

ADMINISTRATIVE COMMITTEE

I. OBJECTIVE

To study, advise and make recommendations to the President & Chief Executive Officer and Board concerning matters relating to the overall policy direction and management of GVEA.

II. POLICY

- A. The committee will include at least three directors appointed by the Chairman of the Board. The President & CEO or the President & CEO's designee will attend as the committee's staff assistant. The term of each member runs for one year, and thereafter until a successor is appointed.
- B. The committee will meet as needed. The President & CEO, in consultation with the committee chairman, or the committee chairman, in consultation with the President & CEO, may convene a meeting of the committee. A majority of the committee may also call a meeting of the committee. Dates of all committee meetings will be coordinated with the President & CEO or the President & CEO's designee to avoid conflict and to assure completion of any required staff study.
- C. The committee will have such powers and duties as are delegated to it by the Board in the Statement of Functions outlined below. The functions of the committee will be reviewed periodically by the Board to determine if revisions are needed or if the committee is still required.

III. STATEMENT OF FUNCTIONS

Unless performed by the whole Board, or a special committee, the Administrative Committee will perform the following functions:

- A. Appraise annually the performance of the President & CEO and report to the Board, by the March meeting, the results of such appraisal and recommend to the Board a salary adjustment when appropriate.
- B. Review in consultation with the President & CEO and GVEA's Vice President & General Counsel, GVEA's Bylaws and recommend to the Board any changes to meet current operating conditions.

- C. Review significant policy revisions or new policies recommended by the President & CEO for which there is no appropriate committee to which to refer such policies, and make recommendations to the Board.
- D. Review annually in November, in consultation with the President & CEO, any proposed revisions in GVEA's Wage and Salary Administration, Policy 3.2, and Non-bargaining Employee Benefits, Policy 3.6, and make appropriate recommendations to the Board.
- E. Review annually GVEA's strategic initiatives, corporate balanced scorecard and long-range plans as recommended by the President & CEO and make appropriate recommendations to the Board.
- F. Review relations with Rural Utilities Service (RUS), Cooperative Finance Corporation (CFC), Alaska Power Association (APA), Regulatory Commission of Alaska (RCA), the National Rural Electric Cooperative Association (NRECA), and other organizations as appropriate and recommend to the President & CEO any changes which can be made in these relations and report to the Board concerning the results of such review.
- G. Review in conjunction with the annual Board review the status and plans for the education and development of directors, and make appropriate recommendations to the Board.
- H. Periodically review the Board policy and practices on fees and expenses of directors and make appropriate recommendations to the Board.
- I. Review annually during the President & CEO's review, the President's assessment of the promotability of Division Vice Presidents and their direct reports.
- J. Upon specific request by the Board, review major contracts, agreements and bids which require Board approval and make appropriate recommendations to the Board.
- K. Serve the Board in such other areas as may be specifically assigned to it by the Board in consultation with the Administrative Committee Chairman.

IV. RESPONSIBILITY

- A. The Chairman of the Board will be responsible for the committee's compliance with this policy.

- B. The committee chairman will be responsible for reporting to the Board at the next regular Board meeting following a committee meeting.
- C. The President & CEO will be responsible for making recommendations to the committee.
- D. The President & CEO will be responsible for preparing the agenda and recording minutes of committee meetings.

ADOPTED: April 15, 1987

AMENDED: June 26, 2017