

# Board Meeting Minutes—197th Meeting

April 6, 2022

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**Board members present** Elee Jen (arrived at 1:00), Erik Andersson, Henry Lorenzen, Peter Therkelsen, Roland Risser, Silvia Tanner (arrived at 1:00), Susan Brodahl (out from 11:30-2:35), Janine Benner (Oregon Department of Energy special advisor), Letha Tawney (Oregon Public Utility Commission ex officio)

**Board members absent:** Alexia Kelly, Anne Haworth Root, Eric Hayes,-Ernesto Fonseca, Melissa Cribbins

**Staff attending:** Amanda Potter, Amanda Thompson, Amber Cole, Betsy Kauffman, Cameron Mathews, Cheryle Easton, Dave McClelland, Dave Moldal, Debbie Menashe, Elaine Dado, Elizabeth Fox, Fred Gordon, Hannah Cruz, Jay Ward, Jeni Hall, Kate Wellington, Lizzie Rubado, Michelle Spampinato, Michael Colgrove, Pati Presnail, Quinn Cherf, Steve Lacey, Thad Roth, Tracy Scott, Tyrone Henry

**Others attending:** Alan Meyer, Anna Kim (Oregon Public Utility Commission), Brian Lynch (AESC-Inc.), Brooke Landon (CLEAResult), Delaney Ralph (NW Natural Gas), Jack Strother-Blood (Moss Adams), Jake Wise (PGE), Lisa McGarity (Avista Corporation), Lori Blattner (Cascade Natural Gas Corporation), Ross Finney (RHT Energy), Scott Simpson (Moss Adams), Susan Badger Jones (Diversity Advisory Council), Wendy Campos (Moss Adams)

## Business Meeting

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Without a quorum present, President Henry Lorenzen called the meeting to order at 10:03 a.m. President Lorenzen expected additional board members later in the meeting and action items were postponed until that time. He also reminded board members of their ability to request moving items from the consent agenda to the regular agenda, described the public meeting process, and outlined the Zoom process for public comments and presentations for meeting participants and members of the public in attendance.

## General Public Comments

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Michael Colgrove read a letter submitted from the three natural gas companies that provide funding to Energy Trust for energy efficiency services: Cascade Natural Gas, Northwest Natural Gas, and Avista regarding fuel switching considerations and Energy Trust's board policy on fuel neutrality. Energy Trust has received stakeholder input urging Energy Trust's board to reconsider its policy on fuel neutrality. The companies' letter expressed support for Energy Trust's current policy as well their strong commitment to reducing greenhouse gas reductions consistent with Governor Kate Brown's Executive Order 20-04. A copy of the letter is attached to the minutes.

No other public comment.

## President's Report

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Henry Lorenzen reinforced and emphasized the board's strong support for Energy Trust's evaluation function. As a result of the board's structure work in 2021, Energy Trust staff has constituted a new "Evaluation Advisory Group." For this group, staff has gathered a group of expert advisors along with additional members from partner organizations to Energy Trust: Jennifer Light of Northwest Power & Conservation Council, Anna Kim of Oregon Public Utility Commission (OPUC), Amy Webb of Northwest Energy Efficiency Alliance, and Andy Cameron of Oregon Department of Energy Trust. Michael Colgrove expressed his strong support for the group convened. Energy Trust staff expect rigorous discussion of Energy Trust's program and process evaluations. In addition, under the new structure, public webinars will be made available regarding evaluation results. Evaluation staff will also make periodic reports to the full board on the Evaluation Advisory Group discussions and significant

evaluation reports. Mike expressed gratitude for the board's structure work which gave staff a great opportunity to rethink the evaluation reporting processes to be more transparent and meaningful to the board and stakeholders. Evaluation staff plans to make a first report to the board at its July meeting. Henry expressed his appreciation for staff's work.

## **Executive Director Report**

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### ***Chief Financial Officer search update***

Michael Colgrove provided an update on the search and hiring process for a new chief financial officer to replace Pati Presnail, Energy Trust's Director of Finance, who is retiring. The search process has been a good one with a number of excellent candidates. Mike reported that he is in the process of making an offer to an excellent candidate with experience in our industry.

### ***Workplace of the Future update***

Mike then described Energy Trust's efforts to support a fully flexible hybrid workplace for the future. Beginning in May, Energy Trust staff will participate in a "learning lab" to test approaches for a workplace that takes good lessons learned from remote and virtual work during the pandemic and tests approaches that work over the long term for working in a more decentralized way on a regular basis. Board members asked questions regarding the learning lab and complimented Mike and staff for undertaking this work which is critical to tackle at this time.

Board members requested that Mike provide information about what is learned along the way, and Mike promised to provide ongoing updates and information.

### ***Future Board Meeting Schedule***

Mike then discussed plans for future board meeting schedules and formats. He noted that the May board meeting and workshop will be virtual and conducted on Zoom. At those meetings, board members will receive the annual update on the current strategic plan, including results on DEI goals for the year. In addition, the board will discuss strategic direction for the organization for 2023. This discussion will provide the foundation for staff's 2023 business and budget planning work, such work to begin in June.

With regard to board meetings beyond May, Mike reported that the July meeting will be held in Hood River in person, and the October and December board meetings are both being planned as in-person meetings in the Portland office, with remote options for those who are not able to attend in person.

## **Oregon Public Utility Commission Report on Energy Trust 2022 Performance Measures**

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Henry Lorenzen then introduced Anna Kim, OPUC liaison to Energy Trust, for a presentation about the OPUC 2022 Energy Trust Performance Measures. Anna explained that the OPUC adopts performance measures each year for Energy Trust in accordance with the Grant Agreement between Energy Trust and the OPUC. These measures enable the OPUC to monitor Energy Trust's performance and ensure Grant Agreement accountability.

For 2022, there are ten categories of performance measures:

1. Electric Energy Efficiency
2. Natural Gas Energy Efficiency
3. Renewable Energy
4. Financial Integrity
5. Program Delivery Efficiency
6. Staffing
7. Customer Satisfaction
8. Benefit/Cost Ratios
9. NEEA and Market Transformation

## 10. Diversity, Equity, and Inclusion

Anna then explained that HB 3141, passed by the Oregon Legislature in 2021, adds new areas of focus for Energy Trust and the OPUC. Specifically, the new law adds new focus areas for renewable energy programs, for budget development with Energy Trust's funding utilities, and for the development of new equity metrics. OPUC will begin developing equity metrics through a public stakeholder process beginning in July.

Board members discussed Anna's presentation. OPUC Commissioner Letha Tawney, ex officio Energy Trust board member, reinforced that the performance measures Anna described are an important way the OPUC communicates its expectations of Energy Trust. They also document how Energy Trust staff and the OPUC are aligned. Board members expressed appreciation for the measures and asked about considerations for their development and the public processes through which the performance measures are developed and set. Anna answered their questions.

Under 3141 OPUC is required to develop equity metrics for Energy Trust, and those are to be developed in a facilitated public process over the rest of the year.

Henry expressed his hope that Anna's presentation gave board members a general sense of the Energy Trust and OPUC relationship and thanked Anna and Letha for their comments. In the future, Henry plans to invite utility representatives for similar presentations to the board.

## **2022 Legislative Session Update** (Hannah Cruz, Jay Ward, 30 minutes)

Senior Stakeholder Relations and Policy Managers Hannah Cruz and Jay Ward presented information on the conclusion of the 2022 Oregon legislative session.

The short session was primarily focused on nonenergy matters like COVID recovery, surplus budget, and extreme temperatures.

Of relevance to Energy Trust was the passage of SB 1536 which provides funding for several programs among several agencies focused on cooling and installation of heat pump technology. In one section of SB 1536, \$2 million is identified for ODOE to grant to Energy Trust for the creation of "community cooling spaces" in multifamily properties.

Board members asked questions regarding Energy Trust's plans to coordinate with the various agencies on the new opportunities in SB 1536, and Hannah and Jay explained the organization's ongoing communications and coordination with all of the agencies named in and funded by the bill.

Other bills of interest from the 2022 session are SB 1518, which established a task force to examine how energy efficiency and other benefits are considered in building codes. Hannah reported that Energy Trust has been asked to present on its programs and incentives at the next meeting of the task force.

In addition, HB 4037 is an environmental justice bill that would establish a statewide map to identify where high levels of pollution and climate burden exist. This map will help agencies locate and prioritize communities most vulnerable to climate crises like wildfire for funding and program support. Energy Trust will track the development of this map to inform its programs.

Jay Ward noted that there is significant turnover among lawmakers in the Oregon legislature. It is expected that by end of next session, fully half of the lawmakers in the legislature will have been in office less than two full sessions. Jay and Hannah continue to monitor the legislature and upcoming administrative rulemaking.

Board members complimented Hannah and Jay on their presentation, noting that continued productive coordination between Energy Trust and state agencies.

**President Henry Lorenzen suspended the meeting for lunch at 11:18 and reconvened the meeting at 1:00 pm**

**General Public Comments**

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There were no public comments.

**Finance & Audit Committee**

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***Presentation and review of results from 2021 Financial Audit by Moss Adams (Jack Strother-Blood, Scott Simpson, Ashley Osten & Wendy Campos)***

Scott Simpson of Moss Adams introduced himself to the board and noted that he had recently made a full presentation of the 2021 Financial Audit to the board's Finance & Audit Committee. Scott then provided a summary and highlights to the full board:

1. Energy Trust received an unmodified audit opinion determination.
2. Energy Trust staff was always responsive to auditor requests, and this is exactly the way an audit should go.
3. There were no significant adjustments, and the audit team did not find any uncorrected items in the financial statements or records.
4. There were no disagreements whatsoever with management.
5. The audit team did not find any deficiencies in internal controls, material or less severe. No suggestions for improvements were identified. Scott noted that previous years' suggestions had been incorporated, and that was great to see.

Scott expressed his appreciation for Pati Presnail, Michelle Spampinato and the entire Finance team for their support and the resulting great report.

Board members thanked the Moss Adams team and asked a number of questions, including whether there were any concerns given Pati Presnail's upcoming retirement. Scott answered that the audit team believes that the Finance group is well poised for the future, with documentation and institutional knowledge in the full staff.

Wendy Campos of Moss Adams then updated the board on the non-profit tax compliance issues Moss Adams is seeing generally. These include the impact of COVID on IRS systems and staffing, worker classification, and an uptick on audits on unrelated business income, operational requirements, and employment tax issues.

Wendy then shared resources for board members: Association of Governing Boards [www.agb.org](http://www.agb.org). AICPA [www.aicpa.org/interestareas/notforprofit](http://www.aicpa.org/interestareas/notforprofit), Boardsource, [www.boardsource.org](http://www.boardsource.org).

**Adjourn to Executive Session**

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The board then adjourned to executive session under bylaw 3.19.1 at approximately 1:20 for board members to meet with the auditors. The board returned at 1:27 and noted that the 2021 Financial Audit had been presented and reviewed by them in the public board meeting and in executive session. Board members expressed their great appreciation for Energy Trust's Finance team for their work resulting in such a positive audit report.

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## Committee Reports

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### ***Compensation & Human Resources Committee (Erik Andersson)***

Erik Andersson, chair of the Compensation & HR Committee referred the board to the board packet committee notes for its February meeting. He also noted that the committee met in March to discuss market information on executive director compensation.

### ***Nominating & Governance Committee (Roland Risser)***

Roland Risser, chair of the Nominating & Governance Committee, reported that the committee had reviewed the director vacancy notice prior to its distribution.

He also reported that the committee had reviewed proposed changes to the bylaws; these proposed changes reflect new focus areas for Energy Trust that have emerged out of HB 3141 and the structural changes that emerged out of the board's work in 2021. The Nominating & Governance Committee recommended that the bylaw changes be approved by the board. Roland requested that the resolution approving such changes be presented to the board for a vote when a quorum was present at the meeting.

Roland then reported that the committee would begin tackling board norms next as it continues to work through the board's policies.

### ***Ad hoc Diversity Equity and Inclusion Committee***

Cheryle Easton, staff liaison to the ad hoc Diversity Equity and Inclusion Committee, reported that the committee discussed its meeting schedule and its plans to interview two finalist consultants for DEI consulting to the board.

### ***Diversity Advisory Council (DAC)***

Tyrone Henry, Energy Trust DEI Lead, reported on the March DAC meeting. Board members suggested ways in which communities, tribes, federal and state agencies, and economic development organizations can continue to coordinate with Energy Trust to advance its DEI efforts.

### ***Renewable Energy Advisory Council***

Betsy Kauffman, Renewable Sector Lead, reported on the February RAC. At that meeting, the council discussed the new definitions and guidance for program focus on low-to-moderate income customers and distribution system connected technologies. In addition, RAC members discussed ideas for an open application process for RAC membership. This process is intended to help with promote a diversity of voices and technical expertise on the council. The council also received information a new City of Beaverton hydro project.

At 2:35 p.m. Susan Brodahl joined the meeting, and a quorum was then present.

### ***Finance & Audit Committee (Susan Brodahl)***

Susan Brodahl, chair of the Finance & Audit Committee reported on the committee's last meeting. At that meeting, committee members discussed their preferences for ways in which staff should present annual results on the Strategic Plan. Instead of presenting the dashboard of metrics and results, committee members propose instead that the board presentation be grounded in the Energy Trust Annual Report Strategic Plan appendix. The committee then discussed ideas on how these results should be presented to the board. Susan asked board members present to provide their thoughts on this topic.

After a robust discussion on various approaches, board members expressed interest in a presentation that highlights areas where there are challenges or issues, with a deeper explanation of how staff understands and plans to address those challenges or issues.

At this point in the meeting, a quorum of the board was present, and President Henry Lorenzen asked for consideration of the Consent Agenda and other action items.

### **Consent Agenda**

*The consent agenda may be approved by a single motion, second and vote of the board. Any item on the consent agenda will be moved to the regular agenda upon the request from any member of the board.*

#### **MOTION: Approve consent agenda**

Consent agenda includes:

- February 23, 2022, Board Meeting Minutes
- February 24, 2022, Board Workshop Minutes
- February 24, 2022, Board Orientation Minutes
- Approve Committee and Advisory Council Appointments R#968

Moved by: Roland Risser

Seconded by: Erik Andersson

Vote: In favor: 7

Abstained:0

Opposed: 0

**RESOLUTION R968**  
**BOARD COMMITTEE APPOINTMENTS**  
*(REPLACES RESOLUTIONS R964)*

**WHEREAS:**

1. Energy Trust's board is authorized to appoint by resolution committees to carry out the Board's business.
2. The board President has nominated new directors to serve on the following committees.

**IT IS THEREFORE RESOLVED:**

1. This resolution replaces Resolution R964 adopted by the board at its April 6, 2022, meeting.
2. That the Board of Directors hereby appoints the following directors to the following committees for terms that will continue until a subsequent resolution changing committee appointments is adopted:

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| <b>Compensation &amp; Human Resources Committee</b> |
| <b>Erik Andersson, Chair</b>                        |
| <b>Elee Jen</b>                                     |
| <b>Eric Hayes</b>                                   |
| <b>Ernesto Fonseca</b>                              |
| <b>Henry Lorenzen (ex officio)</b>                  |
| <b>Amanda Sales, staff liaison</b>                  |
| <b>Finance &amp; Audit Committee</b>                |
| <b>Susan Brodahl, Chair</b>                         |
| <b>Anne Haworth Root</b>                            |
| <b>Peter Therkelsen</b>                             |
| <b>Silvia Tanner</b>                                |
| <b>Karen Ward (outside expert)</b>                  |
| <b>Henry Lorenzen (ex officio)</b>                  |
| <b>Pati Presnail, staff liaison</b>                 |

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| <b>Nomination &amp; Governance Committee</b>  |
| <b>Roland Risser, Chair</b>   |
| <b>Alexia Kelly</b>   |
| <b>Anne Haworth Root</b>  |
| <b>Melissa Cribbins</b>   |
| <b>Janine Benner, (ODOE ex officio)</b>   |
| <b>Letha Tawney (OPUC ex officio)</b>   |
| <b>Henry Lorenzen (ex officio)</b>  |
| <b>Debbie Menashe, staff liaison</b>  |
| <b>Greg Stokes, staff subject matter expert support</b>                             |
| <b>Ad hoc Board Diversity Equity and Inclusion Committee</b>                        |
| <b>Melissa Cribbins, Chair</b>  |
| <b>Elee Jen</b>   |
| <b>Eric Hayes</b>   |
| <b>Susan Brodahl</b>  |
| <b>Ruchi Sadhir for Janine Benner (ODOE, ex officio)</b>                            |
| <b>Huong Tran, Diversity Advisory Council subject matter expert support</b>         |
| <b>Susan Badger-Jones, Diversity Advisory Council subject matter expert support</b> |
| <b>Henry Lorenzen (ex officio)</b>  |
| <b>Cheryle Easton, staff liaison</b>  |
| <b>Tyrone Henry, staff subject matter expert support</b>                            |

**3. The executive director, chief legal officer or chief financial officer are authorized to sign routine 401(k) administrative documents on behalf of the board, or other documents if authorized by the Compensation & Human Resources Committee.**

The board also acknowledges that the following board members have committed to attend advisory council meetings:

- a. Conservation Advisory Council: Peter Therkelsen
- b. Renewable Energy Advisory Council: Alexia Kelly, Elee Jen, Susan Brodahl
- c. Diversity Advisory Council: Melissa Cribbins, Ruchi Sadhir for Janine Benner (Oregon Department of Energy, ex officio)

Moved by: Roland Risser

Seconded by: Erik Andersson

Vote: In favor: 7

Abstained:0

Opposed: 0



**ATTACHMENT  
BYLAWS  
OF  
ENERGY TRUST OF OREGON, INC.**

**SECTION 1  
NAME**

The name of the Corporation is Energy Trust of Oregon, Inc., an Oregon nonprofit corporation.

**SECTION 2  
PURPOSE AND POWERS**

2.1 Purpose. The Corporation is organized and shall be operated to plan for and pursue cost-effective energy efficiency resources and renewable energy resources and distribution system-connected technologies for certain utility customers and such other purposes as are not contrary to the law.

2.2 Powers. Subject to the foregoing purposes and the requirements of Internal Revenue Code section 501(c)(3), the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act (the "Act").

**SECTION 3  
DIRECTORS**

3.1 Powers. The board of directors shall manage the business and affairs of the Corporation and exercise or direct the exercise of all corporate powers.

3.2 Number. The number of voting directors may vary between a minimum of five (5) and a maximum of thirteen (13), the exact number to be fixed from time to time by resolution of the board of directors. Additionally, the Oregon Public Utility Commission shall be entitled to appoint one "ex officio" member of the board of directors, which member shall have no vote but shall otherwise be afforded all the courtesies and rights of a member of the board of directors.

3.3 Election and Term of Office. Directors may be elected at any meeting of the board of directors by a majority vote of the directors then in office. Directors shall serve rotating three (3) year terms, so that no more than one-third (1/3) of the directors then in office have terms expiring in any year. Upon the expiration of their three (3) year term (except in the case of initial directors, whose terms may be shorter than three (3) years), directors' terms shall effectively end at the later of: (a) the next annual meeting of the board of directors following expiration of their term, or (b) when their successors have been elected and take office. Directors may serve for successive terms.

3.4 Resignation. Any director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary. Upon the resignation of any designated director, the body who appoints or elects that director shall be immediately notified in writing by the Secretary of such resignation and a request shall be made for said director's immediate replacement.

3.5 Removal. Directors may be removed at any time, **with cause**, by the affirmative vote of seventy percent (70%) of the directors then in office, at any annual or regular meeting of the board of directors specifically called for that purpose. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the director or directors involved. At

any meeting of the directors called for the purpose of removing any director(s), said meeting notice shall specify that the meeting is called for the purpose of considering the removal and any director who is the subject of any such removal proceeding shall be afforded adequate opportunity to respond, in writing and/or by oral presentation, to any charges or allegations made in connection therewith.

3.6 Vacancies. Any vacancy occurring in the board of directors for any reason, including a vacancy resulting from the removal of a director or an increase in the number of directors, shall be filled by the approval of a majority of the directors then in office.

3.7 Compensation. Directors shall not receive compensation for their services. A director may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors.

3.8 Public Meetings. All duly called meetings of the board of directors shall be open to the public, except executive sessions and committees.

3.9 Annual Meetings. The annual meeting of the board of directors shall be held at a date, time, and place determined by the board of directors.

3.10 Regular Meetings. The board of directors may from time to time establish or call monthly or other regular meetings of the board, the specific date, time, and place to be determined by the board of directors.

3.11 Special Meetings. Special meetings of the board of directors may be called by the President or by any two directors.

3.12 Notice of Meetings. Written notice of the annual meeting of the board of directors shall be given at least 30 days before the meeting; written notice of any regular meeting shall be given at least ten days before the meeting; and, written notice of a special meeting shall be given at least 48 hours before the meeting. The notice shall in each case specify the date, time, and place of the meeting, and notice shall be sufficient if emailed at the required time or if mailed not less than five days before the required time. Emailed notices shall be directed to the director's email address shown on the corporate records as provided by each director and shall be effective as of the date and time sent to such address. Mailed notices shall be directed to the director's address shown on the corporate records or to the director's actual address ascertained by the person giving notice, by United States mail, postage prepaid and shall be effective as of the postmarked date of the mailed notice. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the board of directors need be specified in the notice. Interested parties who are registered with the Corporation shall also be provided with notice of board of director meetings, on the same schedule as above.

3.13 Waiver of Notice. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.14 Action Without a Meeting. Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is approved by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

3.15 Meeting by Telephone or Virtual Conference. The board of directors may hold a meeting by conference telephone, virtual platform, or similar means of which all persons participating in

the meeting can speak and hear each other. Participation in such meeting shall constitute presence in person at the meeting.

3.16 Quorum; Majority Vote. Unless otherwise provided in these bylaws or in the Articles of Incorporation, a majority of the number of directors in office at the time of a meeting of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless a different number is required by law, the Articles of Incorporation, or these bylaws. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

3.17 Presumption of Assent. A director who is present at any meeting of the board of directors shall be presumed to have assented to all actions taken at that meeting unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file, with the person acting as the secretary of the meeting, his or her written dissent to the action before adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of the action.

3.18 Special Board Advisor. There shall be a position named Oregon Department of Energy (ODOE), Special Board Advisor. The ODOE Special Board Advisor shall be entitled to provide a separate report at any regularly scheduled Energy Trust board meeting, to receive all directors' packet material (less confidential material), and to sit with the board during its regular public meeting sessions and strategic planning sessions, and comment on agenda items as the special advisor deems appropriate. The ODOE Special Board Advisor shall have no vote. The ODOE Special Board Advisor shall be appointed by the Director of the Oregon Department of Energy.

3.19 Executive Sessions: Executive sessions of the board of directors may be held at the request of the President or at the request of four board members, for the consideration but not decision of the following matters:

3.19.1 internal personnel matters

3.19.2 participation in litigation, mediation or negotiations to settle a dispute; or discussions with counsel regarding potential litigation affecting a corporate choice of action

3.19.3 trade secrets, proprietary or other confidential commercial or financial information; or

3.19.4 information regarding negotiations whose disclosure would likely frustrate corporate purposes.

3.20 Notification: Whenever a matter is proposed for consideration in an executive session of the board, the meeting notice shall state the grounds for the executive session.

3.21 Movement of executive session matters to open meeting: During an executive session, any director may request that the matter under discussion be moved into an open meeting. Upon receiving such request, the chair will poll the directors present in the executive session. If a majority agree to move the matter into an open meeting, the chair will conclude the discussion and schedule the matter for consideration at the next open meeting of the board.

## **SECTION 4 OFFICERS**

4.1 Designation. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and an Executive Director. Such other officers as may be

deemed necessary may be elected by the board of directors and shall have such powers and duties as may be prescribed by the board. The same individual may hold two or more offices.

4.2 Election and Term of Office. Officers of the Corporation other than the Executive Director shall be elected annually by the board of directors at the annual meeting of the board of directors. Each officer so elected shall hold office until a successor is duly elected or until the officer's resignation, death or removal.

4.3 Resignation. An officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The board of directors may reject any postdated rejection by notice in writing to the resigning officer.

4.4 Removal. The board of directors may remove any officer (other than the Executive Director, whose tenure, salary and other terms of employment shall be governed by their employment agreement), with or without cause, by vote of the directors then in office, at any meeting of the board of directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the board of directors for the unexpired portion of the term.

4.6 President. The President shall preside at all meetings of the board of directors. The President shall have such other powers and duties as may be prescribed by the board of directors. The President shall also be a nonvoting ex officio member of any committee established pursuant to Section 5.

4.7 Vice President. The Vice President(s) shall perform such duties as the board of directors shall prescribe. In the absence or disability of the President, the President's duties and powers shall be performed and exercised by the Vice Presidents.

4.8 Secretary. The Secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the board of directors and any committees of the board of directors and shall have custody of the minute books and other records pertaining to corporate business. The Secretary shall give or cause to be given such notice of the meetings of the board of directors as is required by the bylaws. The Secretary shall be responsible for authenticating resolutions and other records of the corporation. The Secretary shall perform such other duties as may be prescribed by the board of directors.

4.9 Treasurer. The Treasurer shall supervise and monitor the finances of the Corporation, keep and cause to be prepared correct and complete books and records of account of the Corporation, and perform such other tasks as requested by the board of directors.

4.10 Executive Director. The Executive Director shall: (a) serve at the pleasure of the board; (b) execute contracts, agreements and other instruments consistent with the policies and directions of the board of directors; and (c) subject to board policies and resolutions, act as the Corporation's principal executive officer with general supervision, direction and control of the business and affairs of the Corporation.

## **SECTION 5 COMMITTEES**

5.1 Creation. The board of directors shall, by resolution adopted by a majority of the directors then in office, designate and appoint an Audit Committee. The board of directors may, by

resolution adopted by a majority of the directors then in office, designate and appoint an Executive Committee and such other committees as may be deemed appropriate

5.2 Authority. Each committee appointed by the board of directors shall have and may exercise such powers and authority as may be conferred by the board of directors, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the Articles of Incorporation, (b) elect, appoint, or remove any director or officer, or (c) approve the Corporation's dissolution or merger, or any sale, lease, pledge, or transfer of all or substantially all of the Corporation's assets other than in the usual and regular course of the Corporation's business. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law. The board of directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the Executive Committee and any other committee.

5.3 Audit Committee. Each calendar year, annual financial statements shall be prepared in accordance with generally accepted accounting principles, uniformly applied, audited by an outside independent certified public accountant, and presented to the Audit Committee for review. The Audit Committee may also exercise such other powers and authority as may be conferred by the board of directors consistent with these bylaws.

5.4 Executive Committee. An Executive Committee, if formed, shall consist of the President and at least two other directors, and the President shall act as chairman of the committee. Between meetings of the board of directors, the Executive Committee may, subject to such limitations as may be imposed by resolution of the board of directors or applicable law, have and exercise all the power and authority of the board of directors in the management of the Corporation.

5.5 Other Committees. All other committees shall consist of at least two directors. The President shall be a nonvoting ex officio member of all other committees.

5.6 Advisory Councils on Conservation, Diversity, and Renewable Resources. The board of directors shall create separate advisory councils for (a) conservation, (b) diversity, equity, and inclusion, and (c) renewable resources, to provide advice and resources to support the Corporation. The role of such advisory councils shall be, among other things, to advise the board of directors and the President in the development of a strategic plan and to advise the Corporation's staff with implementing key elements of the strategic plan, according to guidelines to be established by the board of directors.

5.7 Meetings. Members of committees shall meet at the call of the chair of the committee at such place as the chair shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a written report to the board of directors of its actions. Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing setting forth the specific action taken and signed by all members of the committee entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

5.8 Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee shall require a majority vote of the quorum present at the meeting.

## **SECTION 6 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

6.1 Generally. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that

such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability includes reasonable attorneys fees and expenses, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

6.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

6.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

6.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors shall select special legal counsel to determine whether indemnification is proper.

6.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

6.6 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the board of directors without reference to the director or officer's financial ability to make repayment.

6.7 Insurance. The board of directors shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the

Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

## **SECTION 7 CONTRACTS, LOANS, CHECKS AND DEPOSITS**

7.1 Contracts. The board of directors may authorize any officer or officers, employees, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specified instances.

7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

7.4 Deposits. All funds of the Corporation not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

7.5 Electronic Signatures. Contracts and agreements of the Corporation, and endorsements, renewals, and amendments of the same, may be authenticated by electronic signature of a duly authorized officer of the Corporation in lieu of a hard-copy signature of such officer. The validity of any such contract or agreement shall not be affected in the event that the delivery of such document occurs after the officer whose electronic signature appears is no longer serving as an officer of the Corporation by reason of death or any other cause.

## **SECTION 8 CODE OF ETHICS**

8.1 Generally. Officers, directors and staff of the Corporation shall at all times be mindful of their responsibilities to the Corporation to conduct its business fairly and honestly, and avoid personal financial activities that might compromise or reasonably create the appearance of compromising the Corporation.

8.2 Conflicts Disclosure. Annually, all officers, directors and non-administrative staff shall disclose in writing to the Corporation's chief legal counsel, on such forms and in such formats as shall be established by the directors, any relationships that may be deemed a "direct or indirect conflict of interest," as defined in section 65.361 of the Act, as may be amended and interpreted from time to time.

8.3 Review of Unusual Transactions. The board or a committee designated by the board shall review policies and procedures with respect to transactions between the Corporation and its officers, directors, or affiliates of officers or directors, or transactions that are not a normal part of the Corporation's business.

8.4 Executive Director. The Executive Director shall ensure full, fair, accurate, timely and understandable disclosure in the Corporation's required periodic reports and compliance with applicable governmental rules and regulations.

8.5 Reporting Concerns. Any person who is concerned that a violation of this code of ethics has occurred may report such concern to a person or firm to be determined by the board.

**SECTION 9  
AMENDMENT**

The board of directors may amend or repeal these bylaws or adopt new bylaws by the affirmative vote of more than seventy percent of the directors then in office, at any meeting of the board of directors called for that purpose. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the bylaws and shall contain a copy or summary of the proposed amendment.

The foregoing bylaws were duly adopted by the board of directors on the 31st day of March, 2001, revised on the 30th day of April, 2003, the 4th day of February, 2004, the 8th day of September, 2004, the 3rdth day of November, 2004, the 6th day of April, 2005, the 14th day of December, 2005, the 9th day of April, 2008, and the 20th day of February, 2019.

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Mark Kendall, Secretary

**Board Discussion**

Board members discussed the meeting structure and made suggestions for future guest presentations, including from the Northwest Power and Conservation Council, utility executives and researchers involved in the growing body of work on energy policy, equity, and housing.

**Adjourn**

Henry thanked board members for their contributions and adjourned the meeting at 3:24 pm

**The next regular meeting of the Energy Trust Board of Directors** will be held Wednesday, May 18, 2022, virtually on Zoom at 10:00 a.m.

DocuSigned by:  
*Eric Hayes*  
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\_\_\_\_\_  
Signed: Eric Hayes, Secretary

7/13/2022 / \_\_\_\_\_  
Date