

**HOLY CROSS ENERGY  
MEETING OF GOVERNANCE COMMITTEE**

**Board Room  
3799 Highway 82, Glenwood Springs, CO 81602**

**Wednesday, November 6, 2019  
1:00 p.m.**

1. Roll Call
2. Continuing review of Corporate Policies
  - a. Revisit 4.4 Communication Among Board Members
  - b. 4.5 Director Compensation and Expenses
  - c. 4.6 Voting and Elections
  - d. 4.7 Delegation of Authority to the President and Chief Executive Officer
  - e. 5.1 Capital Credits
  - f. 6.1 and addendum, Records Management
3. Review Member Complaint Process referred to in Corporate Policy 4.1, section 2.5 and located in the Tariffs, Rules and Regulations. Consider revisions to remove Board from a "judicial" type role.
4. Board Self-Assessment project. Larissa will engage BoardSource. Electronic survey document will be provided to seven Board members around December 1, results in early January with a full Board discussion at the Jan 15 regular Board meeting.
5. CEO performance review. Discussion of process, gathering Board comments, tabulation and presentation at the February 19 Board meeting
6. Board Vacancy
7. Ongoing"
  - a. Use of Holy Cross Logo
  - b. Access to Consumer information
  - c. Director timekeeping project through the end of November
  - d. New policies under development/consideration:
    - i. Roles of Board Committees
    - ii. Director duties, responsibilities, Standards of Conduct and Professional Development
    - iii. Relationship of Board and CEO (Corporate Policies 4.1 and 4.7)
    - iv. Board meeting processes and protocols

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Robert Gardner  
Committee Chair