

# Exhibit to Agenda Items #5-7

Approve proposed revisions to Governance Process GP-4, Agenda Planning, Meeting Procedures of the SMUD Board of Directors, and Governance Process GP-9, Board Committee Chairs.

Board Policy Committee and Special SMUD Board of Directors Meeting  
February 10, 2021, scheduled to begin at 5:30 p.m.

Virtual Meeting (online)

# Context for this Discussion:

- Board members reviewed various Governance Process (GP) policies at Policy Committee on March 11, 2020
- Discussion focused on processes related to agendas, scheduling meetings, and other procedures
- Board requested consultant Eric Douglas to work with staff to develop revisions to various GPs and to the Board's Meeting Procedures
- Proposed revisions were presented at Strategic Development Committee on September 8, 2020
- Board requested proposed changes be brought back for further discussion

# Summary of Draft Revisions:

- GP-4 has been revised to incorporate into a single policy the manner for establishing both the Board work plan and for setting Board and Committee meeting agendas
- GP-9, Board Committee Chairs, has been refined to include:
  - Material from Meeting Procedures related to scheduling of committee meetings
  - A new “c” clarifying the role of committee chairs in rescheduling and canceling meetings

## Summary of Draft Revisions (cont.):

- The Meeting Procedures have been refined in the following ways:
  - Move key material related to Board and committee agendas into GP-4
  - Clarify other processes and procedures where needed

# Discussion:

## 1) Review Draft Revisions

- GP-4, Agenda Planning
- Meeting Procedures of the SMUD Board of Directors
- GP-9, Board Committee Chairs

## 2) Facilitate Discussion of Key Points

## 3) Determine Next Steps