

# Exhibit to Agenda Item #4

**Board Monitoring: Governance Process GP-8, Board Committee Principles; Governance Process GP-10, Board Training, Orientation; and Governance Process GP-15, Board Travel and Training Reimbursement.**

Board Policy Committee and Special SMUD Board of Directors Meeting  
Wednesday, October 8, 2025 scheduled to begin at 6:00 p.m.  
SMUD Headquarters Building, Auditorium

# GP-8 Board Committee Principles

The Board may establish standing committees and the president may establish ad hoc committees based on need and input from the Board members.

## Comments:

I find that Ad Hoc Board Committees are discouraged by staff.

## Compliance Scores:

High 6

Med 1

Low

# GP-8 Board Committee Principles

Standing committees shall assist the Board in its ongoing work and activities. Standing committees shall be composed of three Board members, including a chair and vicechair, who shall be appointed by the Board President. Any other Board member may attend and participate in the deliberations of any standing committee. Each standing committee shall have a charter describing the committee's purpose. If a standing committee lacks a quorum of members for any meeting, the President, Vice-President, or Committee chair, in that order, may appoint a non-committee Board member to serve on the Committee for that meeting

## Compliance Scores:

High 7

Med

Low

# GP-8 Board Committee Principles (cont.)

Ad hoc committees shall be created for a limited duration to address a specific topic of interest to the Board. Each ad hoc committee may be composed of two or three Board members, and shall include designation of a chair and a clear statement of purpose. Ad hoc committees are not required to provide public notice of their meetings under the Ralph M. Brown Act. Each ad hoc committee shall report back at a publicly noticed Board or standing committee meeting on its activities

## Comments:

I find that Ad Hoc Board Committees are discouraged by staff.

## Compliance Scores:

High 6

Med 1

Low

# GP-8 Board Committee Principles (cont.)

## Specifically:

- a) All committees will ordinarily assist the Board by gaining education, considering alternatives and implications, and preparing policy alternatives.
- b) Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
- c) Board committees cannot exercise authority over staff nor interfere with the delegation from the Board to the CEO. Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

# GP-8 Board Committee Principles (cont.)

d) As a general rule, items scheduled for Board action (including items requested by a Board member) shall first be presented to a standing committee for review.

e) Standing committees shall be reviewed at least annually by the Board to determine whether they should continue. Governance Process GP-8 Page 2 of 2 Board Committee Principles.

f) This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.

## Compliance Scores:

High 7

Med

Low

# GP-10 Board Training, Orientation

The Board will invest in training, development and orientation to assure excellence in governance.

## **Specifically:**

- a) Board members shall be offered and encouraged to receive training in the skills of effective governance, communication and decision making.
- b) The Board president and Board committee chairs shall be offered and encouraged to receive training in the facilitation of meetings.
- c) At least every two years, Board members shall receive training on sexual harassment prevention and laws related to ethics (conflict of interest requirements, government transparency, open and fair government processes). Training shall be made available annually.

# GP-10 Board Training, Orientation (cont.)

d) New Board members shall receive an orientation in the SMUD's governance policies.

e) Board members shall be offered and encouraged to receive regular training with respect to understanding trends and developments in public power and the energy industry.

## Compliance Scores:

High 7

Med

Low



# GP-15 Board Travel and Training Reimbursement

Board members shall have the opportunity to attend conferences, meetings, training, and various activities that are appropriate to their work as Directors and provide value to SMUD.

As part of this policy:

a) Each Board member shall have an annual budget for travel and training, which shall be adjusted annually for inflation and rounded to the nearest hundred dollars. The training budget shall include funds for attendance at community functions and baseline dues in organizations that further Board members' professional development, when accompanied by written justification

# GP-15 Board Travel and Training Reimbursement (cont.)

b) The Board shall approve its travel and training budget as part of the annual budget process. Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option.

c) The Board travel and training budget shall be managed by the Special Assistant to the Board as part of the Board Office budget.

d) Requests for travel, training and events in excess of \$1,000 shall be accompanied by a written justification of the benefits to SMUD and consistency with Board policy and submitted to the Board Special Assistant.

## GP-15 Board Travel and Training Reimbursement (cont.)

e) Written travel and training justifications required by sections a) and d) of this policy, along with a status report on the Board's travel and training budget and individual directors' expenditures, shall be distributed to all Board members monthly for the purposes of transparency and oversight.

f) Board members shall submit all relevant travel and training receipts to Board Office staff within two weeks for reconciliation.

# GP-15 Board Travel and Training Reimbursement (cont.)

g) Board members shall publicly report the results of their travel and training at a Board meeting.

h) New Board members shall receive an orientation in the Board's travel and training policy.

## Compliance Scores:

High 7

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Low