

Board Policy Committee Meeting and Special SMUD Board of Directors Meeting

Date: Tuesday, May 13, 2025

Time: Immediately following the Finance and Audit
Committee Meeting and Special Board of Directors
Meeting scheduled to begin at 6:00 p.m.

Location: SMUD Headquarters Building, Auditorium
6201 S Street, Sacramento, CA

AGENDA BOARD POLICY COMMITTEE MEETING AND SPECIAL SMUD BOARD OF DIRECTORS MEETING

**Tuesday, May 13, 2025
SMUD Headquarters Building, Auditorium
6201 S Street, Sacramento, California
Immediately following the Finance and Audit Committee
and Special SMUD Board of Directors Meeting
scheduled to begin at 6:00 p.m.**

This Committee meeting is noticed as a joint meeting with the Board of Directors for the purpose of compliance with the Brown Act. In order to preserve the function of the Committee as advisory to the Board, members of the Board may attend and participate in the discussions, but no Board action will be taken. The Policy Committee will review, discuss and provide the Policy Committee's recommendation on the following:

Virtual Viewing or Attendance:

Live video streams (view-only) and indexed archives of meetings are available at:
<https://www.smud.org/Corporate/About-us/Company-Information/Board-Meetings/Watch-or-Listen-online>

Zoom Webinar Link: [Join Board Policy Committee Meeting Here](#)

Webinar/Meeting ID: 161 859 9665

Passcode: 290440

Phone Dial-in Number: 1-669-254-5252 or 1-833-568-8864 (Toll Free)

Verbal Public Comment:

Members of the public may provide verbal public comment by:

- Completing a sign-up form at the table outside of the meeting room and giving it to SMUD Security.
- Using the "Raise Hand" feature in Zoom (or pressing *9 while dialed into the telephone/toll-free number) during the meeting at the time public comment is called. Microphones will be enabled for virtual or telephonic attendees when the commenter's name is announced.

Written Public Comment:

Members of the public may provide written public comment on a specific agenda item or on items not on the agenda (general public comment) by submitting comments via email to PublicComment@smud.org or by mailing or bringing physical copies to the meeting. Email is not monitored during the meeting. Comments will not be read into the record but will be provided to the Board and placed into the record of the meeting if received within two hours after the meeting ends.

DISCUSSION ITEM

1. Heidi Sanborn Board Monitoring: **Governance Process GP-11, Board Review of Internal Records; Governance Process GP-14, External Auditor Relationship; and Board-Staff Linkage BL-5, Unity of Control.**
Presentation: 5 minutes
Discussion: 5 minutes

INFORMATIONAL ITEMS

2. Gregg Fishman Board Work Plan.
Presentation: 5 minutes
Discussion: 1 minutes
3. Public Comment
4. Heidi Sanborn Summary of Committee Direction.
Discussion: 1 minute

Members of the public shall have up to three (3) minutes to provide public comment on items on the agenda or items not on the agenda, but within the jurisdiction of SMUD. The total time allotted to any individual speaker shall not exceed nine (9) minutes.

Members of the public wishing to inspect public documents related to agenda items may click on the Information Packet link for this meeting on the smud.org website or may call 1-916-732-7143 to arrange for inspection of the documents at the SMUD Headquarters Building, 6201 S Street, Sacramento, California.

ADA Accessibility Procedures: Upon request, SMUD will generally provide appropriate aids and services leading to effective communication for qualified persons with disabilities so that they can participate equally in this meeting. If you need a reasonable auxiliary aid or service for effective communication to participate, please email Toni.Stelling@smud.org, or contact by phone at 1-916-732-7143, no later than 48 hours before this meeting.

SSS No.
BOD 2025-009

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date
Policy – May 13, 2025

Board Meeting Date
N/A

TO					TO							
1.	Suresh Kotha				6.							
2.	Brandy Bolden				7.							
3.	Farres Everly				8.							
4.					9.	Legal						
5.					10.	CEO & General Manager						
Consent Calendar			Yes	x	No <i>If no, schedule a dry run presentation.</i>		Budgeted	x	Yes	No <i>(If no, explain in Cost/Budgeted section.)</i>		
FROM (IPR) Heidi Sanborn / Crystal Henderson					DEPARTMENT Board Office					MAIL STOP B307	EXT. 5424	DATE SENT 4/19/25
NARRATIVE:												
<p>Requested Action: Allow the Board of Directors an opportunity to monitor existing policies: Governance Process GP-11, Board Review of Internal Records; Governance Process GP-14, External Auditor Relationship; and Board-Staff Linkage BL-5, Unity of Control as part of the Board policy monitoring process.</p> <p>Summary: A schedule to monitor Board policies was agreed upon by the Policy Monitoring Ad Hoc Committee. Monitoring established policies creates a better understanding of the policies and gives the Board an opportunity to make corrections, additions, or changes, if necessary.</p> <p>Board Policy: <i>(Number & Title)</i> This monitoring supports GP-2 Governance Focus which states that the Board will direct, evaluate, and inspire the organization through the establishment of written policies which reflect the Board’s values.</p> <p>Benefits: Monitoring policies helps ensure the policies are current and in keeping with the current will of the Board.</p> <p>Cost/Budgeted: Included in budget.</p> <p>Alternatives: Not to review these policies at this time.</p> <p>Affected Parties: Board of Directors</p> <p>Coordination: Crystal Henderson, Special Assistant to the Board of Directors.</p> <p>Presenter: Heidi Sanborn, Policy Chair</p>												

Additional Links:

SUBJECT

Board Policy Monitoring: GP-11, GP-14, and BL-5

ITEM NO. *(FOR LEGAL USE ONLY)*

ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-11
Title: Board Review of Internal Records

Board members may review any record of SMUD at any time, so long as confidentiality requirements are followed.

Specifically:

- a) Board member requests to inspect SMUD records shall be forwarded to the CEO, who will provide the requested files for review on SMUD premises.
- b) No confidential or original documents shall be taken from SMUD premises except with the authorization of the CEO.
- c) Board members shall follow the same confidentiality requirements applicable to SMUD employees dealing with such files. SMUD employee personnel files will not be subject to Board review except as permitted by law.
- d) The Board Office shall maintain a log of all copies of documents requested by Board members. The log will be available for inspection by members of the public during working hours.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]

SMUD BOARD POLICY



Category: Governance Process
Policy No.: GP-14
Title: External Auditor Relationship

The Board is responsible for hiring SMUD's external auditor to perform the annual independent audit.

Specifically:

- a) The Board will make the choice of external auditor, based on input from staff and others it deems necessary to exercise prudent, independent judgment.
- b) After consulting with Board members, the Chair of the Finance and Audit Committee shall meet with the external auditor after the audit is complete. The meeting will be independent of staff. The Board member(s) will report their findings to the Board on a timely basis.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

August 21, 2008	Resolution No. 08-08-14	Date of Adoption.
March 17, 2020	Resolution No. 20-03-04	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]

SMUD BOARD POLICY



Category: Board-Staff Linkage
Policy No.: BL-5
Title: Unity of Control

Only decisions of the Board acting as a body are binding on the Chief Executive Officer and General Manager (CEO), the Chief Legal Officer and General Counsel, and the Internal Auditor.

Specifically:

- a) Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO, Chief Legal Officer and General Counsel or Internal Auditor except in instances when the Board has specifically authorized such exercise of authority.
- b) In the case of Board members or committees requesting information or assistance without Board authorization, the CEO, Chief Legal Officer and General Counsel or Internal Auditor must refuse such requests that require, in their opinion, a material amount of staff time or funds.
- c) Board members may communicate directly with SMUD employees or contractors. However, the Board as a body and the Board members will never give direction to persons who report directly or indirectly to the CEO, with the exception of the Chief Legal Officer and General Counsel, Internal Auditor and Special Assistant. If individual Board members are dissatisfied with the response they receive, they may seek a resolution by the Board.
- d) Board members may provide feedback about staff, but Board members will refrain from evaluating, either formally or informally, any staff.
- e) The Board as a body will refrain from evaluating, either formally or informally, any staff other than the CEO, the Chief Legal Officer and General Counsel, the Internal Auditor, and the Special Assistant.
- f) Board members will refrain from attending any staff meetings unless explicitly invited by the CEO, the Chief Legal Officer and General Counsel, or the Internal Auditor.

Monitoring Method: Board Report

Frequency: Annual

Versioning:

December 19, 2002	Resolution No. 02-12-14	Date of Adoption.
October 16, 2003	Resolution No. 03-10-14	Date of Revision.
June 15, 2006	Resolution No. 06-06-05	Date of Revision.
September 21, 2023	Resolution No. 23-09-02	Date of Revision.
June 20, 2024	Resolution No. 24-06-06	Date of Revision. [Current Policy]

SSS No.

BOD 2025-001

BOARD AGENDA ITEM
STAFFING SUMMARY SHEET

Committee Meeting & Date
POLICY - 2025
Board Meeting Date
N/A

TO					TO							
1.	Suresh Kotha				6.							
2.	Brandy Bolden				7.							
3.	Farres Everly				8.							
4.					9.	Legal						
5.					10.	CEO & General Manager						
Consent Calendar			Yes	X	No (If no, schedule a dry run presentation.)		Budgeted	X	Yes	No (If no, explain in Cost/Budgeted section.)		
FROM (IPR) Gregg Fishman / Crystal Henderson					DEPARTMENT Board Office					MAIL STOP B307	EXT. 5424	DATE SENT 12/20/24
NARRATIVE:												
<p>Requested Action: Enable the Board of Directors an opportunity to review the Board Work Plan.</p> <p>Summary: The Board President reviews the Board Work Plan to ensure agenda items support the work of the Board.</p> <p>Board Policy: This review of the Work Plan supports Governance Process GP-4, Board/Committee Work Plan and Agenda Planning, which states that the Board will develop each year a list of topics and issues that it wishes to explore in the coming years and maintain a work plan that will be regularly reviewed by the Board or a standing committee. Governance Process GP-6, Role of the Board President, states that the Board President shall ensure that the Board’s agendas meet the goals of the annual work plan. <i>(Number & Title)</i></p> <p>Benefits: Reviewing the Work Plan allows the Board members and Executive staff to make changes to the Work Plan and Parking Lot items as necessary.</p> <p>Cost/Budgeted: Included in the budget for internal labor.</p> <p>Alternatives: Not review the Work Plan at this time.</p> <p>Affected Parties: Board of Directors and Executive Office</p> <p>Coordination: Crystal Henderson, Special Assistant to the Board</p> <p>Presenter: Gregg Fishman, Board President</p>												

Additional Links:

SUBJECT	Board Work Plan	ITEM NO. (FOR LEGAL USE ONLY)
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ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.

SSS No.

BOD 2025-002

BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

Committee Meeting & Date
POLICY - 2025

Board Meeting Date
N/A

TO					TO							
1.	Brandy Bolden				6.							
2.	Farres Everly				7.							
3.	Suresh Kotha				8.							
4.					9.	Legal						
5.					10.	CEO & General Manager						
Consent Calendar			Yes	X	No (If no, schedule a dry run presentation.)		Budgeted	X	Yes	No (If no, explain in Cost/Budgeted section.)		
FROM (IPR) Heidi Sanborn / Crystal Henderson					DEPARTMENT Board Office					MAIL STOP B307	EXT. 5424	DATE SENT 12/20/24

NARRATIVE:

Requested Action:

A summary of directives is provided to staff during the committee meeting.

Summary:

The Board requested an ongoing opportunity to do a wrap up period at the end of each committee meeting to summarize various Board member suggestions and requests that were made at the meeting to make clear the will of the Board. The Policy Committee Chair will summarize Board member requests that come out of the committee presentations for this meeting.

Board Policy:

Governance Process GP-4, Board/Committee Work Plan and Agenda Planning states the Board will focus on the results the Board wants the organization to achieve.

Benefits:

Having an agendized opportunity to summarize the Board’s requests and suggestions that arise during the committee meeting will help clarify the will of the Board.

Cost/Budgeted:

Included in budget for internal labor.

Alternatives:

Not to summarize the Board’s request at this meeting.

Affected Parties:

Board of Directors, Board Office and Executive Office

Coordination:

Crystal Henderson, Special Assistant to the Board

Presenter:

Heidi Sanborn, Policy Committee Chair

Additional Links:

SUBJECT

Summary of Committee Direction – Policy Committee

ITEM NO. (FOR LEGAL USE ONLY)

ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.