

MUNICIPAL ENERGY AGENCY OF NEBRASKA
GOVERNANCE REVIEW COMMITTEE
SCOPE

A. Summary

The Governance Review Committee (“Committee”), a subcommittee of the Municipal Energy Agency of Nebraska (“MEAN”) Board of Directors (the “Board”), is responsible for the duties listed below.

B. Composition of the Committee

The Committee will be comprised as follows:

1. The Committee will consist of eleven (11) committee members (each a “Committee Member”) appointed by the Chair of the Board from among the list of (i) Board representatives or alternate representatives, and/or (ii) representatives designated by Associates. No proxies are allowed. The Chair of the Board shall serve as an ex officio member of the Committee, shall not be counted in determining the number required for a quorum of the Committee for conducting business, but may vote on matters.
2. Each Committee Member shall serve until the earliest of his or her (i) resignation, (ii) loss of status as a Board representative or alternate representative, if applicable, (iii) loss of status as a representative designated by an Associate, if applicable, or (iv) removal as a Committee Member by the Chair of the Board.
3. One Committee Member will be appointed by the Chair of the Board to serve as Chair of the Committee.
4. In the event of a vacancy on the Committee, the Chair of the Board will have the option to fill the vacancy by selecting a new Committee Member or may allow the vacancy to continue.
5. Personal characteristics to be considered when selecting Committee Members shall include but not be limited to the following:
 - Ability to listen, analyze, think clearly and creatively, work well with people individually and in a group.
 - Willing to prepare for and attend Committee meetings, ask questions, actively provide input, interact respectfully with staff and Committee Members, and contribute positively to group dynamics. A Committee Member who fails to attend three (3) consecutive meetings of the Committee may be asked to resign from the Committee.
 - Maintain or develop skills necessary to learn more about the energy and energy services business, understand role and responsibility as a Committee Member.
 - Possess honesty, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, personal integrity, and concern for the organization’s welfare.

C. Responsibilities

The Committee’s responsibilities, in collaboration with staff, include the following:

1. Recommend methods to streamline and modernize the governance of MEAN.

2. Recommend modifications to the MEAN governance and organizational documents, policies, procedures, By-Laws, and written agreements utilized between MEAN and its Participants.
3. Other duties as assigned by the Board from time to time.

The Committee may perform other functions as may be necessary or appropriate for advising the Board.

D. Meetings

The Committee will meet as needed and may conduct the meetings by any lawful means. The presence of a majority of the Committee Members, as that term is defined above, will be necessary for the transaction of business by the Committee. Action may be taken upon a vote of a majority of the votes which the Committee Members present are entitled to cast.

E. Reporting

The Committee reports to the Board. The role and power of the Committee is advisory only. The Committee shall not have authority to act on behalf of the Board. No action or inaction by the Committee shall impair or affect the authority or power of the Board or other authorized parties acting on behalf of MEAN.

Revision History

Version	Effective Date	Adoption Date	Description of Revision
1.0	July 1, 2021	May 20, 2021	Adoption of Scope