



MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

Rely on us.

TO: Commissioners McRae, Barofsky, Schlossberg, Brown, and Carlson
FROM: Frank Lawson, CEO & General Manager; Anne Kah, Administrative Services Manager
DATE: January 31, 2024 (February 6, 2024, Board Meeting)
SUBJECT: Board Policy Revisions and Retirements
OBJECTIVE: Board Action: Approval of Resolution No. 2403

Issue

A consent calendar item will be presented to Commissioners at the February 6, 2024 board meeting to formally adopt the recommended updates to Board Policies attached herein.

Background

Annually, Commissioners and management evaluate board policies for ongoing effectiveness. The Board completed their review, including staff's recommendations, and provided feedback at the January 9, 2024 board meeting. Commissioners expressed agreement with the proposed changes which include administrative edits to provide clarity and better reflect current practices as well as several areas of improvement. Additionally, it was recommended that six policies be retired and removed from the Board Policy Manual.

Discussion

Please refer to the Board Policy Manual attached herein for recommended revisions to the following policies.

- GP3 Board Strategic Plan Development
- GP4 Agenda Planning
- GP5 Role of Board President
- GP7 Board Parliamentary Procedures
- GP8 Meetings and Executive Sessions
- GP9 External/Commissioner Communications
- GP10 Public Input
- GP12 Board Committees, Outside Appointments, Liaisons to Staff Projects & Advisory Committees
- GP13 Board Role in Legislative Sessions
- GP14 Litigation Reporting
- GP16 Travel Policy for Board Commissioners
- BL1 Global Board – General Manager Linkage
- BL2 Unity of Control
- BL3 Accountability of the General Manager
- BL4 Delegation to the General Manager

- BL5 Evaluating the General Manager’s Performance
- BL6 Board – Staff Working Relationship
- SD2 Environmental Policy
- SD3 Customer Service Policy
- SD7 Purchasing Policies
- SD8 Power Risk Management Policies
- SD10 Power Cost Recovery Policies
- SD14 Real Property Policies **Note: Recommended language in this policy was modified after the January 9, 2024 board meeting; guidance from legal counsel has been incorporated.*
- SD15 Climate Change Policy

Additionally, staff propose to retire and remove the following policies from Board Policy Manual:

- SD4 Property Use Policy
- SD5 Lloyd Knox Park Use Policy
- SD12 Sick Leave Incentive Policy
- SD13 Carmen-Smith Hydroelectric Project Relicensing
- SD18 Steam Utility Transition Policy
- SD19 Sustainability Policy

Potential Future Updates

Board Policy GP17 Board Use of Email; Management recommends updating this policy to include all forms of electronic communication. A draft revision will be presented to the Board for consideration in the coming months.

Management recommends retiring Board Policy SD13 Carmen Smith Relicensing as EWEB received a new operating license for the Project in 2019. Should the Board desire a policy related to the implementation of the license, Commissioners can direct staff to draft a new policy for the Board’s consideration.

Recommendation/Requested Board Action

Approval of Resolution No. 2403 adopting changes to the board policy manual as presented herein.

Attachments:

1. EWEB Board Policy Manual with proposed changes displayed in *redlined text*, proposed policy retirements are noted with a yellow text box.
2. EWEB Board Policy Manual with revisions displayed as a *clean copy*, proposed policy retirements are noted with a yellow text box.
3. Resolution No. 2403



Governance Process Policies (GP Policies)

GP3 Board Strategic Plan Development

Effective Date ~~October 3, 2006~~ Proposed February 6, 2024

The role of the Board includes approval and oversight of the utility’s strategic plan.

Prior to approving the strategic plan as submitted by staff, the Board will evaluate the plan’s consistency with and potential effectiveness in advancing EWEB’s adopted Mission, Statement of Legacy, established Board Policies, and strategic priorities, and values. In addition, the Board will consider and balance the needs and points of view of EWEB’s customers, owners and the served community.

In order to provide effective oversight, the Board will require submittal of high-level performance measures ~~with~~ in support of the strategic plan. Throughout each year, staff will provide periodic updates on strategic plan progress and the Board will direct changes in focus and priority as appropriate.

Source: Debra Smith/SMUD, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP4 Agenda Planning
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

BACKGROUND: The Board will follow an agenda that periodically:

- Focuses on policy review and
- Continually improves Board performance through Board education and enriched input and deliberation.

Accordingly, the following additional assumptions and procedures apply regarding agenda planning and Board background material preparation:

Assumptions:

- The Board owns its agendas.
- Board agendas will emphasize policy development, goal status and the future direction of the utility.
- The Board President and Vice President set the agendas with the General Manager (GM).
- The GM has the authority to schedule agenda items.
- Board priorities take precedence over individual Commissioner priorities.

AGENDA FORMATION:

- Regularly scheduled Board items established by charter, by-laws or Board policy (i.e. budget development, budget amendments, rate setting) can be both Board and staff driven.
- Informational or review items initiated by the Board (i.e. policy discussion, revision or review). Note: With the exception of the President and the General Manager, it takes a majority of Board members to place an item on the agenda.
- Informational, policy updates or review items (i.e. ~~annual~~ customer survey results, interim reports) that are staff driven.
- Consent calendar is a group of routine items that have either been discussed previously or do not need discussion before a vote of the Board. Board members can elect to remove an item for discussion by notifying the Board President prior to voting.
- Backgrounders are content based documents, prepared by staff, which support an agenda item in order to inform and educate the Board. Backgrounders are often in response to:
 - Board requests
 - Agenda items initiated by staff



- Agenda items that require interim or status reports
- Unusual items appearing on the consent calendar, i.e. ~~large contract awards or~~ budget amendments

AGENDA FORMAT: Generally, the agenda for Regular EWEB Board Meetings will include the following:

- Agenda Check
- Items from Commissioners and General Manager
- Correspondence
- Public Input
- Board Action Items
- General Business Items
- Board Agenda Calendar
- Board Wrap up

Commissioners reserve the right to add or delete items as needed, or change the order of the agenda as necessary. Public input and public hearings will occur near the published time.

ORGANIZATIONAL MEETING: During the first meeting of each calendar year, an election of Board officers and other routine annual business will be performed.

AGENDA MANAGEMENT:

- The President, Vice President and the GM will ~~meet~~collaborate prior to each Board meeting to develop and prioritize agenda items.
 - The ~~Office of the General Manager Executive Assistant to the GM/Board~~ will maintain a list containing potential future background and agenda items.
- Agenda management will be broken out as a regularly occurring agenda item.
 - The time will be used to gauge the Board's interest in topics raised by Commissioners or staff and to discuss the trade-offs involved in using Board time for that issue.
- Board Agenda Reports: An agenda report is kept and provided with each Board Agenda and tracks the status of outstanding and future agenda items. The report is made up of the following components:
 - Changes to meeting agenda since last publication
 - Outstanding backgrounders that may result in Board action
 - ~~Items that may be added to future Board agendas~~ or correspondence
 - Annual agenda calendar including recurring and other known agenda items ~~if known~~
- Public Notice: All Board agendas, including all backgrounders, correspondence, and other supportive documentation for regular meetings, special meetings, and work sessions shall be made available to the Board in hardcopy or other suitable form; and all non-confidential supportive documentation will be



made available to the public via EWEB's website at least four full business days in advance of the meeting unless mitigating circumstances prevail. If an emergency meeting is necessary, notice shall be given to the Board and the public at least 24 hours prior to the meeting unless emergency circumstances prevail.

Source: Board Approved 10/20/03; Revised 02/13/04; Revised 04/19/05; Revised 12/15/09, Resolution No. 0931; Revised 03/01/11, Resolution No. 1112; Revised 01/06/15, Resolution No. 1503; Revised 12/01/15, Resolution No. 1537; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Governance Process Policies (GP Policies)

GP5

Role of Board President

Effective Date

~~October 3, 2006~~ Proposed February 6, 2024

The Board president assures the integrity of the Board's process and is the only person authorized to speak for the Board, unless there is formal designation by the president or Board majority.

Specifically,

- The president shall preside over all meetings of the Board.
 - Meetings shall be conducted in accordance with Board policies (including GP7). If the Board is unable to resolve procedural issues, the president shall implement the use of Robert's Rules of Order.
 - The president's role shall be primarily procedural and the president shall have no greater vote on substantive matters than other members of the Board.
 - The Board president is responsible for setting Board meeting agendas with the General Manager and for facilitating Board meetings in a way that encourages the Board to remain proactive, forward looking, and value-added in its deliberation.
 - The Board president will explain at outset of public input about the process for Board comment and response per Board Policy GP10.
 - The Board president may call special meetings of the Board as required.
- The president will assume other responsibilities as determined by Board policies or by-laws.
 - The Board president or ~~their his/her~~ designee will sign written communication concerning Board decisions or positions consistent with Board Policy GP9.
 - The Board president has no individual authority to supervise or direct the General Manager.
 - The Board president or ~~their his/her~~ designee is responsible for orientation of new Commissioners per Board Policy GP15.
 - The vice president will assume the responsibilities of the Board president in the event the president is absent or unable to serve.
 - The Board president and Board vice president will be elected at the annual meeting in January, in accordance with the by-laws.

Source: John Carver/Patrick Lanning, By-laws, Board, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures
Effective Date ~~January 3, 2023~~ Proposed February 6, 2024

The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert's Rules of Order. The following policies and procedures shall apply:

PRESIDENT'S ROLE: The president presides over all meetings of the Board. The President's role shall be primarily procedural, and the president shall have no greater vote on substantive matters than other members. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

VICE PRESIDENT'S ROLE: The Vice President's role is to perform the duties and responsibilities of the president in their absence or as agreed upon by the Board.

GENERAL MANAGER - SECRETARY ROLE: The General Manager - Secretary reports to the Board as a whole and is responsible for implementing policies and directions established by the Board.

MEETINGS: Meetings will be conducted in accordance with Board Policy GP8 Meetings and Executive Sessions.

~~**MEETING START TIMES:** The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday, in which case the meeting may be on the next business day, on another Tuesday in that month, or on another day agreed upon by the board. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President[‡] and the General Manager—Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.~~

~~**PUBLIC MEETINGS:** Except as otherwise provided by law; all meetings of the Board shall be open to the public and all persons shall be permitted to attend. No quorum of the Board shall meet in private for the purposes of deciding or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law (ORS 192.610-690). All regular and special meetings of the Board shall be held whenever possible within the utility service district.~~

QUORUM: A quorum shall consist of a majority of members of the Board.

BOARD ACTIONS: In order to pass a resolution, motion, or other measure, an affirmative vote of a majority of the entire board is required.

VACANCY ON THE BOARD: Should a vacancy occur on the Board; the office of the General Manager shall administratively assist the Board with their pursuit of a qualified replacement. Public notification and an application process will commence as soon as possible. Applicants must meet residency requirements, and shall provide information including, but not limited to; occupational background (paid or unpaid), educational

[‡]City Code 2.205



background, prior experience and qualifications that bring value to the EWEB Board, and professional references. All applications will be provided to the current Board members for consideration. Interviews may be conducted during a public meeting upon request by two or more current Commissioners.

A qualified elector shall be appointed by vote of the current Board members within 90 days. The appointment shall be made in accordance with all provisions of the EWEB bylaws, Eugene City Charter², and Eugene City Code³.

BOARD ATTENDANCE: In-person or virtual attendance at all regular meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. Consistent with City Code, the Board shall have the power to declare vacant the office of a member who ~~is shall~~ absent ~~themselves~~ from three consecutive regular meetings without an excuse satisfactory to the Board⁴.

RECORD OF BOARD MEETINGS: With the exception of Executive Sessions, audio with video recordings ~~will be made~~ of all Regular and Special Meetings of the Board ~~baring technical malfunction, will be made and retained for at least 12 years.~~ Additionally, a written record will be prepared, in the form of action-based minutes. The action-based minutes will include:

- ~~members of the governing body present;~~
- ~~names of individuals who provide written or spoken public testimony, the subject of their comments and their position on the matter;~~
- ~~if testimony is accompanied by a physical or digital file, it should be noted in the meeting minutes; however the actual file or hyperlink should not be included;~~
- ~~names of management and other presenters including consultants who address the Board;~~
- ~~an account of all agenda items with the corresponding timestamp;~~
- ~~reference to documents or presentations discussed at the meeting;~~
- ~~motions, proposals, resolutions, and orders proposed and their disposition;~~
- ~~results of all votes;~~
- ~~direction given by the Board; and~~
- agreements made by the Board and General Manager.

Should a special occasion call for additional statements to be recorded in the meeting minutes, a Board member or the General Manager may indicate that a statement is “for the record”.

Written minutes shall be reviewed and ~~approved adopted~~ by an affirmative vote of the Board, consistent with the Bylaws.

~~, and made available to the public.~~

Recordings and approved minutes will be made publicly available on EWEB’s website for at least 12 years and will be retained in EWEB’s permanent records in accordance with public meeting law.

MINUTE CORRECTIONS AND ADDITIONS:

² Eugene City Charter Section 24. Vacancies - Filling

³ Eugene City Code 2.968 Elections – Eugene Water & Electric Board - Composition

⁴ Eugene City Code 2.205 Eugene Water & Electric Board Meetings



Corrections: Individual Board members may make suggested corrections to the minutes of prior meetings if the proposed meeting minutes are factually incorrect. The meeting recording will be used to determine the appropriateness of the request. If there is disagreement as to the accuracy of the requested correction, a verbatim transcription of that portion of the recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested correction is accurate, the minutes will be corrected without use of a verbatim transcription.

If the minutes accurately reflect what was said, regardless of the accuracy of the statement itself, the minutes will not be corrected. In this instance, a Commissioner may ask that a clarifying statement be entered into the minutes of the current meeting.

Additions: If a special circumstance calls for an important statement to be recorded in the meeting minutes, a Commissioner may request that a point of discussion or statement made during the meeting covered by the minutes be entered into the minute's record. The meeting recording will be used to determine the appropriateness of the request. If there is disagreement as to the accuracy of the requested statement or fact, a verbatim transcription of that portion of the audio recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested inclusion is accurate, the minutes will be edited, and the additional information included without use of a verbatim transcription.

USE OF RESOLUTIONS FOR BOARD ACTIONS: Formal resolutions will be required when the Board takes actions of the following types:

- Rate increases or decreases;
- Approval of contracts for purchased power with a term of more than one year ~~or more~~;
- Adoption of the following multi-year plans:
 - Integrated Resource Plan or update
 - Water Supply Plan or update
 - Water Master Plan or update
- * For the purpose of the three aforementioned Plans, adoption is defined as the acknowledgment of the analytical results and approval of recommended actions.
- ~~Adoption of an Integrated Electric Resource Plan or update;~~
- ~~Adoption of the Water Supply Plan or update;~~
- ~~Adoption of a Water Master Plan or update;~~
- Plans/Documents requiring Board approval (e.g. Natural Hazard Mitigation Plan)
- Adoption of new or revision of Board Policies;
- Approval of the annual budget;
- Issuance of bonds or other debt instruments_{;-};
- Committees created and adopted by the Board_{;-} (GP12)
- Outside appointments adopted by the Board_{;-} (GP12)
- Liaison appointments adopted by the Board_{;-} (GP12)
- Advisory assignments adopted by the Board_{;-} (GP12)
- Adoption of EWEB's State Legislative Agenda (GP13)
- Determination on appropriateness and implementation of PURPA Standards

All other actions can be taken in accordance with the Bylaws using a simple motion and affirmative vote.



Source: Bylaws, Board Discussion, Board Approved 11/01/05; Revised 12/15/09, Resolution No. 0932; Revised as per bylaws 07/19/11, Resolution No. 1122; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 07/05/22, Resolution No. 2214; Revised 01/03/23, Resolution No. 2304; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Governance Process Policies (GP Policies)

GP8 Meetings and Executive Sessions
Effective Date ~~February 2, 2021~~ Proposed February 6, 2024

The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday. In such cases the meeting may be held on the next business day, on another Tuesday within the same month, or on another day agreed upon by the Board. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President¹ and the General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

All regular and special meetings of the Board shall be held whenever possible within the utility service district.

Meetings shall be conducted in accordance with ORS 192.610-690, and the Engagement directives contained in Board Policy SD23 Diversity, Equity, and Inclusion Policy.

Consistent with the Board Bylaws, and except as otherwise provided by law; all meetings of the Board shall be open to the public and all persons shall be permitted to attend, no quorum of the Board shall meet in private for the purpose of deciding on or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law. ORS 192.660 provides a list of purposes for which an executive session may be held, including but not limited to:

- Employment of Public Officers, Employees and Agents
- Discipline of Public Officers and Employees
- Performance Evaluations of Public Officers and Employees
- Labor Negotiations
- Discussions Regarding Exempt Public Records
- Discussions with Legal Counsel on Pending or Threatened Litigation
- Real Property Transactions

~~(ORS 192.610-690)~~

At the General Manager's discretion, invited EWEB staff, legal counsel, and consultants may be granted access to an executive session.

Subject to approval of both the Board President and General Manager non-EWEB attendees, such as commissioner elects, may be granted access to an executive session when their presence is substantiated by a business purpose relevant to the subject matter being discussed in executive session.

Source: Bylaws/Debra Smith, Board Approved 05/17/05; Revised 02/02/21, Resolution No. 2104; Revised 02/06/24, Resolution No. 2403.

¹ Eugene City Code 2.205 – Eugene Water & Electric Board - Meetings

Governance Process Policies (GP Policies)

GP9 External/~~Commissioner~~ Communications
Effective Date ~~April 19, 2005~~ Proposed February 6, 2024

It is the policy of the Board to use the following guidelines in communicating with members of the public, other government agencies and the media:

- ~~Day to day communications about the Eugene Water & Electric Board are the responsibility of the General Manager often by/through the~~ Public Affairs/~~Communications~~ Department. All oral and written communication should be developed and coordinated through the General Manager and/or designated staff. Public Affairs.
- As a rule, Public Affairs-the General Manager and/or designated staff are responsible for all communication. Exceptions apply when individual Commissioners are communicating about their specific positions on utility issues or when an individual Commissioner disagrees with Board actions.
- ~~As the elected body that leads the utility, the Board of Commissioners has a strong role to play in the communication efforts of the utility. Such communication can include, but not be limited to planned presentations, response to media inquiries, or comments received from customers.~~
- When a Commissioner engages in communication of any type, they must recognize that, in the eyes of the public, Board members are likely to be perceived as speaking as an EWEB representative, and as such, their communication will reflect on and impact the other Board members and utility staff.
- ~~Public Affairs-The General Manager and/or designated~~ staff will coordinate interactions with the news media. Such interactions may involve Commissioners or other utility staff members. Individual Board members may be approached directly by the media to comment on a particular issue. In these instances, the individual Board member should work with Public Affairs-staffthe General Manager and/or designated staff, and follow the protocol listed in this policy.
- The General Manager and/or designated staff will handle communications with customers on nearly all issues, including account inquiries, utility projects, and general utility activities and -Public Affairs-staff will assist Commissioners with responding to customer inquiries about a Commissioner's specific statements or positions on an issue.
- Communications about Board decisions or positions on issues are generally prepared and coordinated by the General Manager and/or designated Public Affairs-staff, reviewed by the full Board, and, if written, distributed under the signature of the President or the Board's designee. In some instances, communications will need to be approved by the General Manager and/or the full Board of Commissioners. Such procedures are applicable in the drafting of "letters to the Editor" and op-ed responses to newspaper editorials and the preparation of positions to other entities. The Board may also designate a Commissioner to represent the Board on a particular issue.
- A Commissioner may issue communications about which the Board has not taken a position or which is in opposition to the Board's position. In this case, the Commissioner may request staff time to review



the communication for accuracy.

- Any communications issued by a Commissioner which espouses an individual viewpoint should be represented as the Commissioner's own viewpoint, and not represented as a position of the Board.
- ~~Public Affairs~~The General Manager and/or designated staff will coordinate public appearances by individual Commissioners, including logistical planning, contact with the public group, and preparing talking points and other materials to be used in the presentation.
- The Board shall review this policy periodically, in conjunction with review of other Board Governance Policies.

Source: Board Approved 06/01/04; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.

PROPOSED

Governance Process Policies (GP Policies)

GP10

Public Input

Effective Date

~~October 5, 2021~~ Proposed February 6, 2024

Public Input is a routine feature of every Regular Meeting of the Board of Commissioners, which generally occurs on the first Tuesday of each month. Public Input will be conducted in accordance with the Engagement directives contained in Board Policy SD23 Diversity, Equity, and Inclusion Policy. All persons should share their views and opinions in a manner that is productive, respectful, and not disruptive.

The agenda item customarily appears near the beginning of the agenda, with up to thirty minutes reserved for public comments unless the presiding officers allocate additional time prior to the meeting during agenda planning. Members of the ~~public audience~~ wishing to speak about EWEB topics are asked to complete a Request to Speak form. Individuals are called by the presiding officer in the order forms are received.

Prior to opening Public Input, the presiding officer makes a brief announcement describing the process ~~for comment and Board response~~ and sets a time limit for individual input. Each speaker usually has up to a maximum of three minutes to share their views. When numerous speakers wish to address the Board, the presiding officer may adjust the time offered to each speaker to correspond with the amount of time scheduled for the agenda item or may extend the time allowed for public testimony with the majority concurrence of the Board. At the officer's discretion, the public comment period may be divided equally among all speakers. Alternatively, the officer may afford a maximum number of total minutes to the speakers, in the order forms are received, considering equity of speaking request format (in person or via telephone), until the amount of time posted on the meeting agenda has lapsed.

Commissioners do not interact with the speakers during the Public Input period. The presiding officer may ask clarifying questions, but Commissioners refrain from engaging in a dialogue with the speakers while they are addressing the Board.

At the conclusion of the Public Input agenda item, individual Board members have an opportunity to address any point that was made during Public Input. Board member comments may include direction to the General Manager to further investigate a specific issue, clarification from the General Manager regarding a specific issue, or simply a response to a public comment just presented.

In certain instances, particularly at public hearings, the Board may direct staff to respond to specific questions posed by the public, those responses which are for the public good will be posted on EWEB's Internet site.

Source: Marty Douglass, Public Affairs, Draft Provided to Board 11/11/04; Board Approved 07/05/05; Modified 11/01/05, Revised 08/06/19, Resolution No. 1920; Revised 10/05/21, Resolution No. 2112; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP12 Board Committees, Outside Appointments, Liaisons to Staff Projects & Advisory Committees

Effective Date ~~October 3, 2006~~ Proposed February 6, 2024

The Board may use committees, outside appointments and liaisons to staff work as a means of gathering and disseminating information, representing the Board, and providing preliminary input to Board decisions.

Specifically,

- The Board may choose to appoint standing (permanent) and temporary committees.
 - All committees will be created and defined by Board Resolution and formally adopted by the Board. The resolution will state the purpose, composition, membership (term and succession), and in the case of temporary committees, the expected dissolution date. Committees may include members from outside the organization if the Board so chooses.
 - Committees will be used to discuss and refine information and to make recommendations to the full Board.
 - All committee meetings (except where exempt under Oregon Revised Statutes) shall be open to the public.
 - When Board committees are used, Commissioners will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to the General Manager.
- The Board may appoint a Commissioner to an outside organization or entity.
 - All outside appointments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the appointment, the nature of the Commissioner's role, the term of the appointment and the succession if applicable.
 - As an appointee to an outside organization, it is the responsibility of the Commissioner to represent policies and resolutions adopted by the Board. If an issue arises in which the Board has not previously taken a position, it is the responsibility of the Commissioner to represent what ~~they he/she~~ believes the Board majority would be. Should the majority of the Board decide that any action taken by an appointee did not represent the view of the majority; the Board can send a written notice modifying the previous action.
- The Board may designate Commissioners to act as formal or informal liaisons to staff managed projects or work assignments.



- All liaison assignments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the liaison assignment, the term of the assignment and the expected completion date.
- As a liaison to a staff managed project or work assignment, Commissioners will participate as other project team members, with no more or less authority than other team members. It is the responsibility of the Commissioner to bring important information back to the full Board and to represent the views of the Board, to the best of the Commissioner's ability.
- Commissioners assigned, as formal or informal liaisons will not direct staff or manage the work of the team or group. Decisions requiring action from the Board will be brought to the full board in accordance with the by-laws.
- The Board may designate Commissioners to participate in outside advisory committees whose purpose is to gather information from the community on projects or work currently engaged by or under consideration by the utility.
 - All advisory assignments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the advisory committee, the term of the assignment and the expected completion date.
 - As a member of a community advisory committee, Commissioners will participate as other committee members, with no more or less authority than other members. It is the responsibility of the Commissioners to bring important information back to the full Board and to represent the views of the Board, to the best of the Commissioners ability.

| **Source:** John Carver/Patrick Lanning, Board, Board Approved 10/03/06; [Revised 02/06/24, Resolution No. 2403.](#)



Governance Process Policies (GP Policies)

GP13 Board Role in Legislative Sessions
Effective Date ~~October 3, 2006~~ Proposed February 6, 2024

The primary objective of the Board as it relates to legislative activities is to develop, guide and enforce EWEB's position relative to legislation the utility attempts to influence and put into practice. Prior to the start of each session, the Board will adopt general policy directives with broad application. Those directives will be adopted by Board Resolution after presentation to and discussion with the Board. The adopted directives will guide the work of EWEB's lobby activities. When political considerations test the applicability of those directives, the General Manager will make a determination as to whether a fundamental shift in direction is required. The Board may be asked to reaffirm their policy or direct staff to make necessary adjustments.

During each legislative session, the General Manager or ~~their his/her~~ designee will provide the Board with a periodic report of significant legislation, generally on a monthly basis. The report will include the type and number of bills being reviewed by staff, a prioritized sense of risk for the utility and a sense of timing for the resolution of key legislation. The report will also include staff contact information to allow Commissioners to track specific areas of issue or concern.

At the close of each legislative session, the General Manager or ~~their his/her~~ designee will provide the Board with a review of significant legislation with potential impact on the utility.

Source: Libby Henry/Debra Smith, Board, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP14 Litigation Reporting
Effective Date ~~April 19, 2005~~ Proposed February 6, 2024

The Board has a need to stay informed of significant litigation involving the utility. The types of litigation reported under this policy would be significant lawsuits as determined in the discretion of the General Manager and/or EWEB’s General Counsel.

Accordingly, the General Manager or ~~their his/her~~ designee will provide the Board periodic reports on significant litigation, generally on a quarterly basis, generally including the following:

- Caption or Title of Claim, including identity of main parties involved
- When filed or asserted
- Brief description of claim (one paragraph or less, including the amount of money or other legal exposure to EWEB raised by the suit)
- “Next steps” in the litigation process
- Expected trial or resolution date
- Such other information as the Board, General Counsel, or General Manager may deem appropriate

As new litigation is filed, the General Manager, General Counsel, or their designees will alert Board members as to the fact of the filing and appropriate limited information, given time and information constraints.

The Board, from time to time, may request additional information to be provided in writing, or through meetings with legal counsel, regarding more details and/or analysis of pending or potential litigation.

Source: Win Calkins, Board Approved 06/15/04; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP16 Travel Policy for Board Commissioners
Effective Date ~~April 19, 2005~~ Proposed February 6, 2024

EWEB Board members shall follow the same travel and expense reporting procedures as those followed by regular EWEB employees, with the following additional guidelines:

- EWEB Board members will be allowed an annual budget for travel and expenses related to utility business. Any amount in excess of the total amount allotted for all Board Members shall be reviewed and considered by the Board.
- Within a reasonable amount of time following an EWEB-related workshop, conference, seminar, etc., the Board member attending shall give a verbal (or written, if preferred) summary of the information gathered at the session and its potential impact on the utility.
- Arrangements for travel and/or meeting attendance by the Board members shall be handled through the General Manager's office. When possible, requests should be made early in order to take advantage of potential discount rates.
- ~~A Board Travel & Expense Reimbursement Request and related receipts (T&E) report should be submitted to the General Manager's office as soon as possible upon return from EWEB-related travel. All expenses should be listed on the T&E report. Receipts should be provided whenever possible; however, receipts are required for expenditures of \$25 and over. No reimbursement can be made without required receipts.~~
 - Meals are reimbursable with a receipt or at the applicable U.S. General Services Administration (GSA) per diem rate.
 - Board members may use their personal vehicles, or an EWEB pool vehicle subject to availability and in accordance with EWEB's Fleet Vehicle Use Policy, when automobile transportation is necessary. Reimbursement for personal vehicle use will be made at the current U.S. General Services Administration (GSA) reimbursement rate for mileage, or coach class airfare, whichever is lower. Fines assessed for parking or traffic violations are not reimbursable.
- ~~Within a reasonable amount of time following an EWEB-related workshop, conference, seminar, etc., the Board member attending shall give a verbal (or written, if preferred) summary of the information gathered at the session and its potential impact on the utility.~~
- ~~Arrangements for travel and/or meeting attendance by the Board members shall be handled through the General Manager's office. When possible, requests should be made early in order to take advantage of potential discount rates.~~



- ~~• EWEB Board members will be allowed an annual budget for travel and expenses related to utility business. Any amount in excess of the total amount allotted for all Board Members shall be reviewed and considered by the Board.~~
- Board members may use their personal vehicles when automobile transportation is necessary. Reimbursement shall be made at the current state government reimbursement rate for mileage, or coach class airfare, whichever is lower. Fines assessed for parking or traffic violations are not reimbursable.

Related Policy

EWEB's Fleet Vehicle Use Policy (located on EWEB Enterprise Risk Management's SharePoint site, Tier 1 Operational Policies)

Source: Board Adopted 04/22/85; Amended 11/10/86; 04/08/91; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Board - Staff Linkage Policies (BL Policies)

BL1 Global Board – General Manager Linkage
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

Except as provided in Section 2 below, the Board’s sole official connection to EWEB’s staff will be through the General Manager.

1. Consistent with the Board Bylaws, the General Manager shall report to the Board as a whole and is responsible for implementing policies and direction established by the Board. The General Manager acts as chief executive officer of the operation of the organization and shall have all authority to: operate all utilities, hire, appoint, terminate or remove employees, reorganize and, as the General Manager deems necessary, disband and reorganize departments, act as contracting and purchasing agent for EWEB and award contracts for which there is an appropriation (except as otherwise provided in EWEB Purchasing Policies), prepare budgets, and enforce resolutions of the Board. The General Manager shall also be responsible for preparing reports requested by the Board, representing the utility to the public, other agencies and organizations, and performing such other duties as the Board directs. The General Manager may lawfully delegate any or all of the responsibilities within ~~their~~ his/her authority.
2. The Board may officially work directly with the following EWEB staff without going through or without consultation with the General Manager for the purposes stated below. In the event that the EWEB staff listed below determines that it is necessary to bypass the General Manager, they will initiate contact with the Board President, who shall then determine the proper and necessary next steps, if any. As provided in Section 1 above, the General Manager shall have authority to terminate or remove employees or organize, disband or reorganize departments; however, in order to prevent a perception of possible retaliation, the General Manager shall obtain Board approval in advance for any action related to the positions listed in this Section 2.
 - Chief Human Resources Officer (or successor position/title) for any of the following activities:
 - Annual performance review of the General Manager
 - Any matter related to discipline or termination of the General Manager
 - Any matter that the Chief Human Resources Officer reasonably believes is necessary to bring to the attention of the Board and that appropriately bypasses the General Manager.
 - Chief Financial Officer (or successor position/title) for any of the following activities:
 - The annual audit if the Chief Financial Officer reasonably believes that the General Manager is not taking appropriate steps to manage EWEB’s financial matters.
 - Any material financial or other matter where the Chief Financial Officer reasonably believes that the actions or decisions of the General Manager are inconsistent with



EWEB's long-term financial or business interests.

Source: John Carver/EWEB Bylaws, Board Approved 05/17/05; Revised 01/06/15, Resolution No. 1503; Revised 10/04/16, Resolution No. 1627; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Board – Staff Policies (BL Policies)

BL2 Unity of Control
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

Only decisions of the Board acting as a body are binding on the General Manager.

Accordingly,

- Decisions or instructions of individual Board members, Board officers, or committees are not binding on the General Manager except in rare instances when the Board has specifically authorized such exercise of authority.
- In the case of Board members or committees requesting information or assistance without Board authorization, the General Manager shall respond to or support the request if it is reasonable and directly relates to EWEB’s business and Board-approved policies and direction. However, the General Manager may refuse such requests that require, in the General Manager’s opinion, a material amount of staff time or funds; are disruptive, unethical, or illegal; are in direct opposition to Board Policy or direction; or assume a level of responsibility beyond that created by statute or charter.

Source: John Carver, Compensation Committee, Board Approved 10/03/06; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Board – Staff Policies (BL Policies)

BL3 Accountability of the General Manager
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

Except as provided in BL1-Section 2 and below, the General Manager is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is the authority and accountability of the General Manager.

Accordingly and except as provided in BL1-Section 2,

- Neither the Board nor individual Commissioners will give instructions to persons who report directly or indirectly to the General Manager without the General Manager’s permission.
- The Board will refrain from evaluating, either formally or informally, any staff other than the General Manager. The General Manager may, however, request developmental feedback for ~~their his/her~~ direct reports from Commissioners as part of their performance reviews and developmental plans.
- In the event that the Board approves an action or direction under the circumstance contemplated in BL1-Section 2 that the General Manager expressly disagrees with, the General Manager shall not be accountable for those matters. The Board shall hold the person(s) making such recommendations accountable in the situation where authority/accountability have become subdivided.

Source: John Carver, Compensation Committee, Board Approved 10/03/06; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Board – Staff Policies (BL Policies)

BL4 Delegation to the General Manager
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

The Board will instruct the General Manager through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the General Manager.

Accordingly,

- The Board shall identify and define those results or conditions that are acceptable and not acceptable to the Board and communicate them in the form of establishing policy, and approval of Strategic Plans, Long-Term Financial Plans, Capital Improvement Plans, annual budgets, and annual organizational goals.
- ~~The General Manager is responsible for the effective development and management of Organizational Policies which align with and advance the Board's defined objectives.~~
- The General Manager is authorized to formulate strategies and methods, and establish all further priorities, practices and procedures, make all decisions, take all actions, and develop all activities.
- The General Manager will establish means and measures to ensure the Board's objectives are actively pursued.
- The General Manager must bring to the Board's attention circumstances that affect the policies and goals established by the Board or materially impact the Board and may request the Board to take appropriate actions.
- The General Manager may lawfully delegate any or all of the responsibilities within ~~their his/her~~ authority.

Source: EWEB By-laws/Patrick Lanning, Compensation Committee, Board Revised 10/03/06; Approved 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Board – Staff Policies (BL Policies)

BL5 Evaluating the General Manager’s Performance
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

The General Manager's job performance shall be evaluated by comparing the organization’s operating results and the General Manager’s individual performance to the policies, direction and goals established by the Board.

Accordingly:

- The Board has responsibility for establishing its priorities for the coming year and providing that direction to the General Manager. The General Manager shall draft new goals that contain relative success measures. Draft goals are for each year and represent the General Manager’s reasonable interpretation of achieving the priorities defined by the Board.
- Beyond the criteria representing general progress on the organization’s annual goals and/or strategic initiatives, tThe Board ~~will may use establish additional~~ performance metrics ~~adopted each year~~ to determine the degree to which Board policies, direction and goals are being met.
- The Board shall evaluate the General Manager’s performance on an annual basis.
- The General Manager’s interim performance shall be monitored at a frequency and by a method chosen by the Board. Unless otherwise established by Board direction, the General Manager shall report quarterly results and annual results within a reasonable time after the close of each calendar quarter and year.

Source: Compensation Committee and Jean Meyers, Human Resources Manager, Developed 09/20/06; Revised 03/20/07; Board Approved 09/18/07; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

Board – Staff Policies (BL Policies)

BL6 Board – Staff Working Relationship
Effective Date ~~May 7, 2019~~ Proposed February 6, 2024

Except as provided in BL1-Section 2, the Board’s direct link to the organization is through the General Manager. Nonetheless, the Board may have occasional contact and interaction with various staff members. The following policy governs the Board’s working relationship with staff other than the General Manager.

- Staff’s role with the Board is to consult, problem solve, and provide information and support.
- Commissioners may consult directly with staff or make direct requests for information. All such requests shall include the General Manager and ~~GM Office staff~~Executive Assistant to the General Manager and Board. Commissioners may also channel requests through the General Manager or ask the General Manager for a referral to the appropriate staff member.
 - Staff is responsible for informing the General Manager of significant information requests from Commissioners. Staff is further responsible for informing the General Manager if a specific request becomes overly time consuming, or if cumulative requests from an individual Commissioner become overly time consuming.
 - If the Board, or an individual Commissioner, makes a request of staff that staff knows or believes will be overly time consuming, the General Manager is empowered to notify the Board or Commissioner and to review the priority of the request. The Office of the General Manager ~~Executive Assistant~~ and General Manager will track all requests and manage responses. Information that is of benefit to all Commissioners shall normally be shared and distributed to all Commissioners.
- As established in SD23, Diversity, Equity, and Inclusion Policy, Commissioners and staff will treat each other with courtesy, civility, and respect despite differences of opinion. When communicating with or presenting information to the Board or individual Commissioners, staff is expected to remain objective and professional, despite differences of opinion.
- The President of the Board is the appropriate conduit for concerns raised by Commissioners regarding the Board/staff working relationship. The General Manager is the appropriate conduit for concerns raised by staff regarding the Board/staff working relationship. The President of the Board and the General Manager are collectively charged with resolution of these concerns raised by Commissioners or employees.
- New Commissioners are to be briefed on these procedures before taking their oath of office.

Source: Board Approved 07/06/04; Updated 05/17/05; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

Strategic Direction Policies (SD Policies)

SD2 Environmental Policy
Effective Date ~~March 1, 2016~~ Proposed February 6, 2024

EWEB strives to establish a positive environmental legacy for the community we serve and for future generations. In doing so, we are committed to minimizing overall impact on the environment while encouraging environmentally responsible behavior within our own operations.

We will identify, measure and understand the direct and indirect impact of our operations and develop innovative and realistic solutions for mitigating those impacts. We will comply with, and in some cases exceed environmental laws and regulations. Finally, EWEB is committed to ~~communicating regularly~~ communicating its progress in implementing the policies and achieving the targets that it has established as well as continually improving our environmental programs.

ENVIRONMENTAL FOCUS AREAS:

Compliance: We comply with all applicable environmental laws, regulations, and company procedures. We perform internal audits to confirm compliance with environmental laws governing our operations.

Environmental Planning: We employ a triple bottom line decision-making approach that considers environmental, social and economic impacts, including assessments of consistency with the organization's core values as stated in SD1.

Greenhouse Gas Emissions Reduction: We will reduce harmful GHG emissions by identifying the sources and implementing solutions, including source elimination, efficiency improvement, minimizing transportation and other fuels, and increasing the use of clean and renewable fuels.

Waste Minimization: We will minimize waste in our operations and business activities and will incorporate waste reduction into all activities; reducing waste through innovative supply chain management, and end-of-life recycling.

Water and Energy Conservation: We will improve water and energy efficiencies in existing operations, invest in new technologies and systems that enhance water and energy conservation, and support customers' efforts to conserve water and energy in homes and businesses. We will include water and energy management as an integral part of planning for future projects to reduce the consumption of water and energy.

Watershed Protection: We protect EWEBs drinking water supply with programs to measure the balance between watershed health and human use over time, and to implement actions, which maintain a healthy balance for production of exceptional water quality.

Natural & Cultural Resource Protection: We protect the lands, waters and ecosystems entrusted to our care which provide habitat for native fish and wildlife, clean water, healthy soils and recreational opportunities.

Transportation: We implement reasonable, environmentally friendly transportation solutions to limit emissions from utility-owned and personal vehicles used for utilities business.



Employee Education: We continue to shape environmental awareness and behaviors by helping our employees understand their role in meeting our environmental objectives.

Inspire Action: We seek opportunities to provide leadership and expertise to our employees, customers and partner agencies to promote wise stewardship of our energy and water resources and support community education programs that bring environmental awareness to future generations.

Source: Board Approved 11/04/97; Ratified 04/19/05; Revised 03/01/16, Resolution No. 1530-Amended, Approved on 04/05/16; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD3 Customer Service Policy
Effective Date ~~June 5, 2018~~ Proposed February 6, 2024

The full body of policy ~~and procedure~~ regarding provision of service to customers is contained in EWEB’s Customer Service Policy. The Board periodically reviews this document, (available at www.eweb.org), and approves all substantive changes. The following information is provided in summary.

It shall be the policy of EWEB that the utility needs of the consumer will be reliably met in accordance with sound business principles; that rates will be uniform to all consumers within various service classifications; and that pricing for utility services and products will be cost based, in accordance with all applicable federal, state and local laws and regulations.

Further, it shall be the policy of EWEB to consider the aesthetic and environmental effects of its activities in conjunction with full utilization of its resources while providing utility services to its customers.

Policies are founded on standards of safety, economy and efficiency. Some are a requirement for service, others are optional, and others are recommended.

It is the intent of EWEB that the Customer Service Policy will provide instructional information to the customer and EWEB staff for the purpose of achieving the common goal of efficient and safe utility service.

Source: Customer Service Policy, available at www.eweb.org, Board Approved 05/17/05; Revised 01/06/15, Resolution No. 1503; Revised 06/05/18, Resolution No. 1816; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD4

Property Use Policy

Effective Date

~~July 11, 2023~~ Proposed February 6, 2024

Propose to retire Board Policy SD4

EWEB is a public agency whose sole purpose is serving the utility needs of its customer-owners; EWEB owns real property to fulfill these utility purposes. The following restrictions apply to the use of any EWEB property, unless expressly permitted by EWEB.

- Certain properties, including Lloyd Knox Park, are available for events, excluding for profit commercial use. Organizations or groups wishing to use these areas must submit the required applications and agreements. Every property user must follow all instructions and guidelines related to EWEB property. Please see eweb.org/recreation and Board Policy SD5 for additional details specifically relevant to Lloyd Knox Park.
- Defacement of EWEB property, no matter how temporary, is prohibited, including but not limited to paint, chalk, posters, flyers, images, or projections.
- Activities that pose a threat to public safety or damage to EWEB property are prohibited.
- Discharging of firearms or possession of weapons of any kind except as authorized by law is prohibited.
- Use of fireworks is prohibited.
- Use of motorized vehicles is not permitted on EWEB property except in designated areas.
- Consumption or possession of any alcoholic beverages, marijuana, or illegal substances is not permitted on EWEB property.
- Noise disturbances interfering with the working environment of EWEB personnel is prohibited.
- Engaging in any activity or conduct which is disruptive of or interferes with utility operations is prohibited.
- Users of EWEB properties are expected to clean up the site relating to their use.
- Use of any EWEB property is subject to additional rules or restrictions as posted by EWEB.

Source: Board Approved 11/02/20, Resolution No. 2025; Revised 07/11/23, Resolution No. 2314; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD5 Lloyd Knox Park Use Policy
Effective Date ~~July 11, 2023~~ Proposed February 6, 2024

Propose to retire Board Policy SD5

Lloyd Knox Park is a public place for the enjoyment of all. The Park is open dawn to dusk and portions of the Park are reservable. Any use by individuals or organized groups must not infringe upon public access.

CONDITIONS OF USE:

- Lloyd Knox Park is available for non-profit community events.
- Organizations or groups using the Park must complete and submit the appropriate application and agreements and abide by all conditions of use explicitly stated within said applications and agreements.
- All users of Lloyd Knox Park must abide by the EWEB Property Use Policy found in Board Policy SD4, as well as the provisions of Lloyd Knox Park Use Policy SD5.
 - To reserve an area of Lloyd Knox Park, complete and submit the “[Application & Hold Harmless Agreement](#).” Reservations for the group picnic areas can be made for dates starting the third weekend in April through October 15. Reservations are accepted on a first-come, first-served basis. Reservations are not required outside of the aforementioned dates.
- EWEB does not provide any additional furniture or equipment other than what is available in each described area; refer to the Conditions for Use and General Information at eweb.org/recreation.
- Battery or vehicle-operated noise producing devices that disturb other Park users are prohibited, as are other noise disturbances interfering with the working environment of EWEB personnel.
- Engaging in any activity or conduct which is disruptive or interferes with the enjoyment of the Park by others is prohibited.
- The event organizers will be expected to clean up the site after use. If required, event organizers should arrange for garbage cans, trash removal and portable toilets.
- The event organizers shall ensure compliance with applicable permitting and/or health and safety regulations.

Source: Board Approved 11/27/89; Revised April, 2004; Ratified 04/19/05; Revised 01/06/15; Revised 07/21/15, Resolution No. 1521; Revised 05/07/19, Resolution No. 1911; Revised 11/02/20, Resolution No. 2025; Revised 07/11/23, Resolution No. 2314; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD7 Purchasing Policies

Effective Date ~~May 17, 2005~~ Proposed February 6, 2024

The full body of policy and procedures regarding EWEB’s procurement process is contained in the [EWEB Procurement Rules-Purchasing Policies and Procedures Manual](#). The Board periodically reviews this document, (available at www.eweb.org, and at EWEB’s administrative offices), and approves all substantive changes. The following is provided in summary.

Pursuant to ORS 279A.060, EWEB’s Board of Commissioners acts as EWEB’s Local Contract Review Board (LCRB), and has all power and authority to exercise the authority granted it under ORS 279A.050, 055, and 070 to adopt rules necessary to carry out the provision of the Public Contracting Code, including but not limited to rules for the procurement, management, disposal and control of goods, services, personal services and public improvements.

The LCRB, therefore, has adopted rules consistent with the statutes referred to as the “EWEB Public Contracting Rules.” The Board periodically reviews this document and approves all substantive changes. The rules provide specific information regarding bidding requirements, appeals process, and the Board’s responsibility as the LCRB.

To the degree feasibly and responsibly possible, and in observing the intent of ORS 279A, B, and C, EWEB works within the adopted public contracting rules to procure the more advantageous products and services possible in order to carry out its charter. EWEB is very diligent to select materials, equipment, and services that will ensure that our customers' needs are, to the best of its ability, constantly met.

Source: EWEB Public Contracting Rules, Adopted 01/04/05; Effective 03/01/05; Board Approved 05/17/05; [Revised 02/06/24, Resolution No. 2403.](#)

Strategic Direction Policies (SD Policies)

SD8 Power Risk Management Policies
Effective Date ~~October 4, 2016~~ Proposed February 6, 2024

FORMATION OF POWER RISK MANAGEMENT COMMITTEE:

A Power Risk Management Committee (RMC) will be established to protect the organization from financial instability and unacceptable risk relating to market price volatility and counterparty performance, and to provide reasonable assurance that contribution margin, as established in the Long Term Financial Plan, required to support Board strategic financial direction and policies, is achieved. This SD8 is made in consideration of the guidance provided in EWEB's SD6 Financial Policies wherein staff are required to operate in a manner that is consistent with prudent utility practice and in such a way that benefits to customers are maximized to the extent possible while avoiding potential risk. And further, in consideration of the utility's broader risk management framework as set forth in SD20, Enterprise Risk Management Policy.

The RMC will be established as a horizontal team including the General Manager as well as representatives from ~~the Energy Division, Power Operations,~~ Financial Services, ~~Power Planning~~ and Generation along with other members of EWEB Management as may be appropriate.

The RMC will be responsible for oversight of compliance with SD8. On at least an annual basis or as necessary, the Chief Financial Officer will present a report to the Board, covering trading and contracting compliance with this policy.

The Board shall retain approval authority for fixed price transactions that are both greater than 1 year in duration and exceeding \$3 million in nominal value. These limits take into consideration the risk tolerance built into the Long Term Financial Plan and Power Risk Management Procedures for counterparty credit and tenor approval. On an annual basis, staff shall evaluate the appropriateness of approval thresholds and shall recommend adjustments as needed.

Board approval shall also be required for generation asset sales or purchases, regardless of financial impact. Specific responsibilities of the RMC include:

- Ensure compliance with this policy and anti-speculation statutes and that risk management objectives relating to power management activities, tolerances and limits are achieved and adhered to.
- Establish and maintain Power Risk Management Procedures which shall set forth compliance limits, reporting and controls requirements, operational guidance, approved market products, locations, transaction authority, counterparty credit and any other measures which may be required to ensure adherence to this policy.
- Notify the Board of changes to compliance limits as defined within Power Risk Management Procedures.
- Oversee power risk management control infrastructure and monitor compliance with the Power Risk Management Procedures.



- Authorize and monitor risk reports for financial results, market positions and credit exposure and direct staff to take mitigating action as necessary.
- Review and approve (as appropriate), contracts which impact EWEB's power portfolio including, but not limited to, asset sales and purchases, power sales and purchases and retail contracts that are not pre-approved products or subject to published tariffs, for compliance with this policy and the Power Risk Management Procedures.

Source: Power Risk Management Policies and Procedures, Adopted 08/17/99; Revised 03/05/02; Revised 09/19/06; Revised 10/02/12; Revised 06/02/16, Resolution No. 1610; Revised 10/04/16, Resolution No. 1627; Revised 02/06/24, Resolution No. 2403.

PROPOSED

Strategic Direction Policies (SD Policies)

SD10 Power Cost Recovery Policies
Effective Date ~~September 17, 2013~~ Proposed February 6, 2024

The following Power Cost Recovery Policies are contained in the rate schedules that cover:

- Residential Service (Schedule R-6)
- ~~Residential Windpower Service (Schedule RW-6)~~
- Small General Service (Schedule G-1)
- ~~Small General Windpower Service (Schedule GW-1)~~
- Medium General Service (Schedule G-2)
- ~~Medium General Windpower Service (GW-2)~~
- Large General Service (Schedule G-3)
- Very Large General Service (Schedule G-4)
- Special Very Large General Service (Schedule G-5)
- Customer-Owned Street Lighting Service (Schedules J-3, J-4, and J-5)
- ~~Customer-Owned Street Lighting (Schedule J-4)~~
- Private Property Lighting Service (Schedules L-3, L-4, and L-5)
- Partial Requirements Service Pricing (C-PRP)

POWER COST RECOVERY ADJUSTMENT: At the discretion of the Board, the rates may be adjusted for 12 months to reflect the variance between budgeted and actual power cost for the previous calendar year. The adjustment is determined by dividing the amount to be rebated or recovered by the projected annual kilowatt-hour sales in that calendar year, and then decreasing or increasing the energy or power component of the rate accordingly.

BPA POWER COST ADJUSTMENT: Electric rates may be automatically adjusted for up to 12 months to reflect a future variance in projected power costs due to changes in Bonneville Power Administration (BPA) wholesale rates. The adjustment is determined by dividing the amount to be rebated or recovered by the projected kilowatt-hour sales for the appropriate period and then decreasing or increasing the energy or power component of the rate accordingly.

Source: Approved initially with rate tariff adopted on 09/18/01 and with each subsequent rate tariff, Board Approved 05/17/05; Revised 09/17/13, Resolution No. 1315; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD12 Sick Leave Incentive Policy
Effective Date ~~April 19, 2005~~ Proposed February 6, 2024

**Propose to retire Board Policy SD12
(Generally covered in EL4)**

Unless retiring from EWEB, an employee forfeits all accrued sick leave upon termination of employment. Retiring employees may elect to receive a cash payment equivalent to 25% of the employee's unused sick leave hours at rate of pay at time of retirement.

Source: Board Approved 06/13/73; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD13

Carmen-Smith Hydroelectric Project Relicensing

Effective Date

~~February 3, 2016~~ Proposed February 6, 2024

**Propose to retire
Board Policy SD13**

The Eugene Water & Electric Board (EWEB) owns and operates the Carmen-Smith Hydroelectric Project (Project) on the McKenzie River, in Linn and Lane counties, Oregon, approximately 113 km (70 mi.) east of the Eugene-Springfield Metropolitan Area. The Project provides power to Eugene and area residents (over 91,000 customers) and represents almost half of EWEB's total generation capacity. The Project is strongly associated with the history of Eugene, Oregon, and the growth of the environmental movement in Oregon. Historically, the Project was designed and built in response to debate over the appropriate balance between power development and recreation and scenic values. The success of the Project in striking that balance and maintaining it over a 45-year period of time is remarkable.

To retain the benefit of the Project as a source of power, EWEB is applying for a new operating license for the Project. The new license will allow continued operation of the Project for a 30 to 50 year period.

GOAL: To obtain a new operating license for the Carmen-Smith Hydroelectric Project, thus allowing the Project to continue operating in an environmentally, socially and economically sustainable manner.

OBJECTIVES: To accomplish this goal through relicensing, EWEB has identified the following objectives:

- Submit a license application and obtain a license that is consistent with EWEB's Statement of Legacy (Policy #SD1) and the organization's Environmental Policy (Policy #SD2).
- Comply with all federal, state, and local laws, rules and regulations, with FERC as the lead agency defining the licensing products and schedules.
- Use a collaborative, transparent approach that includes the sharing of information and the solicitation of public and regulatory agency participation.
- Identify, propose, and implement cost-effective measures that reduce negative impacts of the Project on the environment and the community, based on scientific study, engineering analysis and investigation.
- Consider cost-effective capital additions and operational modifications that will maximize generation capability of the Project in terms of capacity, efficiency and production.

SUCCESS CRITERIA: Ultimately, the success of the relicensing effort will be based on receiving a new FERC license that meets the stated objectives, represents an appropriate balance of river uses, and includes:

- Long term economic viability (Goal: The Project remains economically beneficial under the terms of the new license.)



- Operational flexibility (Goal: EWEB receives a license that allows for flexibility in Project operation to meet changing environmental, social, and economic requirements.)
- No significant uncertainties (Goal: The new license limits the amount of uncertainty regarding the financial stability of the Project while meeting the needs of our customers, minimizing environmental impacts and providing a reliable source of power.)
- Minimize environmental impacts (Goal: The new license results in a reduction of the environmental impacts from the project and is compliant with all regulatory requirements.)
- Maintain credibility with stakeholders (Goal: EWEB's relicensing application development process is open and transparent so that the utility's owners, customers, the general public, resource agencies and other stakeholders feel they have been given adequate opportunity to express their ideas and viewpoints.)

ROLES & RESPONSIBILITIES:

Board's Role:

- Obtain a new license that allows continued operation of the Project in a manner that balances the many facets of EWEB's Statement of Legacy and Environmental Policy.
- Represent the interests of and advocate on behalf of EWEB's owners and customers.
- Provide direction to staff if the proposed or final license requirements appear to conflict with the Board's stated objectives.

Staff's Role:

- Develop a license application that is based upon scientific study, engineering analysis and investigation.
- Evaluate the license application against the established success criteria each time there is a submittal or significant amendment during the relicensing process.
- Develop alternatives and provide recommendations that achieve the optimal balance between environmental enhancement and mitigation, social or non-generating interests, and economic sustainability of the Project.
- Maintain flexible, positive working relationships with the regulatory agencies and non-governmental organizations that have an interest in the future operation of the Project while advocating the Board's policy direction.
- Implement a process for resolving conflicts that may arise between interested parties.
- Provide the Board with proactive and periodic updates on the status of the relicensing process.



GLOSSARY OF TERMS:

Operational Flexibility: This definition includes limited operation and maintenance flexibility that will allow for changes that take place over the life of the license to respond to changes in power generation, environmental, social, and economic needs. Environmental needs would include changes such as listing or de-listing of endangered species, and/or changes in recreational uses. Operating and maintenance flexibility would maintain the economic and environmental viability of the project.

Environmental: In this context, the term environmental is used as defined by FERC and includes various species and life stages of fish, aquatic resources, wildlife, botanical, and historical and cultural values, recreational uses, socioeconomics, wetlands and riparian vegetations, water quality, geology and soils, aesthetics, and land uses. This broad definition is inclusive of economic and social considerations that are often viewed separately from environmental consideration when discussing sustainability.

Mitigation: The term mitigation means the reduction or elimination of the negative impacts on other river uses when new facilities or operational changes are implemented at the project.

Enhancement: The term enhancement means the reduction or elimination of negative ongoing impacts on other river uses caused by the project without new facilities or operational changes at the project. The difference in the terms mitigation and enhancement is small, but has significance in FERC relicensing. Mitigation is seen as almost mandatory while enhancement is more flexible.

Non-Generation Interests: Non-generation interests would include all environmental or other interests not related to generation.

Non-Governmental Organizations: Non-governmental organizations refer to organizations that have an interest in the project, but are private or non-profit in nature. This would include organizations such as the Trout Unlimited, American Whitewater, Oregon Wild and Cascadia Wildlands.

Source: Staff, Board Approved 01/17/06; Revised 02/02/16, Resolution No. 1604; [Revised 02/06/24, Resolution No. 2403](#).

Strategic Direction Policies (SD Policies)

SD14

Real Property Policies

Effective Date

~~October 4, 2016~~ Proposed February 6, 2024

The following property policies shall govern the acquisition, management, and disposal of EWEB property and property rights.

- **PROPERTY ACQUISITION:** To ensure that facilities are available for the production and distribution of useable energy, and water, and ~~other products~~ the provision of secondary support functions (i.e. operations, maintenance, and telecommunications), EWEB will consider the purchase of fee property. The decision to purchase fee property rather than lesser rights such as easements shall be based on the extent of control necessary to adequately protect the utility system.
- **PROPERTY MANAGEMENT:** EWEB's property shall be managed to comply with City, County, State and Federal ordinances, statutes, laws and EWEB's Charter, Mission and Statement of Legacy. EWEB may employ leasing, licensing, and permitting to allow temporary or interim uses of EWEB's properties. To the extent practicable, EWEB will avoid permanent encumbrances on its fee property.
- ~~•~~ **PUBLIC ACCESS TO EWEB PROPERTY:** EWEB real property is primarily held to serve purposes related to the production and distribution of utility services and products. Certain EWEB properties may be made subject to access by the public for recreational use while other properties are restricted for use in EWEB operations without allowing public access. In accordance with Board Policy BL4, the Board authorizes, delegates, and directs the General Manager to develop and implement an Operational Policy for the permissible public use of select EWEB property while maintaining operational integrity of all EWEB real property. It is the intent of EWEB that the Operational Policy will be developed to provide guidelines to EWEB employees and the public for the purpose of maintaining safe and lawful access to and use of EWEB properties when made open to the public. The acceptable usage shall not detract from EWEB's primary mission of serving the utility needs of its customers.
- **PROPERTY DISPOSAL:** The Board may declare any real property surplus. The decision to declare a parcel surplus will be based on current and future utility needs, land use, and environmental considerations. The Board may direct staff to dispose of any properties declared surplus. Any properties disposed shall be disposed in accordance with applicable ordinances, statutes, laws and other Board policies.
- **EASEMENT ACQUISITION:** Easements will be obtained for all EWEB facilities located on private and public property, exclusive of electric service lines for the property owner's sole use.
- **EASEMENT MANAGEMENT:** EWEB will provide customers with EWEB utility-related easement information when requested. EWEB may provide limited landscape maintenance within an easement only under certain circumstances.
- **PERMITS:** EWEB will obtain permits for temporary uses on private and public property ~~and on City of Eugene property~~ where easements are not available.



- **LEASES:** EWEB staff, with Executive Team Member approval, may lease property for utility purposes when purchase of the property is not possible or in the best interest of EWEB.

Source: Real Property Policy & Procedures Approved 10/93; Revised 07/05/05; Revised 01/06/15, Resolution No. 1503; Revised 12/01/15, Resolution No. 1532; Revised 10/04/16, Resolution No. 1627; Revised 02/06/24, Resolution No. 2403.

PROPOSED

Strategic Direction Policies (SD Policies)

SD15

Climate Change Policy

Effective Date

~~January 3, 2023~~ Proposed February 6, 2024

The Board recognizes that climate change presents ongoing environmental, economic, and social risk to EWEB, our customers, community, and the world. Greenhouse gas (GHG) emissions from human activity are known to be the primary cause of climate change, with the energy, industrial, construction, agricultural and transportation sectors generally identified as the primary sources of greenhouse gas emissions in the United States.

The primary direct impacts to EWEB operations from climate change include changes in streamflow –quantity and timing– affecting hydroelectric generation, impacts to water quality and watershed health, increased risk of wildfires, changes in consumption patterns, and increasing threats from extreme weather events. The Board also recognizes that EWEB, as a water and electric utility, impacts our climate through electric generation resource choices, business practices, and the operation and maintenance of our assets, lands, buildings, and transportation fleet.

Consistent with EWEB’s Vision, Mission, and Values (SD1), the Board supports EWEB taking an active role in combating and mitigating the impacts of climate change, within the context of and while executing our strategy and ongoing operations.

Accordingly, the following *primary directives* are adopted,

- **POWER GENERATION:** The Board is committed to supporting a *low-carbon electric power portfolio* that maintains, on a planning basis, over 90% of annual energy from carbon-free resources and targets over 95% of annual energy from carbon-free resources by 2030 to the extent possible and practical without distinct adverse impacts to customer-owners. Using the Integrated Resource Planning (IRP) process including final adoption by resolution (GP7), the Board will work with the General Manager to establish the long-term (20-year) principles, priorities, approaches, definitions (including carbon-free, carbon intensity), measurements, and goals for the electric generation portfolio, demand response, conservation and energy efficiency, and customer impact limitations (including but not limited to reliability, cost, and equity) supporting this directive.
- **CLIMATE POLICY:** The Board authorizes, delegates, and directs the General Manager to participate in local, state, and regional efforts to encourage, develop and *enact measures to minimize and/or mitigate GHG emissions* that contribute to climate change. Consistent with Board Policy (GP13), prior to legislative sessions the Board develops and guides EWEB’s positions relative to legislation, including those related to climate and environmental policy supporting this directive.
- **EWEB OPERATIONS:** The Board further authorizes, delegates, and directs the General Manager to continue efforts to *minimize and/or mitigate GHG emissions from EWEB’s operations* that contribute to climate change. As initially established in 2010, EWEB adopted a goal to reduce the Scope 1 and 2 (direct GHG emissions and energy) greenhouse gas emissions associated with its operations and facility management activities. Accordingly, and as formally established by this directive, EWEB plans to reduce our net Scope 1 and 2 GHG emissions from operations relative to 2010 levels by 25% by 2020, 50% by 2030, and achieve carbon neutrality from our operations by 2050.



- **CUSTOMER DECARBONIZATION:** The Board further authorizes, delegates, and directs the General Manager to *assist customers with achieving their GHG emission reduction goals* through partnerships, technical assistance, resources, and programs that support, but are not limited to, energy efficiency, alternative fuels, electric and water conservation, electrification, and carbon offsets and sequestration. Long-term conservation, energy efficiency, and demand-response goals are established as part of the IRP process. Additional program objectives, incentives and budgets will be established annually, as applicable, and/or through revisions to the strategic plan.
- **IMPACTS ON EWEB:** Consistent with resiliency initiatives included in EWEB's approved strategic plan and [SD22 Resiliency Policy](#), the Board directs the General Manager to evaluate and enact measures, as necessary and appropriate, to prepare for and *minimize the effects of climate change that could impact EWEB's* water and electric supply and infrastructure, damaging EWEB's resiliency and reliability.

IMPLEMENTATION:

In support of the *primary directives* identified above, major decisions and actions, including those related to this policy, will be evaluated based on a triple-bottom-line methodology, including assessments of consistency with the organization's values, including safety, reliability, affordability, environmental stewardship, transparency, and equity.

The Board and General Manager will work together to develop annual goals, consistent with Board Policy BL4 and BL5, related to the *primary directives*, as applicable, including milestones and measurements, and reporting frequency.

So that EWEB's actions are visible to our community, at least annually EWEB will compile and report GHG emission reduction and/or mitigation activity, including a greenhouse gas inventory (Scope 1 and 2, along with Scope 3 where impactful, applicable, and practical), and will calculate and publish the carbon intensity of our energy portfolio. Definitions, GHG emission reduction and/or mitigation details (e.g., fuel mix, use of offsets, etc.) and carbon accounting methods will be published, consistent with industry standards and/or official reporting requirements where applicable.

Source: Steve Newcomb, Environmental Manager, Approved 09/18/07; Revised 07/10/18, Resolution No. 1820; Revised 01/04/22, Resolution No. 2204; Revised 01/03/23, Resolution No. 2303; [Revised 02/06/24, Resolution No. 2403](#).



Strategic Direction Policies (SD Policies)

SD18 Steam Utility Transition Policy
Retired Date: ~~May 7, 2019~~ Proposed February 6, 2024

Propose to remove SD18 from the Board Policy Manual

EWEB closed its Steam Utility plant on June 30, 2012. As such, Board Policy SD18, Steam Utility Transition Policy has been retired as of January 6, 2015.

Source: Logan, Board Approved 09/18/08, Resolution No. 0826; Retired 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD19 Sustainability Policy
Effective Date ~~December 21, 2010~~ Proposed February 6, 2024

**Propose to retire Board Policy SD19
(Refer to SD2, SD15, SD22, SD23)**

BACKGROUND: EWEB’s Statement of Legacy (SD1) describes the Board’s commitment to:

- Demonstrating concern for and responsiveness to social issues involving the provision of energy and water services.
- Supporting a sound economy through fiscally prudent rates.

In addition, Strategic Direction Policy SD1 describes the Board’s intent to demonstrate sensitivity and responsiveness to environmental concerns; recognizing the importance of a healthy ecosystem to its operations.

POLICY: The Board desires to make policy and major decisions from a proactive, comprehensive perspective that positions EWEB in a leadership role with the community in creating a sustainable future. As such the Board will:

- Adopt a triple bottom line decision making approach that considers environmental, social and economic impacts;
- Be transparent and when appropriate develop partnerships within the community to help surface and consider the risks, possibilities, benefits, impacts and potential mitigation options of policy and major decisions.

The General Manager or designated staff will report periodically on the effectiveness of this policy by reviewing key decisions to assure a balanced holistic approach was used that considered environmental, social and economic impacts along with any mitigation efforts to offset harmful impacts.

Source: Fahy, Felicity, Board Approved 11/04/10; Amended 12/21/10, Resolution No. 1023; Revised 02/06/24, Resolution No. 2403.



Retired Policies

| <u>Policy Number/Title</u> | <u>Retired/Removed Date and Resolution No.</u> | <u>Comments</u> |
|--------------------------------------|--|---|
| <u>SD11 General Compensation</u> | <u>11/18/08 , No. 0843</u> | <u>Replaced by Board Policy EL4 Compensation and Benefits</u> |
| <u>SD18 Steam Utility Transition</u> | <u>01/06/15, No. 1503 Removed 02/06/24, No. 2403</u> | <u>EWEB closed its Steam Utility plant on June 30, 2012</u> |
| <u>SD4 Property Use</u> | <u>02/06/24, No. 2403</u> | <u>Replaced by statement in SD14 Real Property Policies, and Tier 1 Operational Policy - Use of EWEB's Publicly Accessible Properties</u> |
| <u>SD5 Lloyd Knox Park Use</u> | <u>02/06/24, No. 2403</u> | <u>Replaced by statement in SD14 Real Property Policies, and Tier 1 Operational Policy - Use of EWEB's Publicly Accessible Properties</u> |
| <u>SD12 Sick Leave</u> | <u>02/06/24, No. 2403</u> | <u>EL4 Compensation & Benefits Policy provides overarching governance for related matters</u> |
| <u>SD13 Carmen Smith Relicensing</u> | <u>02/06/24, No. 2403</u> | <u>EWEB received a new operating license for the Project in 2019</u> |
| <u>SD19 Sustainability</u> | <u>02/06/24, No. 2403</u> | <u>Refer to SD2, SD15, SD22, and SD23</u> |

PROPOSED



Governance Process Policies (GP Policies)

GP3 **Board Strategic Plan Development**
Effective Date **Proposed February 6, 2024**

The role of the Board includes approval and oversight of the utility’s strategic plan.

Prior to approving the strategic plan as submitted by staff, the Board will evaluate the plan’s consistency with and potential effectiveness in advancing EWEB’s adopted Mission, Statement of Legacy, established Board Policies, strategic priorities, and values. In addition, the Board will consider and balance the needs and points of view of EWEB’s served community.

In order to provide effective oversight, the Board will require submittal of high-level performance measures in support of the strategic plan. Throughout each year, staff will provide periodic updates on strategic plan progress and the Board will direct changes in focus and priority as appropriate.

Source: Debra Smith/SMUD, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Governance Process Policies (GP Policies)

GP4 Agenda Planning
Effective Date Proposed February 6, 2024

BACKGROUND: The Board will follow an agenda that periodically:

- Focuses on policy review and
- Continually improves Board performance through Board education and enriched input and deliberation.

Accordingly, the following additional assumptions and procedures apply regarding agenda planning and Board background material preparation:

Assumptions:

- The Board owns its agendas.
- Board agendas will emphasize policy development, goal status and the future direction of the utility.
- The Board President and Vice President set the agendas with the General Manager (GM).
- The GM has the authority to schedule agenda items.
- Board priorities take precedence over individual Commissioner priorities.

AGENDA FORMATION:

- Regularly scheduled Board items established by charter, by-laws or Board policy (i.e. budget development, budget amendments, rate setting) can be both Board and staff driven.
- Informational or review items initiated by the Board (i.e. policy discussion, revision or review). Note: With the exception of the President and the General Manager, it takes a majority of Board members to place an item on the agenda.
- Informational, policy updates or review items (i.e. customer survey results, interim reports) that are staff driven.
- Consent calendar is a group of routine items that have either been discussed previously or do not need discussion before a vote of the Board. Board members can elect to remove an item for discussion by notifying the Board President prior to voting.
- Backgrounders are content based documents, prepared by staff, which support an agenda item in order to inform and educate the Board. Backgrounders are often in response to:
 - Board requests
 - Agenda items initiated by staff
 - Agenda items that require interim or status reports
 - Unusual items appearing on the consent calendar, i.e. budget amendments



AGENDA FORMAT: Generally, the agenda for Regular EWEB Board Meetings will include the following:

- Agenda Check
- Items from Commissioners and General Manager
- Correspondence
- Public Input
- Board Action Items
- General Business Items
- Board Agenda Calendar
- Board Wrap up

Commissioners reserve the right to add or delete items as needed, or change the order of the agenda as necessary. Public input and public hearings will occur near the published time.

ORGANIZATIONAL MEETING: During the first meeting of each calendar year, an election of Board officers and other routine annual business will be performed.

AGENDA MANAGEMENT:

- The President, Vice President and the GM will collaborate prior to each Board meeting to develop and prioritize agenda items.
 - The Office of the General Manager will maintain a list containing potential future background and agenda items.
- Agenda management will be broken out as a regularly occurring agenda item.
 - The time will be used to gauge the Board's interest in topics raised by Commissioners or staff and to discuss the trade-offs involved in using Board time for that issue.
- Board Agenda Reports: An agenda report is kept and provided with each Board Agenda and tracks the status of outstanding and future agenda items. The report is made up of the following components:
 - Changes to meeting agenda since last publication
 - Items that may be added to future Board agendas or correspondence
 - Annual agenda calendar including recurring and other known agenda items
- Public Notice: All Board agendas, including all backgrounders, correspondence, and other supportive documentation for regular meetings, special meetings, and work sessions shall be made available to the Board in hardcopy or other suitable form; and all non-confidential supportive documentation will be made available to the public via EWEB's website at least four full business days in advance of the meeting unless mitigating circumstances prevail. If an emergency meeting is necessary, notice shall be given to the Board and the public at least 24 hours prior to the meeting unless emergency circumstances prevail.



Source: Board Approved 10/20/03; Revised 02/13/04; Revised 04/19/05; Revised 12/15/09, Resolution No. 0931; Revised 03/01/11, Resolution No. 1112; Revised 01/06/15, Resolution No. 1503; Revised 12/01/15, Resolution No. 1537; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Governance Process Policies (GP Policies)

GP5 Role of Board President
Effective Date Proposed February 6, 2024

The Board president assures the integrity of the Board’s process and is the only person authorized to speak for the Board, unless there is formal designation by the president or Board majority.

Specifically,

- The president shall preside over all meetings of the Board.
 - Meetings shall be conducted in accordance with Board policies (including GP7). If the Board is unable to resolve procedural issues, the president shall implement the use of Robert’s Rules of Order.
 - The president’s role shall be primarily procedural and the president shall have no greater vote on substantive matters than other members of the Board.
 - The Board president is responsible for setting Board meeting agendas with the General Manager and for facilitating Board meetings in a way that encourages the Board to remain proactive, forward looking, and value-added in its deliberation.
 - The Board president will explain at outset of public input about the process for Board comment and response per Board Policy GP10.
 - The Board president may call special meetings of the Board as required.
- The president will assume other responsibilities as determined by Board policies or by-laws.
 - The Board president or their designee will sign written communication concerning Board decisions or positions consistent with Board Policy GP9.
 - The Board president has no individual authority to supervise or direct the General Manager.
 - The Board president or their designee is responsible for orientation of new Commissioners per Board Policy GP15.
 - The vice president will assume the responsibilities of the Board president in the event the president is absent or unable to serve.
 - The Board president and Board vice president will be elected at the annual meeting in January, in accordance with the by-laws.

Source: John Carver/Patrick Lanning, By-laws, Board, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures
Effective Date Proposed February 6, 2024

The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert’s Rules of Order. The following policies and procedures shall apply:

PRESIDENT’S ROLE: The president presides over all meetings of the Board. The President’s role shall be primarily procedural, and the president shall have no greater vote on substantive matters than other members. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

VICE PRESIDENT’S ROLE: The Vice President’s role is to perform the duties and responsibilities of the president in their absence or as agreed upon by the Board.

GENERAL MANAGER - SECRETARY ROLE: The General Manager - Secretary reports to the Board as a whole and is responsible for implementing policies and directions established by the Board.

MEETINGS: Meetings will be conducted in accordance with Board Policy GP8 Meetings and Executive Sessions.

QUORUM: A quorum shall consist of a majority of members of the Board.

BOARD ACTIONS: In order to pass a resolution, motion, or other measure, an affirmative vote of a majority of the entire board is required.

VACANCY ON THE BOARD: Should a vacancy occur on the Board; the office of the General Manager shall administratively assist the Board with their pursuit of a qualified replacement. Public notification and an application process will commence as soon as possible. Applicants must meet residency requirements, and shall provide information including, but not limited to; occupational background (paid or unpaid), educational background, prior experience and qualifications that bring value to the EWEB Board, and professional references. All applications will be provided to the current Board members for consideration. Interviews may be conducted during a public meeting upon request by two or more current Commissioners.

A qualified elector shall be appointed by vote of the current Board members within 90 days. The appointment shall be made in accordance with all provisions of the EWEB bylaws, Eugene City Charter¹, and Eugene City Code².

BOARD ATTENDANCE: In-person or virtual attendance at all regular meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible.

¹ Eugene City Charter Section 24. Vacancies - Filling

² Eugene City Code 2.968 Elections – Eugene Water & Electric Board - Composition



Consistent with City Code, the Board shall have the power to declare vacant the office of a member who is absent from three consecutive regular meetings without an excuse satisfactory to the Board³.

RECORD OF BOARD MEETINGS: With the exception of Executive Sessions, audio with video recordings will be made of all Regular and Special Meetings of the Board barring technical malfunction. Additionally, a written record will be prepared, in the form of action-based minutes. The action-based minutes will include:

- members of the governing body present;
- names of individuals who provide public testimony, the subject of their comments and their position on the matter;
- if testimony is accompanied by a physical or digital file, it should be noted in the meeting minutes; however the actual file or hyperlink should not be included;
- names of management and other presenters including consultants who address the Board;
- an account of all agenda items with the corresponding timestamp;
- reference to documents or presentations discussed at the meeting;
- motions, proposals, resolutions, and orders proposed and their disposition;
- results of all votes;
- direction given by the Board; and
- agreements made by the Board and General Manager.

Should a special occasion call for additional statements to be recorded in the meeting minutes, a Board member or the General Manager may indicate that a statement is “for the record”.

Written minutes shall be reviewed and approved by an affirmative vote of the Board, consistent with the Bylaws.

Recordings and approved minutes will be made publicly available on EWEB’s website for at least 12 years and will be retained in EWEB’s permanent records in accordance with public meeting law.

MINUTE CORRECTIONS AND ADDITIONS:

Corrections: Individual Board members may make suggested corrections to the minutes of prior meetings if the proposed meeting minutes are factually incorrect. The meeting recording will be used to determine the appropriateness of the request. If there is disagreement as to the accuracy of the requested correction, a verbatim transcription of that portion of the recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested correction is accurate, the minutes will be corrected without use of a verbatim transcription.

If the minutes accurately reflect what was said, regardless of the accuracy of the statement itself, the minutes will not be corrected. In this instance, a Commissioner may ask that a clarifying statement be entered into the minutes of the current meeting.

Additions: If a special circumstance calls for an important statement to be recorded in the meeting minutes, a Commissioner may request that a point of discussion or statement made during the meeting covered by the

³ Eugene City Code 2.205 Eugene Water & Electric Board Meetings



minutes be entered into the minute's record. The meeting recording will be used to determine the appropriateness of the request. If there is disagreement as to the accuracy of the requested statement or fact, a verbatim transcription of that portion of the audio recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested inclusion is accurate, the minutes will be edited, and the additional information included without use of a verbatim transcription.

USE OF RESOLUTIONS FOR BOARD ACTIONS: Formal resolutions will be required when the Board takes actions of the following types:

- Rate increases or decreases;
 - Approval of contracts for purchased power with a term of more than one year;
 - Adoption of the following multi-year plans:
 - Integrated Resource Plan or update
 - Water Supply Plan or update
 - Water Master Plan or update
- * For the purpose of the three aforementioned Plans, adoption is defined as the acknowledgment of the analytical results and approval of recommended actions.*
- Plans/Documents requiring Board approval (e.g. Natural Hazard Mitigation Plan)
 - Adoption of new or revision of Board Policies;
 - Approval of the annual budget;
 - Issuance of bonds or other debt instruments;
 - Committees created and adopted by the Board; (GP12)
 - Outside appointments adopted by the Board; (GP12)
 - Liaison appointments adopted by the Board; (GP12)
 - Advisory assignments adopted by the Board; (GP12)
 - Adoption of EWEB's State Legislative Agenda (GP13)
 - Determination on appropriateness and implementation of PURPA Standards

All other actions can be taken in accordance with the Bylaws using a simple motion and affirmative vote.

Source: Bylaws, Board Discussion, Board Approved 11/01/05; Revised 12/15/09, Resolution No. 0932; Revised as per bylaws 07/19/11, Resolution No. 1122; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 07/05/22, Resolution No. 2214; Revised 01/03/23, Resolution No. 2304; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP8 Meetings and Executive Sessions
Effective Date Proposed February 6, 2024

The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday. In such cases the meeting may be held on the next business day, on another Tuesday within the same month, or on another day agreed upon by the Board. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President¹ and the General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

All regular and special meetings of the Board shall be held whenever possible within the utility service district.

Meetings shall be conducted in accordance with ORS 192.610-690, and the Engagement directives contained in Board Policy SD23 Diversity, Equity, and Inclusion Policy.

Consistent with the Board Bylaws, and except as otherwise provided by law; all meetings of the Board shall be open to the public and all persons shall be permitted to attend, no quorum of the Board shall meet in private for the purpose of deciding on or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law. ORS 192.660 provides a list of purposes for which an executive session may be held, including but not limited to:

- Employment of Public Officers, Employees and Agents
- Discipline of Public Officers and Employees
- Performance Evaluations of Public Officers and Employees
- Labor Negotiations
- Discussions Regarding Exempt Public Records
- Discussions with Legal Counsel on Pending or Threatened Litigation
- Real Property Transactions

At the General Manager’s discretion, invited EWEB staff, legal counsel, and consultants may be granted access to an executive session.

Subject to approval of both the Board President and General Manager non-EWEB attendees, such as commissioner elects, may be granted access to an executive session when their presence is substantiated by a business purpose relevant to the subject matter being discussed in executive session.

Source: Bylaws/Debra Smith, Board Approved 05/17/05; Revised 02/02/21, Resolution No. 2104; Revised 02/06/24, Resolution No. 2403.

¹ Eugene City Code 2.205 – Eugene Water & Electric Board - Meetings



Governance Process Policies (GP Policies)

GP9 External/Commissioner Communications
Effective Date Proposed February 6, 2024

It is the policy of the Board to use the following guidelines in communicating with members of the public, other government agencies and the media:

- Day to day communications about the Eugene Water & Electric Board are the responsibility of the General Manager often by/through the Public Affairs/Communications Department. All oral and written communication should be developed and coordinated through the General Manager and/or designated staff.
- As a rule, the General Manager and/or designated staff are responsible for all communication. Exceptions apply when individual Commissioners are communicating about their specific positions on utility issues or when an individual Commissioner disagrees with Board actions.
- As the elected body that leads the utility, the Board of Commissioners has a strong role to play in the communication efforts of the utility. Such communication can include, but not be limited to planned presentations, response to media inquiries, or comments received from customers.
- When a Commissioner engages in communication of any type, they must recognize that, in the eyes of the public, Board members are likely to be perceived as speaking as an EWEB representative, and as such, their communication will reflect on and impact the other Board members and utility staff.
- The General Manager and/or designated staff will coordinate interactions with the news media. Such interactions may involve Commissioners or other utility staff members. Individual Board members may be approached directly by the media to comment on a particular issue. In these instances, the individual Board member should work with the General Manager and/or designated staff, and follow the protocol listed in this policy.
- The General Manager and/or designated staff will handle communications with customers on nearly all issues, including account inquiries, utility projects, and general utility activities and will assist Commissioners with responding to customer inquiries about a Commissioner's specific statements or positions on an issue.
- Communications about Board decisions or positions on issues are generally prepared and coordinated by the General Manager and/or designated staff. In some instances, communications will need to be approved by the General Manager and/or the full Board of Commissioners. Such procedures are applicable in the drafting of "letters to the Editor" and op-ed responses to newspaper editorials and the preparation of positions to other entities. The Board may also designate a Commissioner to represent the Board on a particular issue.
- A Commissioner may issue communications about which the Board has not taken a position or which is in opposition to the Board's position. In this case, the Commissioner may request staff time to review



the communication for accuracy.

- Any communications issued by a Commissioner which espouses an individual viewpoint should be represented as the Commissioner's own viewpoint, and not represented as a position of the Board.
- The General Manager and/or designated staff will coordinate public appearances by individual Commissioners, including logistical planning, contact with the public group, and preparing talking points and other materials to be used in the presentation.
- The Board shall review this policy periodically, in conjunction with review of other Board Governance Policies.

Source: Board Approved 06/01/04; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Governance Process Policies (GP Policies)

GP10 **Public Input**
Effective Date **Proposed February 6, 2024**

Public Input is a routine feature of every Regular Meeting of the Board of Commissioners, which generally occurs on the first Tuesday of each month. Public Input will be conducted in accordance with the Engagement directives contained in Board Policy SD23 Diversity, Equity, and Inclusion Policy. All persons should share their views and opinions in a manner that is productive, respectful, and not disruptive.

The agenda item customarily appears near the beginning of the agenda, with up to thirty minutes reserved for public comments unless the presiding officers allocate additional time prior to the meeting during agenda planning. Members of the public wishing to speak about EWEB topics are asked to complete a Request to Speak form. Individuals are called by the presiding officer in the order forms are received.

Prior to opening Public Input, the presiding officer makes a brief announcement describing the process and sets a time limit for individual input. Each speaker usually has up to a maximum of three minutes to share their views. When numerous speakers wish to address the Board, the presiding officer may adjust the time offered to each speaker to correspond with the amount of time scheduled for the agenda item or may extend the time allowed for public testimony with the majority concurrence of the Board. At the officer’s discretion, the public comment period may be divided equally among all speakers. Alternatively, the officer may afford a maximum number of total minutes to the speakers, in the order forms are received, considering equity of speaking request format (in person or via telephone), until the amount of time posted on the meeting agenda has lapsed.

Commissioners do not interact with the speakers during the Public Input period. The presiding officer may ask clarifying questions, but Commissioners refrain from engaging in a dialogue with the speakers while they are addressing the Board.

At the conclusion of the Public Input agenda item, individual Board members have an opportunity to address any point that was made during Public Input. Board member comments may include direction to the General Manager to further investigate a specific issue, clarification from the General Manager regarding a specific issue, or simply a response to a public comment just presented.

In certain instances, particularly at public hearings, the Board may direct staff to respond to specific questions posed by the public, those responses which are for the public good will be posted on EWEB’s Internet site.

Source: Marty Douglass, Public Affairs, Draft Provided to Board 11/11/04; Board Approved 07/05/05; Modified 11/01/05, Revised 08/06/19, Resolution No. 1920; Revised 10/05/21, Resolution No. 2112; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP12 Board Committees, Outside Appointments, Liaisons to Staff Projects & Advisory Committees
Effective Date Proposed February 6, 2024

The Board may use committees, outside appointments and liaisons to staff work as a means of gathering and disseminating information, representing the Board, and providing preliminary input to Board decisions.

Specifically,

- The Board may choose to appoint standing (permanent) and temporary committees.
 - All committees will be created and defined by Board Resolution and formally adopted by the Board. The resolution will state the purpose, composition, membership (term and succession), and in the case of temporary committees, the expected dissolution date. Committees may include members from outside the organization if the Board so chooses.
 - Committees will be used to discuss and refine information and to make recommendations to the full Board.
 - All committee meetings (except where exempt under Oregon Revised Statutes) shall be open to the public.
 - When Board committees are used, Commissioners will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to the General Manager.
- The Board may appoint a Commissioner to an outside organization or entity.
 - All outside appointments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the appointment, the nature of the Commissioner's role, the term of the appointment and the succession if applicable.
 - As an appointee to an outside organization, it is the responsibility of the Commissioner to represent policies and resolutions adopted by the Board. If an issue arises in which the Board has not previously taken a position, it is the responsibility of the Commissioner to represent what they believe the Board majority would be. Should the majority of the Board decide that any action taken by an appointee did not represent the view of the majority; the Board can send a written notice modifying the previous action.
- The Board may designate Commissioners to act as formal or informal liaisons to staff managed projects or work assignments.



- All liaison assignments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the liaison assignment, the term of the assignment and the expected completion date.
- As a liaison to a staff managed project or work assignment, Commissioners will participate as other project team members, with no more or less authority than other team members. It is the responsibility of the Commissioner to bring important information back to the full Board and to represent the views of the Board, to the best of the Commissioner's ability.
- Commissioners assigned, as formal or informal liaisons will not direct staff or manage the work of the team or group. Decisions requiring action from the Board will be brought to the full board in accordance with the by-laws.
- The Board may designate Commissioners to participate in outside advisory committees whose purpose is to gather information from the community on projects or work currently engaged by or under consideration by the utility.
 - All advisory assignments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the advisory committee, the term of the assignment and the expected completion date.
 - As a member of a community advisory committee, Commissioners will participate as other committee members, with no more or less authority than other members. It is the responsibility of the Commissioners to bring important information back to the full Board and to represent the views of the Board, to the best of the Commissioners ability.

Source: John Carver/Patrick Lanning, Board, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP13 **Board Role in Legislative Sessions**
Effective Date **Proposed February 6, 2024**

The primary objective of the Board as it relates to legislative activities is to develop, guide and enforce EWEB’s position relative to legislation the utility attempts to influence and put into practice. Prior to the start of each session, the Board will adopt general policy directives with broad application. Those directives will be adopted by Board Resolution after presentation to and discussion with the Board. The adopted directives will guide the work of EWEB’s lobby activities. When political considerations test the applicability of those directives, the General Manager will make a determination as to whether a fundamental shift in direction is required. The Board may be asked to reaffirm their policy or direct staff to make necessary adjustments.

During each legislative session, the General Manager or their designee will provide the Board with a periodic report of significant legislation, generally on a monthly basis. The report will include the type and number of bills being reviewed by staff, a prioritized sense of risk for the utility and a sense of timing for the resolution of key legislation. The report will also include staff contact information to allow Commissioners to track specific areas of issue or concern.

At the close of each legislative session, the General Manager or their designee will provide the Board with a review of significant legislation with potential impact on the utility.

Source: Libby Henry/Debra Smith, Board, Board Approved 10/03/06; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP14 Litigation Reporting
Effective Date Proposed February 6, 2024

The Board has a need to stay informed of significant litigation involving the utility. The types of litigation reported under this policy would be significant lawsuits as determined in the discretion of the General Manager and/or EWEB’s General Counsel.

Accordingly, the General Manager or their designee will provide the Board periodic reports on significant litigation, generally on a quarterly basis, generally including the following:

- Caption or Title of Claim, including identity of main parties involved
- When filed or asserted
- Brief description of claim (one paragraph or less, including the amount of money or other legal exposure to EWEB raised by the suit)
- “Next steps” in the litigation process
- Expected trial or resolution date
- Such other information as the Board, General Counsel, or General Manager may deem appropriate

As new litigation is filed, the General Manager, General Counsel, or their designees will alert Board members as to the fact of the filing and appropriate limited information, given time and information constraints.

The Board, from time to time, may request additional information to be provided in writing, or through meetings with legal counsel, regarding more details and/or analysis of pending or potential litigation.

Source: Win Calkins, Board Approved 06/15/04; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.



Governance Process Policies (GP Policies)

GP16 Travel Policy for Board Commissioners
Effective Date Proposed February 6, 2024

EWEB Board members shall follow the same travel and expense reporting procedures as those followed by regular EWEB employees, with the following additional guidelines:

- EWEB Board members will be allowed an annual budget for travel and expenses related to utility business. Any amount in excess of the total amount allotted for all Board Members shall be reviewed and considered by the Board.
- Within a reasonable amount of time following an EWEB-related workshop, conference, seminar, etc., the Board member attending shall give a verbal (or written, if preferred) summary of the information gathered at the session and its potential impact on the utility.
- Arrangements for travel and/or meeting attendance by the Board members shall be handled through the General Manager's office. When possible, requests should be made early in order to take advantage of potential discount rates.

A Board Travel & Expense Reimbursement Request and related receipts should be submitted to the General Manager's office as soon as possible upon return from EWEB-related travel.

- Meals are reimbursable with a receipt or at the applicable U.S. General Services Administration (GSA) per diem rate.
- Board members may use their personal vehicles, or an EWEB pool vehicle subject to availability and in accordance with EWEB's Fleet Vehicle Use Policy, when automobile transportation is necessary. Reimbursement for personal vehicle use will be made at the current U.S. General Services Administration (GSA) reimbursement rate for mileage, or coach class airfare, whichever is lower. Fines assessed for parking or traffic violations are not reimbursable.

Related Policy

EWEB's Fleet Vehicle Use Policy (located on EWEB Enterprise Risk Management's SharePoint site, Tier 1 Operational Policies)

Source: Board Adopted 04/22/85; Amended 11/10/86; 04/08/91; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.



Board - Staff Linkage Policies (BL Policies)

BL1 **Global Board – General Manager Linkage**
Effective Date **Proposed February 6, 2024**

Except as provided in Section 2 below, the Board’s sole official connection to EWEB’s staff will be through the General Manager.

1. Consistent with the Board Bylaws, the General Manager shall report to the Board as a whole and is responsible for implementing policies and direction established by the Board. The General Manager acts as chief executive officer of the operation of the organization and shall have all authority to: operate all utilities, hire, appoint, terminate or remove employees, reorganize and, as the General Manager deems necessary, disband and reorganize departments, act as contracting and purchasing agent for EWEB and award contracts for which there is an appropriation (except as otherwise provided in EWEB Purchasing Policies), prepare budgets, and enforce resolutions of the Board. The General Manager shall also be responsible for preparing reports requested by the Board, representing the utility to the public, other agencies and organizations, and performing such other duties as the Board directs. The General Manager may lawfully delegate any or all of the responsibilities within their authority.
2. The Board may officially work directly with the following EWEB staff without going through or without consultation with the General Manager for the purposes stated below. In the event that the EWEB staff listed below determines that it is necessary to bypass the General Manager, they will initiate contact with the Board President, who shall then determine the proper and necessary next steps, if any. As provided in Section 1 above, the General Manager shall have authority to terminate or remove employees or organize, disband or reorganize departments; however, in order to prevent a perception of possible retaliation, the General Manager shall obtain Board approval in advance for any action related to the positions listed in this Section 2.
 - Chief Human Resources Officer (or successor position/title) for any of the following activities:
 - Annual performance review of the General Manager
 - Any matter related to discipline or termination of the General Manager
 - Any matter that the Chief Human Resources Officer reasonably believes is necessary to bring to the attention of the Board and that appropriately bypasses the General Manager.
 - Chief Financial Officer (or successor position/title) for any of the following activities:
 - The annual audit if the Chief Financial Officer reasonably believes that the General Manager is not taking appropriate steps to manage EWEB’s financial matters.
 - Any material financial or other matter where the Chief Financial Officer reasonably believes that the actions or decisions of the General Manager are inconsistent with



EWEB's long-term financial or business interests.

Source: John Carver/EWEB Bylaws, Board Approved 05/17/05; Revised 01/06/15, Resolution No. 1503; Revised 10/04/16, Resolution No. 1627; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Board – Staff Policies (BL Policies)

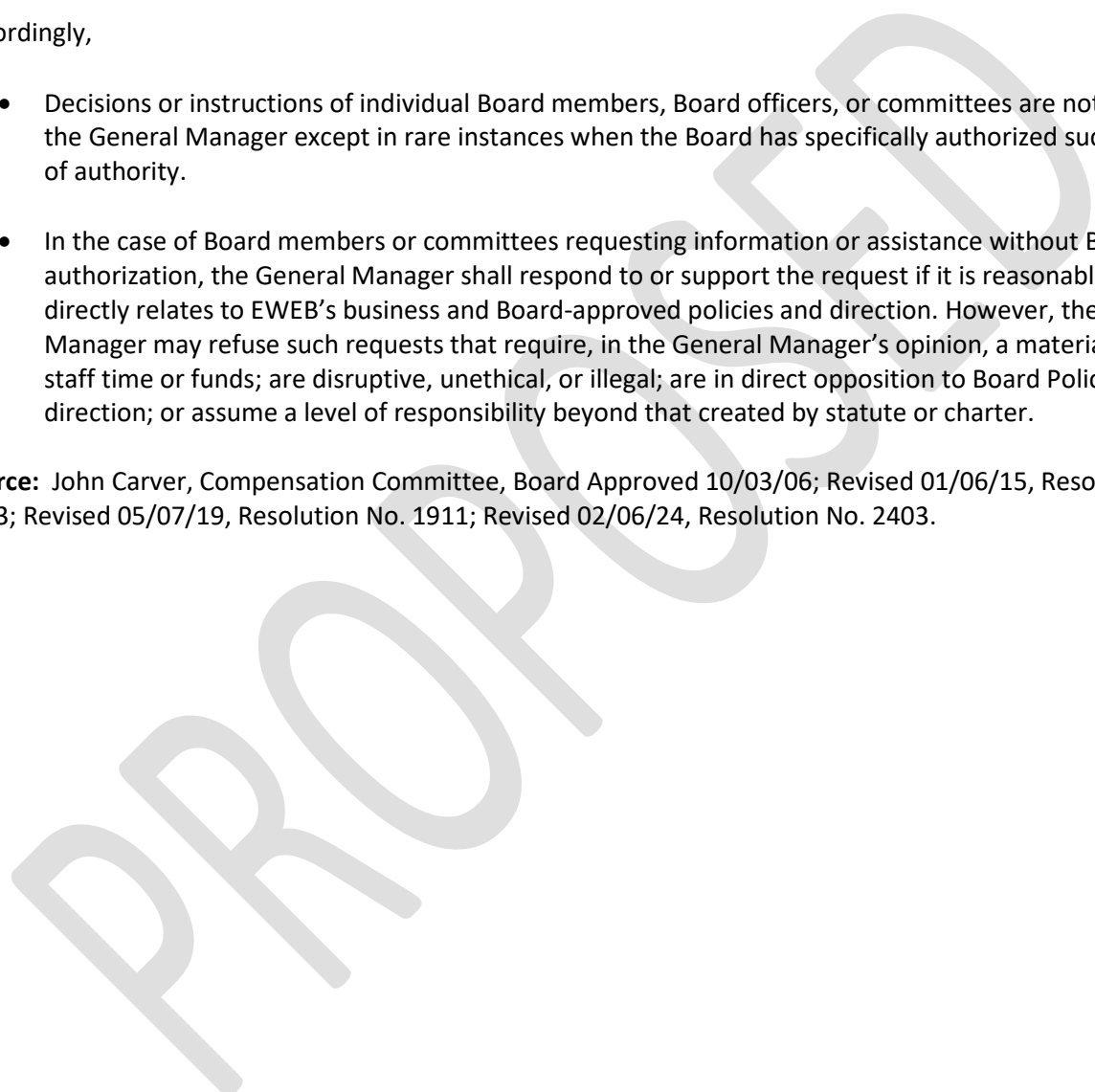
BL2 Unity of Control
Effective Date Proposed February 6, 2024

Only decisions of the Board acting as a body are binding on the General Manager.

Accordingly,

- Decisions or instructions of individual Board members, Board officers, or committees are not binding on the General Manager except in rare instances when the Board has specifically authorized such exercise of authority.
- In the case of Board members or committees requesting information or assistance without Board authorization, the General Manager shall respond to or support the request if it is reasonable and directly relates to EWEB’s business and Board-approved policies and direction. However, the General Manager may refuse such requests that require, in the General Manager’s opinion, a material amount of staff time or funds; are disruptive, unethical, or illegal; are in direct opposition to Board Policy or direction; or assume a level of responsibility beyond that created by statute or charter.

Source: John Carver, Compensation Committee, Board Approved 10/03/06; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.





Board – Staff Policies (BL Policies)

BL3 **Accountability of the General Manager**
Effective Date **Proposed February 6, 2024**

Except as provided in BL1-Section 2 and below, the General Manager is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is the authority and accountability of the General Manager.

Accordingly and except as provided in BL1-Section 2,

- Neither the Board nor individual Commissioners will give instructions to persons who report directly or indirectly to the General Manager without the General Manager’s permission.
- The Board will refrain from evaluating, either formally or informally, any staff other than the General Manager. The General Manager may, however, request developmental feedback for their direct reports from Commissioners as part of their performance reviews and developmental plans.
- In the event that the Board approves an action or direction under the circumstance contemplated in BL1-Section 2 that the General Manager expressly disagrees with, the General Manager shall not be accountable for those matters. The Board shall hold the person(s) making such recommendations accountable in the situation where authority/accountability have become subdivided.

Source: John Carver, Compensation Committee, Board Approved 10/03/06; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Board – Staff Policies (BL Policies)

BL4 **Delegation to the General Manager**
Effective Date **Proposed February 6, 2024**

The Board will instruct the General Manager through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the General Manager.

Accordingly,

- The Board shall identify and define those results or conditions that are acceptable and not acceptable to the Board and communicate them in the form of establishing policy, and approval of Strategic Plans, Long-Term Financial Plans, Capital Improvement Plans, annual budgets, and annual organizational goals.
- The General Manager is responsible for the effective development and management of Organizational Policies which align with and advance the Board’s defined objectives.
- The General Manager is authorized to formulate strategies and methods, and establish all further priorities, practices and procedures, make all decisions, take all actions, and develop all activities.
- The General Manager will establish means and measures to ensure the Board’s objectives are actively pursued.
- The General Manager must bring to the Board’s attention circumstances that affect the policies and goals established by the Board or materially impact the Board and may request the Board to take appropriate actions.
- The General Manager may lawfully delegate any or all of the responsibilities within their authority.

Source: EWEB By-laws/Patrick Lanning, Compensation Committee, Board Revised 10/03/06; Approved 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Board – Staff Policies (BL Policies)

BL5 Evaluating the General Manager’s Performance
Effective Date Proposed February 6, 2024

The General Manager's job performance shall be evaluated by comparing the organization’s operating results and the General Manager’s individual performance to the policies, direction and goals established by the Board.

Accordingly:

- The Board has responsibility for establishing its priorities for the coming year and providing that direction to the General Manager. The General Manager shall draft new goals that contain relative success measures. Draft goals are for each year and represent the General Manager’s reasonable interpretation of achieving the priorities defined by the Board.
- Beyond the criteria representing general progress on the organization’s annual goals and/or strategic initiatives, the Board may establish additional performance metrics to determine the degree to which Board policies, direction and goals are being met.
- The Board shall evaluate the General Manager’s performance on an annual basis.
- The General Manager’s interim performance shall be monitored at a frequency and by a method chosen by the Board. Unless otherwise established by Board direction, the General Manager shall report quarterly results and annual results within a reasonable time after the close of each calendar quarter and year.

Source: Compensation Committee and Jean Meyers, Human Resources Manager, Developed 09/20/06; Revised 03/20/07; Board Approved 09/18/07; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Board – Staff Policies (BL Policies)

BL6 **Board – Staff Working Relationship**
Effective Date **Proposed February 6, 2024**

Except as provided in BL1-Section 2, the Board’s direct link to the organization is through the General Manager. Nonetheless, the Board may have occasional contact and interaction with various staff members. The following policy governs the Board’s working relationship with staff other than the General Manager.

- Staff’s role with the Board is to consult, problem solve, and provide information and support.
- Commissioners may consult directly with staff or make direct requests for information. All such requests shall include the General Manager and GM Office staff. Commissioners may also channel requests through the General Manager or ask the General Manager for a referral to the appropriate staff member.
 - Staff is responsible for informing the General Manager of significant information requests from Commissioners. Staff is further responsible for informing the General Manager if a specific request becomes overly time consuming, or if cumulative requests from an individual Commissioner become overly time consuming.
 - If the Board, or an individual Commissioner, makes a request of staff that staff knows or believes will be overly time consuming, the General Manager is empowered to notify the Board or Commissioner and to review the priority of the request. The Office of the General Manager and General Manager will track all requests and manage responses. Information that is of benefit to all Commissioners shall normally be shared and distributed to all Commissioners.
- As established in SD23, Diversity, Equity, and Inclusion Policy, Commissioners and staff will treat each other with courtesy, civility, and respect despite differences of opinion. When communicating with or presenting information to the Board or individual Commissioners, staff is expected to remain objective and professional, despite differences of opinion.
- The President of the Board is the appropriate conduit for concerns raised by Commissioners regarding the Board/staff working relationship. The General Manager is the appropriate conduit for concerns raised by staff regarding the Board/staff working relationship. The President of the Board and the General Manager are collectively charged with resolution of these concerns raised by Commissioners or employees.
- New Commissioners are to be briefed on these procedures before taking their oath of office.

Source: Board Approved 07/06/04; Updated 05/17/05; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD2 Environmental Policy
Effective Date Proposed February 6, 2024

EWEB strives to establish a positive environmental legacy for the community we serve and for future generations. In doing so, we are committed to minimizing overall impact on the environment while encouraging environmentally responsible behavior within our own operations.

We will identify, measure and understand the direct and indirect impact of our operations and develop innovative and realistic solutions for mitigating those impacts. We will comply with, and in some cases exceed environmental laws and regulations. Finally, EWEB is committed to regularly communicating its progress in implementing the policies and achieving the targets that it has established as well as continually improving our environmental programs.

ENVIRONMENTAL FOCUS AREAS:

Compliance: We comply with all applicable environmental laws, regulations, and company procedures. We perform internal audits to confirm compliance with environmental laws governing our operations.

Environmental Planning: We employ a triple bottom line decision-making approach that considers environmental, social and economic impacts, including assessments of consistency with the organization's core values as stated in SD1.

Greenhouse Gas Emissions Reduction: We will reduce harmful GHG emissions by identifying the sources and implementing solutions, including source elimination, efficiency improvement, minimizing transportation and other fuels, and increasing the use of clean and renewable fuels.

Waste Minimization: We will minimize waste in our operations and business activities and will incorporate waste reduction into all activities; reducing waste through innovative supply chain management, and end-of-life recycling.

Water and Energy Conservation: We will improve water and energy efficiencies in existing operations, invest in new technologies and systems that enhance water and energy conservation, and support customers' efforts to conserve water and energy in homes and businesses. We will include water and energy management as an integral part of planning for future projects to reduce the consumption of water and energy.

Watershed Protection: We protect EWEBs drinking water supply with programs to measure the balance between watershed health and human use over time, and to implement actions, which maintain a healthy balance for production of exceptional water quality.

Natural & Cultural Resource Protection: We protect the lands, waters and ecosystems entrusted to our care which provide habitat for native fish and wildlife, clean water, healthy soils and recreational opportunities.

Transportation: We implement reasonable, environmentally friendly transportation solutions to limit emissions from utility-owned and personal vehicles used for utilities business.



Employee Education: We continue to shape environmental awareness and behaviors by helping our employees understand their role in meeting our environmental objectives.

Inspire Action: We seek opportunities to provide leadership and expertise to our employees, customers and partner agencies to promote wise stewardship of our energy and water resources and support community education programs that bring environmental awareness to future generations.

Source: Board Approved 11/04/97; Ratified 04/19/05; Revised 03/01/16, Resolution No. 1530-Amended, Approved on 04/05/16; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD3 Customer Service Policy
Effective Date Proposed February 6, 2024

The full body of policy regarding provision of service to customers is contained in EWEB’s Customer Service Policy. The Board periodically reviews this document, (available at www.eweb.org), and approves all substantive changes. The following information is provided in summary.

It shall be the policy of EWEB that the utility needs of the consumer will be reliably met in accordance with sound business principles; that rates will be uniform to all consumers within various service classifications; and that pricing for utility services and products will be cost based, in accordance with all applicable federal, state and local laws and regulations.

Further, it shall be the policy of EWEB to consider the aesthetic and environmental effects of its activities in conjunction with full utilization of its resources while providing utility services to its customers.

Policies are founded on standards of safety, economy and efficiency. Some are a requirement for service, others are optional, and others are recommended.

It is the intent of EWEB that the Customer Service Policy will provide instructional information to the customer and EWEB staff for the purpose of achieving the common goal of efficient and safe utility service.

Source: Customer Service Policy, available at www.eweb.org, Board Approved 05/17/05; Revised 01/06/15, Resolution No. 1503; Revised 06/05/18, Resolution No. 1816; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD4 Property Use Policy
Effective Date Proposed February 6, 2024

Propose to retire Board Policy SD4

EWEB is a public agency whose sole purpose is serving the utility needs of its customer-owners; EWEB owns real property to fulfill these utility purposes. The following restrictions apply to the use of any EWEB property, unless expressly permitted by EWEB.

- Certain properties, including Lloyd Knox Park, are available for events, excluding for profit commercial use. Organizations or groups wishing to use these areas must submit the required applications and agreements. Every property user must follow all instructions and guidelines related to EWEB property. Please see eweb.org/recreation and Board Policy SD5 for additional details specifically relevant to Lloyd Knox Park.
- Defacement of EWEB property, no matter how temporary, is prohibited, including but not limited to paint, chalk, posters, flyers, images, or projections.
- Activities that pose a threat to public safety or damage to EWEB property are prohibited.
- Discharging of firearms or possession of weapons of any kind except as authorized by law is prohibited.
- Use of fireworks is prohibited.
- Use of motorized vehicles is not permitted on EWEB property except in designated areas.
- Consumption or possession of any alcoholic beverages, marijuana, or illegal substances is not permitted on EWEB property.
- Noise disturbances interfering with the working environment of EWEB personnel is prohibited.
- Engaging in any activity or conduct which is disruptive of or interferes with utility operations is prohibited.
- Users of EWEB properties are expected to clean up the site relating to their use.
- Use of any EWEB property is subject to additional rules or restrictions as posted by EWEB.

Source: Board Approved 11/02/20, Resolution No. 2025; Revised 07/11/23, Resolution No. 2314; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD5 Lloyd Knox Park Use Policy
Effective Date Proposed February 6, 2024

Propose to retire Board Policy SD5

Lloyd Knox Park is a public place for the enjoyment of all. The Park is open dawn to dusk and portions of the Park are reservable. Any use by individuals or organized groups must not infringe upon public access.

CONDITIONS OF USE:

- Lloyd Knox Park is available for non-profit community events.
- Organizations or groups using the Park must complete and submit the appropriate application and agreements and abide by all conditions of use explicitly stated within said applications and agreements.
- All users of Lloyd Knox Park must abide by the EWEB Property Use Policy found in Board Policy SD4, as well as the provisions of Lloyd Knox Park Use Policy SD5.
 - To reserve an area of Lloyd Knox Park, complete and submit the [“Application & Hold Harmless Agreement.”](#) Reservations for the group picnic areas can be made for dates starting the third weekend in April through October 15. Reservations are accepted on a first-come, first-served basis. Reservations are not required outside of the aforementioned dates.
- EWEB does not provide any additional furniture or equipment other than what is available in each described area; refer to the Conditions for Use and General Information at eweb.org/recreation.
- Battery or vehicle-operated noise producing devices that disturb other Park users are prohibited, as are other noise disturbances interfering with the working environment of EWEB personnel.
- Engaging in any activity or conduct which is disruptive or interferes with the enjoyment of the Park by others is prohibited.
- The event organizers will be expected to clean up the site after use. If required, event organizers should arrange for garbage cans, trash removal and portable toilets.
- The event organizers shall ensure compliance with applicable permitting and/or health and safety regulations.

Source: Board Approved 11/27/89; Revised April, 2004; Ratified 04/19/05; Revised 01/06/15; Revised 07/21/15, Resolution No. 1521; Revised 05/07/19, Resolution No. 1911; Revised 11/02/20, Resolution No. 2025; Revised 07/11/23, Resolution No. 2314; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD7 Purchasing Policies
Effective Date Proposed February 6, 2024

The full body of policy and procedures regarding EWEB’s procurement process is contained in the EWEB Procurement Rules. The Board periodically reviews this document, (available at www.eweb.org, and at EWEB’s administrative offices), and approves all substantive changes. The following is provided in summary.

Pursuant to ORS 279A.060, EWEB’s Board of Commissioners acts as EWEB’s Local Contract Review Board (LCRB), and has all power and authority to exercise the authority granted it under ORS 279A.050, 055, and 070 to adopt rules necessary to carry out the provision of the Public Contracting Code, including but not limited to rules for the procurement, management, disposal and control of goods, services, personal services and public improvements.

The LCRB, therefore, has adopted rules consistent with the statutes referred to as the “EWEB Public Contracting Rules.” The Board periodically reviews this document and approves all substantive changes. The rules provide specific information regarding bidding requirements, appeals process, and the Board’s responsibility as the LCRB.

To the degree feasibly and responsibly possible, and in observing the intent of ORS 279A, B, and C, EWEB works within the adopted public contracting rules to procure the more advantageous products and services possible in order to carry out its charter. EWEB is very diligent to select materials, equipment, and services that will ensure that our customers' needs are, to the best of its ability, constantly met.

Source: EWEB Public Contracting Rules, Adopted 01/04/05; Effective 03/01/05; Board Approved 05/17/05; Revised 02/06/24, Resolution No. 2403.

Strategic Direction Policies (SD Policies)

SD8 Power Risk Management Policies
Effective Date Proposed February 6, 2024

FORMATION OF POWER RISK MANAGEMENT COMMITTEE:

A Power Risk Management Committee (RMC) will be established to protect the organization from financial instability and unacceptable risk relating to market price volatility and counterparty performance, and to provide reasonable assurance that contribution margin, as established in the Long Term Financial Plan, required to support Board strategic financial direction and policies, is achieved. This SD8 is made in consideration of the guidance provided in EWEB's SD6 Financial Policies wherein staff are required to operate in a manner that is consistent with prudent utility practice and in such a way that benefits to customers are maximized to the extent possible while avoiding potential risk. And further, in consideration of the utility's broader risk management framework as set forth in SD20, Enterprise Risk Management Policy.

The RMC will be established as a horizontal team including the General Manager as well as representatives from the Energy Division, Financial Services, and Generation along with other members of EWEB Management as may be appropriate.

The RMC will be responsible for oversight of compliance with SD8. On at least an annual basis or as necessary, the Chief Financial Officer will present a report to the Board, covering trading and contracting compliance with this policy.

The Board shall retain approval authority for fixed price transactions that are both greater than 1 year in duration and exceeding \$3 million in nominal value. These limits take into consideration the risk tolerance built into the Long Term Financial Plan and Power Risk Management Procedures for counterparty credit and tenor approval. On an annual basis, staff shall evaluate the appropriateness of approval thresholds and shall recommend adjustments as needed.

Board approval shall also be required for generation asset sales or purchases, regardless of financial impact. Specific responsibilities of the RMC include:

- Ensure compliance with this policy and anti-speculation statutes and that risk management objectives relating to power management activities, tolerances and limits are achieved and adhered to.
- Establish and maintain Power Risk Management Procedures which shall set forth compliance limits, reporting and controls requirements, operational guidance, approved market products, locations, transaction authority, counterparty credit and any other measures which may be required to ensure adherence to this policy.
- Notify the Board of changes to compliance limits as defined within Power Risk Management Procedures.
- Oversee power risk management control infrastructure and monitor compliance with the Power Risk Management Procedures.



- Authorize and monitor risk reports for financial results, market positions and credit exposure and direct staff to take mitigating action as necessary.
- Review and approve (as appropriate), contracts which impact EWEB's power portfolio including, but not limited to, asset sales and purchases, power sales and purchases and retail contracts that are not pre-approved products or subject to published tariffs, for compliance with this policy and the Power Risk Management Procedures.

Source: Power Risk Management Policies and Procedures, Adopted 08/17/99; Revised 03/05/02; Revised 09/19/06; Revised 10/02/12; Revised 06/02/16, Resolution No. 1610; Revised 10/04/16, Resolution No. 1627; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD10 Power Cost Recovery Policies
Effective Date Proposed February 6, 2024

The following Power Cost Recovery Policies are contained in the rate schedules that cover:

- Residential Service (Schedule R-6)
- Small General Service (Schedule G-1)
- Medium General Service (Schedule G-2)
- Large General Service (Schedule G-3)
- Very Large General Service (Schedule G-4)
- Special Very Large General Service (Schedule G-5)
- Customer-Owned Street Lighting Service (Schedules J-3, J-4, and J-5)
- Private Property Lighting Service (Schedules L-3, L-4, and L-5)
- Partial Requirements Service Pricing (C-PRP)

POWER COST RECOVERY ADJUSTMENT: At the discretion of the Board, the rates may be adjusted for 12 months to reflect the variance between budgeted and actual power cost for the previous calendar year. The adjustment is determined by dividing the amount to be rebated or recovered by the projected annual kilowatt-hour sales in that calendar year, and then decreasing or increasing the energy or power component of the rate accordingly.

BPA POWER COST ADJUSTMENT: Electric rates may be automatically adjusted for up to 12 months to reflect a future variance in projected power costs due to changes in Bonneville Power Administration (BPA) wholesale rates. The adjustment is determined by dividing the amount to be rebated or recovered by the projected kilowatt-hour sales for the appropriate period and then decreasing or increasing the energy or power component of the rate accordingly.

Source: Approved initially with rate tariff adopted on 09/18/01 and with each subsequent rate tariff, Board Approved 05/17/05; Revised 09/17/13, Resolution No. 1315; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD12 Sick Leave Incentive Policy
Effective Date Proposed February 6, 2024

**Propose to retire Board Policy SD12
(Generally covered in EL4)**

Unless retiring from EWEB, an employee forfeits all accrued sick leave upon termination of employment. Retiring employees may elect to receive a cash payment equivalent to 25% of the employee's unused sick leave hours at rate of pay at time of retirement.

Source: Board Approved 06/13/73; Ratified 04/19/05; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD13 Carmen-Smith Hydroelectric Project Relicensing
Effective Date Proposed February 6, 2024

**Propose to retire
Board Policy SD13**

The Eugene Water & Electric Board (EWEB) owns and operates the Carmen-Smith Hydroelectric Project (Project) on the McKenzie River, in Linn and Lane counties, Oregon, approximately 113 km (70 mi.) east of the Eugene-Springfield Metropolitan Area. The Project provides power to Eugene and area residents (over 91,000 customers) and represents almost half of EWEB’s total generation capacity. The Project is strongly associated with the history of Eugene, Oregon, and the growth of the environmental movement in Oregon. Historically, the Project was designed and built in response to debate over the appropriate balance between power development and recreation and scenic values. The success of the Project in striking that balance and maintaining it over a 45-year period of time is remarkable.

To retain the benefit of the Project as a source of power, EWEB is applying for a new operating license for the Project. The new license will allow continued operation of the Project for a 30 to 50 year period.

GOAL: To obtain a new operating license for the Carmen-Smith Hydroelectric Project, thus allowing the Project to continue operating in an environmentally, socially and economically sustainable manner.

OBJECTIVES: To accomplish this goal through relicensing, EWEB has identified the following objectives:

- Submit a license application and obtain a license that is consistent with EWEB’s Statement of Legacy (Policy #SD1) and the organization’s Environmental Policy (Policy #SD2).
- Comply with all federal, state, and local laws, rules and regulations, with FERC as the lead agency defining the licensing products and schedules.
- Use a collaborative, transparent approach that includes the sharing of information and the solicitation of public and regulatory agency participation.
- Identify, propose, and implement cost-effective measures that reduce negative impacts of the Project on the environment and the community, based on scientific study, engineering analysis and investigation.
- Consider cost-effective capital additions and operational modifications that will maximize generation capability of the Project in terms of capacity, efficiency and production.

SUCCESS CRITERIA: Ultimately, the success of the relicensing effort will be based on receiving a new FERC license that meets the stated objectives, represents an appropriate balance of river uses, and includes:

- Long term economic viability (Goal: The Project remains economically beneficial under the terms of the new license.)



- Operational flexibility (Goal: EWEB receives a license that allows for flexibility in Project operation to meet changing environmental, social, and economic requirements.)
- No significant uncertainties (Goal: The new license limits the amount of uncertainty regarding the financial stability of the Project while meeting the needs of our customers, minimizing environmental impacts and providing a reliable source of power.)
- Minimize environmental impacts (Goal: The new license results in a reduction of the environmental impacts from the project and is compliant with all regulatory requirements.)
- Maintain credibility with stakeholders (Goal: EWEB's relicensing application development process is open and transparent so that the utility's owners, customers, the general public, resource agencies and other stakeholders feel they have been given adequate opportunity to express their ideas and viewpoints.)

ROLES & RESPONSIBILITIES:

Board's Role:

- Obtain a new license that allows continued operation of the Project in a manner that balances the many facets of EWEB's Statement of Legacy and Environmental Policy.
- Represent the interests of and advocate on behalf of EWEB's owners and customers.
- Provide direction to staff if the proposed or final license requirements appear to conflict with the Board's stated objectives.

Staff's Role:

- Develop a license application that is based upon scientific study, engineering analysis and investigation.
- Evaluate the license application against the established success criteria each time there is a submittal or significant amendment during the relicensing process.
- Develop alternatives and provide recommendations that achieve the optimal balance between environmental enhancement and mitigation, social or non-generating interests, and economic sustainability of the Project.
- Maintain flexible, positive working relationships with the regulatory agencies and non-governmental organizations that have an interest in the future operation of the Project while advocating the Board's policy direction.
- Implement a process for resolving conflicts that may arise between interested parties.
- Provide the Board with proactive and periodic updates on the status of the relicensing process.



GLOSSARY OF TERMS:

Operational Flexibility: This definition includes limited operation and maintenance flexibility that will allow for changes that take place over the life of the license to respond to changes in power generation, environmental, social, and economic needs. Environmental needs would include changes such as listing or de-listing of endangered species, and/or changes in recreational uses. Operating and maintenance flexibility would maintain the economic and environmental viability of the project.

Environmental: In this context, the term environmental is used as defined by FERC and includes various species and life stages of fish, aquatic resources, wildlife, botanical, and historical and cultural values, recreational uses, socioeconomics, wetlands and riparian vegetations, water quality, geology and soils, aesthetics, and land uses. This broad definition is inclusive of economic and social considerations that are often viewed separately from environmental consideration when discussing sustainability.

Mitigation: The term mitigation means the reduction or elimination of the negative impacts on other river uses when new facilities or operational changes are implemented at the project.

Enhancement: The term enhancement means the reduction or elimination of negative ongoing impacts on other river uses caused by the project without new facilities or operational changes at the project. The difference in the terms mitigation and enhancement is small, but has significance in FERC relicensing. Mitigation is seen as almost mandatory while enhancement is more flexible.

Non-Generation Interests: Non-generation interests would include all environmental or other interests not related to generation.

Non-Governmental Organizations: Non-governmental organizations refer to organizations that have an interest in the project, but are private or non-profit in nature. This would include organizations such as the Trout Unlimited, American Whitewater, Oregon Wild and Cascadia Wildlands.

Source: Staff, Board Approved 01/17/06; Revised 02/02/16, Resolution No. 1604; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD14 Real Property Policies
Effective Date Proposed February 6, 2024

The following property policies shall govern the acquisition, management, and disposal of EWEB property and property rights.

- **PROPERTY ACQUISITION:** To ensure that facilities are available for the production and distribution of useable energy and water, and the provision of secondary support functions (i.e. operations, maintenance, and communications), EWEB will consider the purchase of fee property. The decision to purchase fee property rather than lesser rights such as easements shall be based on the extent of control necessary to adequately protect the utility system.
- **PROPERTY MANAGEMENT:** EWEB’s property shall be managed to comply with City, County, State and Federal ordinances, statutes, laws and EWEB’s Charter, Mission and Statement of Legacy. EWEB may employ leasing, licensing, and permitting to allow temporary or interim uses of EWEB’s properties. To the extent practicable, EWEB will avoid permanent encumbrances on its fee property.
- **PUBLIC ACCESS TO EWEB PROPERTY:** EWEB real property is primarily held to serve purposes related to the production and distribution of utility services and products. Certain EWEB properties may be made subject to access by the public for recreational use while other properties are restricted for use in EWEB operations without allowing public access. In accordance with Board Policy BL4, the Board authorizes, delegates, and directs the General Manager to develop and implement an Operational Policy for the permissible public use of select EWEB property while maintaining operational integrity of all EWEB real property. It is the intent of EWEB that the Operational Policy will be developed to provide guidelines to EWEB employees and the public for the purpose of maintaining safe and lawful access to and use of EWEB properties when made open to the public. The acceptable usage shall not detract from EWEB’s primary mission of serving the utility needs of its customers.
- **PROPERTY DISPOSAL:** The Board may declare any real property surplus. The decision to declare a parcel surplus will be based on current and future utility needs, land use, and environmental considerations. The Board may direct staff to dispose of any properties declared surplus. Any properties disposed shall be disposed in accordance with applicable ordinances, statutes, laws and other Board policies.
- **EASEMENT ACQUISITION:** Easements will be obtained for all EWEB facilities located on private and public property, exclusive of electric service lines for the property owner’s sole use.
- **EASEMENT MANAGEMENT:** EWEB will provide customers with EWEB utility-related easement information when requested. EWEB may provide limited landscape maintenance within an easement only under certain circumstances.
- **PERMITS:** EWEB will obtain permits for temporary uses on private and public property where easements are not available.



- **LEASES:** EWEB staff, with Executive Team Member approval, may lease property for utility purposes when purchase of the property is not possible or in the best interest of EWEB.

Source: Real Property Policy & Procedures Approved 10/93; Revised 07/05/05; Revised 01/06/15, Resolution No. 1503; Revised 12/01/15, Resolution No. 1532; Revised 10/04/16, Resolution No. 1627; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD15 Climate Change Policy Effective Date Proposed February 6, 2024

The Board recognizes that climate change presents ongoing environmental, economic, and social risk to EWEB, our customers, community, and the world. Greenhouse gas (GHG) emissions from human activity are known to be the primary cause of climate change, with the energy, industrial, construction, agricultural and transportation sectors generally identified as the primary sources of greenhouse gas emissions in the United States.

The primary direct impacts to EWEB operations from climate change include changes in streamflow –quantity and timing– affecting hydroelectric generation, impacts to water quality and watershed health, increased risk of wildfires, changes in consumption patterns, and increasing threats from extreme weather events. The Board also recognizes that EWEB, as a water and electric utility, impacts our climate through electric generation resource choices, business practices, and the operation and maintenance of our assets, lands, buildings, and transportation fleet.

Consistent with EWEB’s Vision, Mission, and Values (SD1), the Board supports EWEB taking an active role in combating and mitigating the impacts of climate change, within the context of and while executing our strategy and ongoing operations.

Accordingly, the following *primary directives* are adopted,

- **POWER GENERATION:** The Board is committed to supporting a *low-carbon electric power portfolio* that maintains, on a planning basis, over 90% of annual energy from carbon-free resources and targets over 95% of annual energy from carbon-free resources by 2030 to the extent possible and practical without distinct adverse impacts to customer-owners. Using the Integrated Resource Planning (IRP) process including final adoption by resolution (GP7), the Board will work with the General Manager to establish the long-term (20-year) principles, priorities, approaches, definitions (including carbon-free, carbon intensity), measurements, and goals for the electric generation portfolio, demand response, conservation and energy efficiency, and customer impact limitations (including but not limited to reliability, cost, and equity) supporting this directive.
- **CLIMATE POLICY:** The Board authorizes, delegates, and directs the General Manager to participate in local, state, and regional efforts to encourage, develop and *enact measures to minimize and/or mitigate GHG emissions* that contribute to climate change. Consistent with Board Policy (GP13), prior to legislative sessions the Board develops and guides EWEB’s positions relative to legislation, including those related to climate and environmental policy supporting this directive.
- **EWEB OPERATIONS:** The Board further authorizes, delegates, and directs the General Manager to continue efforts to *minimize and/or mitigate GHG emissions from EWEB’s operations* that contribute to climate change. As initially established in 2010, EWEB adopted a goal to reduce the Scope 1 and 2 (direct GHG emissions and energy) greenhouse gas emissions associated with its operations and facility management activities. Accordingly, and as formally established by this directive, EWEB plans to reduce our net Scope 1 and 2 GHG emissions from operations relative to 2010 levels by 25% by 2020, 50% by 2030, and achieve carbon neutrality from our operations by 2050.



- **CUSTOMER DECARBONIZATION:** The Board further authorizes, delegates, and directs the General Manager to *assist customers with achieving their GHG emission reduction goals* through partnerships, technical assistance, resources, and programs that support, but are not limited to, energy efficiency, alternative fuels, electric and water conservation, electrification, and carbon offsets and sequestration. Long-term conservation, energy efficiency, and demand-response goals are established as part of the IRP process. Additional program objectives, incentives and budgets will be established annually, as applicable, and/or through revisions to the strategic plan.
- **IMPACTS ON EWEB:** Consistent with resiliency initiatives included in EWEB's approved strategic plan and SD22 Resiliency Policy, the Board directs the General Manager to evaluate and enact measures, as necessary and appropriate, to prepare for and *minimize the effects of climate change that could impact EWEB's* water and electric supply and infrastructure, damaging EWEB's resiliency and reliability.

IMPLEMENTATION:

In support of the *primary directives* identified above, major decisions and actions, including those related to this policy, will be evaluated based on a triple-bottom-line methodology, including assessments of consistency with the organization's values, including safety, reliability, affordability, environmental stewardship, transparency, and equity.

The Board and General Manager will work together to develop annual goals, consistent with Board Policy BL4 and BL5, related to the *primary directives*, as applicable, including milestones and measurements, and reporting frequency.

So that EWEB's actions are visible to our community, at least annually EWEB will compile and report GHG emission reduction and/or mitigation activity, including a greenhouse gas inventory (Scope 1 and 2, along with Scope 3 where impactful, applicable, and practical), and will calculate and publish the carbon intensity of our energy portfolio. Definitions, GHG emission reduction and/or mitigation details (e.g., fuel mix, use of offsets, etc.) and carbon accounting methods will be published, consistent with industry standards and/or official reporting requirements where applicable.

Source: Steve Newcomb, Environmental Manager, Approved 09/18/07; Revised 07/10/18, Resolution No. 1820; Revised 01/04/22, Resolution No. 2204; Revised 01/03/23, Resolution No. 2303; Revised 02/06/24, Resolution No. 2403.



Strategic Direction Policies (SD Policies)

SD18 Steam Utility Transition Policy
Retired Date: Proposed February 6, 2024

Propose to remove SD18 from the Board Policy Manual

EWEB closed its Steam Utility plant on June 30, 2012. As such, Board Policy SD18, Steam Utility Transition Policy has been retired as of January 6, 2015.

Source: Logan, Board Approved 09/18/08, Resolution No. 0826; Retired 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911; Revised 02/06/24, Resolution No. 2403.

PROPOSED



Strategic Direction Policies (SD Policies)

SD19 Sustainability Policy
Effective Date Proposed February 6, 2024

**Propose to retire Board Policy SD19
(Refer to SD2, SD15, SD22, SD23)**

BACKGROUND: EWEB’s Statement of Legacy (SD1) describes the Board’s commitment to:

- Demonstrating concern for and responsiveness to social issues involving the provision of energy and water services.
- Supporting a sound economy through fiscally prudent rates.

In addition, Strategic Direction Policy SD1 describes the Board’s intent to demonstrate sensitivity and responsiveness to environmental concerns; recognizing the importance of a healthy ecosystem to its operations.

POLICY: The Board desires to make policy and major decisions from a proactive, comprehensive perspective that positions EWEB in a leadership role with the community in creating a sustainable future. As such the Board will:

- Adopt a triple bottom line decision making approach that considers environmental, social and economic impacts;
- Be transparent and when appropriate develop partnerships within the community to help surface and consider the risks, possibilities, benefits, impacts and potential mitigation options of policy and major decisions.

The General Manager or designated staff will report periodically on the effectiveness of this policy by reviewing key decisions to assure a balanced holistic approach was used that considered environmental, social and economic impacts along with any mitigation efforts to offset harmful impacts.

Source: Fahy, Felicity, Board Approved 11/04/10; Amended 12/21/10, Resolution No. 1023; Revised 02/06/24, Resolution No. 2403.



Retired Policies

| Policy Number/Title | Retired/Removed Date and Resolution No. | Comments |
|-------------------------------|---|--|
| SD11 General Compensation | 11/18/08 , No. 0843 | Replaced by Board Policy EL4 Compensation and Benefits |
| SD18 Steam Utility Transition | 01/06/15, No. 1503 Removed 02/06/24, No. 2403 | EWEB closed its Steam Utility plant on June 30, 2012 |
| SD4 Property Use | 02/06/24, No. 2403 | Replaced by statement in SD14 Real Property Policies, and Tier 1 Operational Policy - Use of EWEB's Publicly Accessible Properties |
| SD5 Lloyd Knox Park Use | 02/06/24, No. 2403 | Replaced by statement in SD14 Real Property Policies, and Tier 1 Operational Policy - Use of EWEB's Publicly Accessible Properties |
| SD12 Sick Leave | 02/06/24, No. 2403 | EL4 Compensation & Benefits Policy provides overarching governance for related matters |
| SD13 Carmen Smith Relicensing | 02/06/24, No. 2403 | EWEB received a new operating license for the Project in 2019 |
| SD19 Sustainability | 02/06/24, No. 2403 | Refer to SD2, SD15, SD22, and SD23 |

PROPOSED

**RESOLUTION NO. 2403
FEBRUARY 2024**

**EUGENE WATER & ELECTRIC BOARD
UPDATES TO BOARD POLICY MANUAL**

WHEREAS, the Eugene Water & Electric Board (EWEB) maintains a Board Policy Manual that contains governing policies for the Board of Commissioners; and

WHEREAS, the Board of Commissioners periodically reviews said policies and identifies required modifications or amendments to those policies; and

WHEREAS, the Board of Commissioners periodically determines that new policy is required to adequately document the work or intention of the Board with regard to governance, Board-staff linkage, strategic direction, or executive limitations; and

WHEREAS, the Board of Commissioners has reviewed proposed amendments to the following policies and has determined the changes are appropriate and necessary to reflect the Board's desired operating procedures. The substantive amendments shall be reviewed periodically as necessary to ensure the policies are achieving the desired effects.

- GP3 Board Strategic Plan Development
- GP4 Agenda Planning
- GP5 Role of Board President
- GP7 Board Parliamentary Procedures
- GP8 Meetings and Executive Sessions
- GP9 External/Commissioner Communications
- GP10 Public Input
- GP12 Board Committees, Outside Appointments, Liaisons to Staff Projects & Advisory Committees
- GP13 Board Role in Legislative Sessions
- GP14 Litigation Reporting
- GP16 Travel Policy for Board Commissioners
- BL1 Global Board – General Manager Linkage
- BL2 Unity of Control
- BL3 Accountability of the General Manager
- BL4 Delegation to the General Manager
- BL5 Evaluating the General Manager's Performance
- BL6 Board – Staff Working Relationship
- SD2 Environmental Policy
- SD3 Customer Service Policy
- SD7 Purchasing Policies
- SD8 Power Risk Management Policies
- SD10 Power Cost Recovery Policies
- SD14 Real Property Policies
- SD15 Climate Change Policy

WHEREAS, the Board of Commissioners has examined Board Policies, identified those that are outdated or redundant, and determined that is appropriate to retire and remove the following policies from the Board Policy Manual.

- SD4 Property Use Policy
- SD5 Lloyd Knox Park Use Policy
- SD12 Sick Leave Incentive Policy
- SD13 Carmen-Smith Hydroelectric Project Relicensing
- SD18 Steam Utility Transition Policy
- SD19 Sustainability Policy

NOW, THEREFORE, BE IT RESOLVED the Eugene Water & Electric Board hereby approves changes to the aforementioned policies as presented at the February 6, 2024 board meeting.

DATED this 6th day of February 2024.

THE CITY OF EUGENE, OREGON
Acting by and through the
Eugene Water & Electric Board

President

I, ANNE M. KAH the duly appointed, qualified, and acting Assistant Secretary of the Eugene Water & Electric Board, do hereby certify that the above is a true and exact copy of the Resolution adopted by the Board at its February 6, 2024 Regular Board Meeting.

Assistant Secretary