that fulfills this policy;

- ERM Structure:



# Ensure the District is maintaining an ERM program that fulfills this policy;

- Board Policy SD-15 & ERM Policy guide responsibilities and procedures for managing risks
- Risk Identification & Oversight:
  - **Monthly:** All four ERM Working Group Committees meet to identify and assess risks and have at least one member from each Business Unit.
  - **Quarterly:** Reports on the District's significant risks are provided to Executive ERM Committee and the Board of Directors. Executive Leadership affirms the following items:
    - Enterprise risks, including potential emerging risks, are identified, to a reasonable extent.
    - Significant enterprise risks are understood.
    - Mitigation strategies are understood, appropriate, and sufficient.

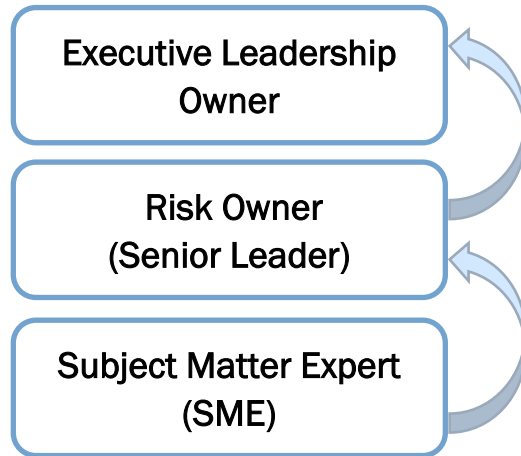
# Review the District's most significant risks on a quarterly basis to validate assumptions and assess the impacts of changes since initial risk review;

- 3rd Quarter 2023 Report (Closed Session) - September 19, 2023
- 4th Quarter 2023 Report (Closed Session) - December 19, 2023
- 1st Quarter 2024 Report (Closed Session) - March 19, 2024
- 2nd Quarter 2024 Report (Closed Session) - May 14, 2024

Risk Severity		Consequence					Text indicates the Mgmt. Escalation Level and Frequency Required.	Risk Likelihood (5 Years)				Risk Appetite Guidance	
		Safety	Financial	Reliability	Regulatory	Reputation		Technology	Theoretically Possible, Never Occurred at OPPD or in the Industry, <1%	Has Happened in the Industry, Potential to Occur at OPPD, 1% - 10%	Has Happened at OPPD, Multiple Occurrences in the Industry, Probable, 11% - 25%		Likely to Occur at OPPD, Multiple Occurrences at OPPD, Expected, 26% - 100%
		1	2	3	4								
Enterprise Risk	Death(s) or Multiple Major Injuries / Multiple SIFs or Nuclear General Emergency Declaration	Greater Than \$15 Million Loss in a Single Year and/or Greater Than \$60 Million Loss in a 5 Year Period	Destruction of Major Facility, Complete Service Territory Blackout, Long-Term Interruption of "Normal" Business	Environmental Major Contaminant or Radioactive Release Resulting in Criminal Fines against OPPD or Prison Time for Employees	Persistent International or National Concerns, Governmental Inquiry, Permanent "Brand" Impact	Compromise of Any Network, Loss/Theft of Data, Primary and Backup Critical Systems Down or Severely Degraded for 2+ Days, or High Impact Bulk Electric System (BES) Cyber Systems and associated communication systems down or severely degraded for 12 hours. Compromise of Any Operational Network /System that materially jeopardizes plant safety or	4	Executive ERM Committee (Quarterly)	Board of Directors & Executive ERM Committee (Quarterly)	Board of Directors & Executive ERM Committee (Quarterly)	Board of Directors & Executive ERM Committee (Quarterly)	Unacceptable Risk Level Must Avoid or Mitigate to a lower level.	
	Single Major Injury (Hospitalization) / SIF Case or Multiple DART Nuclear: Site Area Emergency Declaration	Greater Than \$10 Million Loss in a Single Year and/or Greater Than \$40 Million Loss in a 5 Year Period	Significant Damage to Major Facility, Load Shedding to Maintain Grid, Sustained Customer Outage for Portion of Service Territory	Significant Regulatory Violation Resulting in Greater than \$1 Million in Civil Penalties	Persistent National Media Scrutiny, Long Term "Brand" Impact, Negative Viral Social Media Impact	Critical Application, Data Server, Major Network Segment, Infrastructure Component Down or Severely Degraded for 1+ Day, or High Impact Bulk Electric System (BES) Cyber Systems and associated communication systems down or severely degraded for 2 hours. Compromise of Any Operational Network /System that could jeopardize plant safety or causes a forced	3	ERM WG Committee (Annually)	Executive ERM Committee (Quarterly)	Executive ERM Committee (Quarterly)	Board of Directors & Executive ERM Committee (Quarterly)	Undesirable Risk Level Avoid when possible, mitigate to a lower level if unable to avoid, accept only with 75% approval from Senior Management.	
	Injury Requiring Treatment by Medical Practitioner / DART Case or Nuclear: Alert Declaration	Greater Than \$5 Million Loss in a Single Year and/or Greater Than \$20 Million Loss in a 5 Year Period	Damage to an OPPD Facility, Several Circuit Lockouts, Orange Operating Condition - Fossil, Construction & Maintenance Halted	Regulatory Violation Resulting in Greater than \$50k in Civil Penalties	Persistent Local Media Scrutiny, Some Negative National Media Attention, Short Term "Brand" Impact, Negative Social Media Impact	Critical Application, Data Server, Network Segment, Infrastructure Component, or Operational Network/System Down or Severely Degraded for 2+ Hrs	2	ERM WG Committee (Biennially)	ERM WG Committee (Annually)	ERM WG Committee (Annually)	Executive ERM Committee (Quarterly)	Tolerable Risk Level Avoid when plausible, mitigate if possible, accept only with approval from ERM WG Committee with 75% approval.	
	First Aid Required or Nuclear: Notice of Unusual Event (NOUE) Declaration	Greater Than \$500k Loss in a Single Year and/or Greater Than \$2 Million Loss in a 5 Year Period	Some Circuit Lockouts, Yellow Operating Condition, Fossil, Significant Impact to Construction and Maintenance	Notice of Non-Compliance, Violation or Potential Violation Resulting in Less than \$50k in Civil Penalties	Negative Short Term Local Media Attention, Scrutiny by Senior Management, Negative Social Media Attention	Any Application, Data Server, Network Segment, Infrastructure Component, or Operational Network/System Down or Severely Degraded for 1+ Hrs	1	ERM WG Committee (Biennially)	ERM WG Committee (Biennially)	ERM WG Committee (Annually)	ERM WG Committee (Annually)	Acceptable Risk Level Accept, Mitigate only when prudent, Avoid only when risk is unnecessary.	
	No Injuries and Impact would Not Lead to a Notice of Unusual Event (NOUE) Declaration	Less Than \$500k Loss in a Single Year and/or Less Than \$2 Million Loss in a 5 Year Period	Normal Operating Conditions, Outage Activity is Limited and Isolated, Construction and Maintenance Proceed as Planned	No Regulatory Impact	Limited or No Negative Press or Social Media Attention	Normal Operations, Any Issues can be Resolved in Less Than 1 Hour	0	Non-ERM Risk	Non-ERM Risk	Non-ERM Risk	Non-ERM Risk	Risk of Doing Business Accept, Maintain awareness and escalate to ERM if risk significantly changes.	

# When necessary, request additional explanation of the risk from the corresponding member of OPPD's executive leadership team responsible for the risk or request additional expertise to supplement the review;

- Three levels of risk ownership:



Responsible for:



- Directors are able to request additional information from the corresponding Executive Leadership owner responsible for any significant risk.
- Directors can also request that Executive Leadership arrange for additional expertise to supplement the review of a specific significant risk.

# Review additional ERM information, related risk activities, and strategies on an as-needed basis.

- Leverage ERM during Strategic Planning, Resource Planning, and Capital Project Prioritization
- Value Framework/Business Decision Model include risk assessment
- Recent Board recommendations have included risk-related information as part of the discussion. Some examples include:
  - Resolution No. 6582 – Near Term Generation (August 15, 2023)
  - Resolution No. 6606 – 2023 COP Excess Expenditures Request (November 14, 2023)
  - Resolution No. 6621 – 2024 Final Corporate Operating Plan (December 19, 2023)

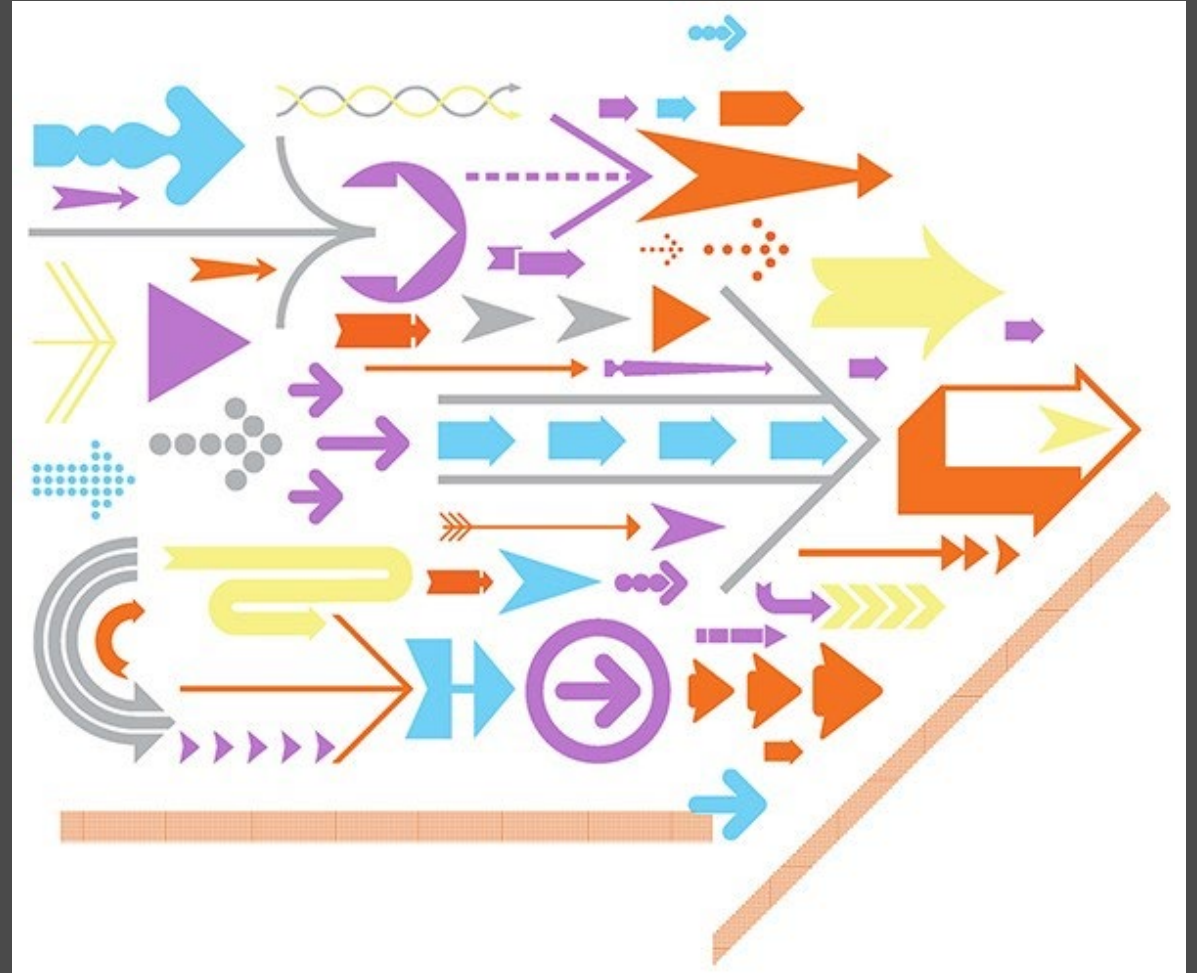


# Recommendation

- The Governance Committee has reviewed and accepted this Monitoring Report for SD-15 and recommends that the Board find OPPD to be sufficiently in compliance with Board Policy SD-15.

**Any reflections on**

**what has been  
accomplished, challenges  
and/or strategic  
implications?**





# Board Action

## BOARD OF DIRECTORS

May 14, 2024

### ITEM

SD-15: Enterprise Risk Management Monitoring Report

### PURPOSE

To ensure full Board review, discussion and acceptance of the SD-15: Enterprise Risk Management Monitoring Report


### FACTS

- a. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015.
- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.
- c. The Governance Committee is responsible for evaluating Board Policy SD-15: Enterprise Risk Management on an annual basis.
- d. The Governance Committee has reviewed the SD-15: Enterprise Risk Management Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.


### ACTION

Board of Directors approval of the SD-15: Enterprise Risk Management Monitoring Report.

#### RECOMMENDED:

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 Scott M. Focht  
 Vice President – Corporate Strategy and Governance

#### APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:  
  
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 L. Javier Fernandez  
 President and Chief Executive Officer

Attachments: Exhibit A – Monitoring Report Resolution