Board of Directors Policies

Policy Number: 110	Subject: Board Committees
Effective Date: 11/18/2025	Previous Version: 11/28/2023

OBJECTIVE

To provide for the establishment of committees comprised of Delta-Montrose Electric Association's (DMEA) Board of Directors (Board) and to ensure that their charges, functions and responsibilities are clearly defined and reviewed periodically.

ACCOUNTABILITY

Board of Directors and the Chief Executive Officer (CEO)

POLICY

1. **<u>Formation of Committees.</u>**

   a. As provided in the Bylaws, the Board may establish and dissolve standing and special committees as deemed necessary or desirable.

      i. The following standing committees have ongoing responsibilities:

         A. Finance, Audit, and Rate committee

         B. Energy Services committee

         C. Member Relations committee

         D. Executive committee

      ii. Special committees may be created to address a particular task or topic.

   b. The Board will determine the charge of each standing and special committee and will modify as deemed necessary or desirable.

   c. Each standing committee will consist of three (3) Directors.

      i. The Board President is an ex-officio member of all committees but only formally participates in formulating recommendations within the committees to which they are appointed.

   d. The Board President will appoint Directors to each committee, other than the Executive committee. The Board President will also appoint a Chair of each committee.

e. The Executive committee will consist of the elected officers of the Board.

f. No Director will serve on more than one standing committee other than those Directors on the Executive committee.

2. Committee Responsibilities and Support.

a. The CEO and/or Chair, in consultation with the committee, will facilitate the dates and times of committee meetings to ensure committee and relevant staff attendance. Committees will not meet unless two-thirds of its members are able to attend, unless the Board President waives such requirement in extenuating circumstances (i.e., a Director vacancy).

b. Committees will only meet as needed.

c. The CEO and/or Chair shall prepare an agenda for each committee meeting.

d. The CEO will provide appropriate supporting documentation prior to or during each meeting.

e. The committee Chair will provide a summary of each committee meeting to the Board at the next regular Board meeting.

f. A committee can make recommendations to the Board regarding action items or propose action items, but no official action or determination on behalf of the Board or DMEA may be made by a committee.

g. Unless otherwise requested by the Chair, the CEO will attend committee meetings.

h. CEO will ensure relevant staff and/or consultants attend meetings to provide subject matter expertise, input, advice, and assistance.

i. The Chair may request other external resources be engaged and/or attend committee meetings.

j. The CEO shall appoint one or more recording secretary(ies) to take minutes at all committee meetings. Minutes must be approved by the committee Chair and shall be provided to the Board.

DMEA

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3. **Standing Committees Charges.**

   a. **Executive Committee.** To study, advise, and make recommendations to the CEO and the Board related to the overall governance and policy direction of DMEA.

   b. **Member Relations Committee.** To study, advise, and make recommendations to the CEO and to the Board related to member service and engagement and public relations matters.

   c. **Energy Services Committee.** To study, advise, and make recommendations to the CEO and subsequently to the Board on matters relating to energy services programming opportunities at DMEA.

   d. **Finance, Audit, and Rate committee.** To study, advise, and make recommendations to the CEO and subsequently to the Board on matters related to financial and rate making determinations.

4. **Special Committee Charges.**

   a. If a special committee is deemed necessary by the Board, the Board will define the charge of the committee and the Board President will appoint committee members including the committee Chair.

   b. At the first committee meeting of the special committee, the committee will determine its functions and roles in keeping with its charge. The functions and roles will be recorded in the meeting report and will be used as a guide until which time the committee determines it has satisfied the charge of the committee and recommends dissolution to the Board.

Kevin Williams
Board of Directors ~~President~~ Vice President

11/18/2025
Date