

Board Policy: **Board Governance and Agenda Planning**
Policy Type: **Governance Process**
Monitored by: **Governance Committee**
Board Resolution: **#1323, approved September 21, 2016**



The members of the Board of Trustees of the Long Island Power Authority are fiduciaries who are collectively entrusted with responsibility for the Authority, including ensuring the Authority achieves its mission and values for the benefit of its customer-owners. The Chief Executive Officer of the Authority, including acting through the Authority's service provider, is responsible for implementing the Board's policies and the day-to-day operations of the Authority.

Board Objectives for Governance

To achieve its purpose, the Board of the Authority must govern with attention to its fiduciary duties of loyalty and care and by emphasizing through its actions and agendas (a) outward vision; (b) the mission and values of the Authority; (c) collective decisions and actions of the Board without regard to individual preferences; (d) informed and fact-based discussion and debate; (e) encouragement and exploration of diversity of viewpoints regarding mission, policy, and actions; (f) clear and appropriate distinction of Board and chief executive roles and responsibilities; and (g) proactivity rather than reactivity.

Accordingly, the Board will:

1. Cultivate a sense of group responsibility. The Board is responsible for excellence in governing and will use the expertise of individual members to enhance the understanding of the Board as a body, without allowing the expertise of individual members or staff to substitute for the judgment of the Board as a whole.
2. Direct and control the Authority through the careful establishment of broad written policies reflecting the Board's values and perspectives for the benefit of the Authority's customer-owners. The Board's major policy focus will be on the intended long-term impacts, not on the administrative means of attaining those impacts, which are the role of the chief executive and service provider.
3. Monitor the Board's process, performance and activities in comparison to its governance objectives.
4. Pursue continual board education and development, including orientation of new members in the Board's fiduciary duties, governance process, and periodic discussion of governance process improvement.
5. Systematically monitor the performance of the Chief Executive Officer and service provider relative to the policies of the Board relating to its mission and values and any limitations established by Board policy. To do so, the Board will adopt a schedule developed as part of the annual Board agenda planning process discussed below.

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Annual Board Agenda Planning for Governance and Development

A proactive approach to governance consistent with the Board’s responsibilities begins with Board agenda planning. Accordingly, the Board will plan an annual cycle of governance and development topics for its meetings and workshops that (a) completes an annual re-exploration of its mission and values, and the policies to achieve those ends and (b) continually improves Board performance through Board education, development and deliberation.

1. The annual Board agenda cycle will start in the fourth quarter of each year with the Board’s development of topics for each meeting or workshop for the following year.
 - a. The Governance Committee will recommend a schedule of Board governance and development topics for each scheduled Board meeting of the year to the Board Chair by the first Board meeting of each year. That annual schedule will include a review of the objectives and accomplishments of the Authority and its service provider related to each of the Board policies for the Authority’s mission and values, or “Mission.”
 - b. The annual agenda will include governance education and development related to policies on the Authority’s “Mission” (presentations by industry experts, advocacy groups, staff and so on), to be arranged by staff based on the topics requested by the Board.
2. The annual cycle will conclude each year on the last day of September to align with the annual budget process.
3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible to leave time available to address governance and development items requiring discussion.

A sample Board meeting agenda is provided below. It is the intent of the Board to follow the format of the sample Board agenda at each meeting, with allowances for specific circumstances as they arise.

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Sample Board Meeting Agenda

- Call to Order – Attendance
- Chief Executive Officer report
- Consent Agenda (to be developed for each meeting by Board Chair)
 - Approval of prior meeting minutes
 - Approval of ministerial items
- Board Reports
 - Chief Financial Officer report
 - Service Provider report on performance against contract standards
 - Other specific items as requested by the Board
- Governance Topics and Monitoring of Board-Specified Performance Objectives
 - Scheduled annual review of Board policies related to mission, values or governance and suggested amendments or new policies (to be scheduled on an annual basis by the Governance Committee and ratified at the first Board meeting of the year)
 - Presentations for Board development and education
 - Governance items for discussion (new developments, violations, etc.)
- Other agenda items as may lawfully come before the Board
- Review of governance and development agenda items planned for next meeting
- Adjourn

Suggested Annual Schedule for Discussion of Board Governance, Development, and Performance Objectives

January	Review and Discussion of Board Governance Process, Policies, and Objectives
March	Mission Policies – Review of Mission Statement and Values
May	Affordable Service Policies – Mission and CEO Empowerment discussion
June	Board Development and Education Workshop
July	Reliable Service and Customer Satisfaction Policies – Mission and CEO Empowerment discussion
September	Clean Energy Policies – Mission and CEO Empowerment discussion
November	Board Budget Workshop
December	Annual Wrap Up (budget, rates, accounting policies, etc.)