



Bogner/Focht

RESOLUTION NO. 6664

WHEREAS, the OPPD Board of Directors recognizes the critical importance of leadership continuity in maintaining the stability, reputation, and effective management of the company; and

WHEREAS, unforeseen circumstances, such as the sudden incapacity, resignation, or death of OPPD's President and Chief Executive Officer (CEO), could create significant operational and leadership challenges for the company; and

WHEREAS, the Board of Directors has a fiduciary responsibility to ensure OPPD is adequately prepared to address and mitigate the risks associated with an unexpected vacancy or absence in the President and CEO position; and

WHEREAS, the Board of Directors has determined that adopting a President and CEO Emergency Succession Plan is necessary to ensure the continuity of leadership and protect the interests of customer, employees, and other stakeholders.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Omaha Public Power District hereby adopts the President and CEO Emergency Succession Plan, which establishes clear protocols for leadership transition in the event of an unexpected President and CEO vacancy or absence; and

BE IT FURTHER RESOLVED that the Board of Directors hereby directs the necessary amendments to Board policies *GP-3: Board Job Description* and *GP-6: Role of the Board Officers* in support of the President and CEO Emergency Succession Plan.

This resolution shall take effect immediately upon its adoption by the Board of Directors as set forth in Exhibit A - OPPD President and CEO Emergency Succession Plan, Exhibit B - GP-3: Board Job Description, and Exhibit C - GP-6: Role of the Board Officers, attached hereto.

Omaha Public Power District
President and CEO Emergency Succession Plan

Purpose: To ensure the continued effective management and leadership of the Omaha Public Power District (OPPD) in the event of an unexpected departure or incapacitation of its President and Chief Executive Officer (CEO).

Scope: This plan applies to all situations where OPPD's President and CEO is unable or unwilling to fulfill their duties, whether due to sudden illness, death, resignation, or any unforeseen circumstance where the President and CEO is otherwise unavailable or unable to directly delegate his/her authority to a corporate officer.

1. Immediate Response

1.1. Notification

- 1.1.1. The first executive leader to become aware of the President and CEO's unavailability must immediately notify the Vice President, Human Capital (if available).
- 1.1.2. The Vice President, Human Capital will immediately notify the designated successors outlined in Section 2 as well as OPPD's Board Chair. If the Vice President, Human Capital is unavailable, the first executive leader to become aware will contact the designated successors outline in Section 2 as well as the Board Chair.
- 1.1.3. The Board Chair will then inform all Board members and executive leadership team.

1.2. Initial Assessment

- 1.2.1. The Board Chair will consult with the Governance Committee and confirm the unavailability of the President and CEO and determine the next steps. The Board Chair shall communicate any initial steps to the Board and executive leadership team.

2. Immediate Line of Succession

2.1. Designated Successors

- 2.1.1. In the event where OPPD's President and CEO is unable or unwilling to fulfill their duties, whether due to sudden illness, death, resignation, or any unforeseen circumstance where the President and CEO is otherwise unavailable or unable to directly delegate his/her authority to a corporate officer, the following executives are designated as immediate successors, in the order listed, to temporarily assume the role of President and CEO until the Board can take formal action:

- 2.1.1.1. Chief Financial Officer (CFO)
- 2.1.1.2. Chief Operations Officer (COO)
- 2.1.1.3. If the designated successors are unable to assume the role of the President and CEO, the Board Chair may appoint an officer to serve in the capacity of immediate successor.

2.2. Authority and Responsibilities

2.2.1. The designated successor will have the full authority and responsibilities of the President and CEO as outlined in OPPD's bylaws, policies and position description.

2.2.2. The designated successor will focus on maintaining stability and continuity of operations.

2.3. Notification and Communication

2.3.1. The Board Chair, in collaboration with the designated successor, will communicate the temporary leadership change to all stakeholders, including the Board of Directors, employees, customers, and partners.

3. Interim Leadership

3.1. Interim President and CEO

3.1.1. As soon as the Board Chair, in collaboration with the Governance Committee, determines it is appropriate, the Board will convene and appoint an interim President and CEO from among the executive leadership team who may/may not be the immediate designated successor.

3.1.2. Criteria for selection include familiarity with OPPD's operations, leadership capabilities, and decision-making skills.

3.2. Authority and Responsibilities

3.2.1. The interim President and CEO will have the full authority and responsibilities of the President and CEO as outlined in OPPD's bylaws, policies and position description.

3.2.2. The interim President and CEO will focus on maintaining stability and continuity of operations.

3.3. Communication

3.3.1. The Board Chair, in collaboration with the interim President and CEO, will communicate the leadership change to all stakeholders, including employees, customers, and partners.

4. Evaluation of Leadership Continuity

4.1. Depending upon the situation that led to the unexpected departure or incapacitation of the President and CEO, and subject to the terms of the existing employment agreement with the President and CEO, the Board will convene in closed session, when determined appropriate by the Board Chair or by the recommendation of the Governance Committee, to determine if/when/how to reinstate the prior President and CEO, keep the interim leader in place or proceed with search and selection of a long-term CEO.

5. Review and Update

5.1. Plan Review


5.1.1. The President & CEO Emergency Succession Plan will be reviewed annually by OPPD's Governance Committee to ensure its relevance and effectiveness.

5.1.2. Recommendations for updates to reflect changes in OPPD's structure, strategy, or operating environment will be brought to the Board for review and approval.

5.1.3. The Board will approve recommendations.

5.2. Documentation

5.2.1. The plan, along with any updates, will be documented and accessible to the Board and executive leadership team.


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|  | OMAHA PUBLIC POWER DISTRICT Board Policy | Category: | Governance Process |
| | Policy No. and Name: GP-3: Board Job Description | Monitoring Method: | Governance Committee Board Report |
| | | Frequency: | Annually |
| Date of Approval: | July 16, 2015 April 21, 2022 April 18, 2024 October 17, 2024 | Resolution No.: | 6070 6494 6639 6664 |

The specific job duty of the OPPD Board of Directors is to ensure appropriate organizational performance.

Specifically, the Board shall:

- Serve as representatives of OPPD’s customer-owners and build relationships throughout OPPD’s service territory and the region.
- Produce and maintain written Strategic Direction, Board-Staff Linkage and Governance Process policies that clarify the Board’s role in the decision-making process between the Board and OPPD’s employees.
- Be responsible for the hiring and appointment, as well as compensation and benefit approval, of the CEO.
- Ensure the smooth and continuous operation of OPPD in the event of an unplanned absence of the CEO.
- Consult with the CEO on activities that the CEO reasonably determines presents, regardless of the size of the financial commitment: (i) a unique and significant operational risk to OPPD; (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD’s reputation; or (v) materially compromises the policies and goals established by the Board.
- Regularly monitor and evaluate the performance of the CEO.
- Upon the recommendation of the CEO, be responsible for the appointment, as well as compensation and benefit approval, of the Vice Presidents.
- Monitor stakeholder processes, when necessary, to ensure the Board hears the strategic viewpoints and values of customer-owners and other interested stakeholders.
- Review the strategic direction policies on the timetable specified in each policy and communicate to the CEO whether the Board finds OPPD to be meeting the requirements of the strategic direction policy. Conduct a comprehensive review of the strategic direction policies every three years.
- Review and approve the Corporate Operating Plan annually.

- Approve the issuance of tax exempt debt and other forms of debt.
- Contract with an external independent auditor to audit OPPD's finances and procedures on an annual basis.
- Contract with an independent consulting engineer and rate consultant.
- Establish rates that are fair, reasonable, and nondiscriminatory and adjusted as in a fair and equitable manner to confer upon customer-owners the benefits of a successful and profitable operation and conduct of the business of the district.
- Establish benefit plans for employees and provide oversight of investment management and administration of the District's retirement plans.
- Approve contracts and engineer certifications related to contracts, as required by law.
- Establish and approve OPPD's election subdivisions in accordance with Nebraska statutes and other legal requirements.
- Approve the sale and disposition of OPPD real estate, as required by law.
- Approve the use of eminent domain in connection with OPPD's business, as required by law.
- Perform all other actions and duties as required by law.

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|  | OMAHA PUBLIC POWER DISTRICT Board Policy | Category: | Governance Process |
| | Policy No. and Name: GP-6: Role of the Board Officers | Monitoring Method: | Governance Committee Board Report |
| | | Frequency: | Annually |
| Date of Approval: | July 16, 2015 February 16, 2017 October 17, 2024 | Resolution No.: | 6070 6172 6664 |

The Board Chair shall:

- Ensure that all duties imposed on them as Chair are being completed.
- Be a member of the Governance Committee and a member ex officio, nonvoting member, of all Board committees.
- Preside over and facilitate all regular and special meetings of the Board, and other meetings at which a quorum of the Board is present.
- Ensure that meeting discussion focuses on matters which, according to Board policy, are appropriate for Board consideration.
- Ensure that discussion at Board meetings is fair, open and thorough, but also timely, orderly and to the point.
- Be the spokesperson of the Board in public announcements pertaining to the Board's conduct of OPPD's affairs.
- Appoint the Chairs of the Standing Committees with approval of the Board.
- Schedule and coordinate the annual performance evaluation of the President and Chief Executive Officer.
- Ensure that the Board's agendas meet the goals of the annual work plan.
- Ensure a process is in place for regularly evaluating the Board's adherence to Board policies.
- Ensure the Board is represented to outside stakeholders, organizations, and other groups.
- Have no authority to supervise or direct the President and Chief Executive Officer, apart from the authority expressly granted him or her by the Board.
- Oversee, communicate and execute *OPPD's President and CEO Succession Plan*, ensuring it is properly implemented in a crisis.
- Delegate his or her authority as appropriate, but remain accountable for its use.

- Perform all other actions and duties as required by law.

The Board Vice Chair shall:

- Shall serve as Chair of the Board in the event of the disability or absence of the Chair.
- Be a member of the Governance Committee.
- Perform all other actions and duties as required by law.

The Board Treasurer shall:

- The Board Treasurer may perform any of the customary duties of the Chair and Vice Chair offices, when delegated.
- Serve as the Finance Committee Chair and preside over and facilitate the Finance Committee meetings.
- The treasurer must furnish a corporate surety bond sufficient to cover all monies in his or her possession or control, but not to exceed \$100,000.00, and the bond approved as to form and sureties by the Directors and filed with the Secretary of State.
- Perform all other actions and duties as required by law.

The Board Secretary shall:

- Be responsible for assuring that accurate minutes of Board meetings are prepared, in coordination with the Corporate Secretary.
- The Board Secretary may perform any of the customary duties of the Chair and Vice Chair offices, when delegated.
- Perform all other actions and duties as required by law.



Action Item

BOARD OF DIRECTORS

October 15, 2024

ITEM

OPPDP President and CEO Emergency Succession Plan

PURPOSE

To outline a clear and efficient emergency succession plan in the event of an unexpected President and CEO vacancy or absence to ensure leadership continuity and minimize operational disruptions.

FACTS

- a. OPPD’s Board of Directors is responsible for the hiring and appointment of the President and CEO.
- b. A sudden loss or absence of the President and CEO could disrupt operations and decision-making.
- c. An emergency succession plan is essential to ensure that leadership transitions are handled effectively, allowing OPPD to maintain stability, continuity and confidence during times of crisis or unexpected change.

ACTION

Approval of OPPD President and Chief Executive Officer Emergency Succession Plan.

RECOMMENDED:

Signed by:

Scott M. Focht

Scott M. Focht

Vice President – Corporate Strategy and Governance

APPROVED FOR BOARD CONSIDERATION:

Signed by:

L. Javier Fernandez

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President and Chief Executive Officer

Attachments:

- Exhibit A - OPPD President and CEO Emergency Succession Plan
- Exhibit B - GP-3: Board Job Description
- Exhibit C - GP-6: Role of the Board Officers Resolution