



# Board Orientation Agenda

This meeting may be recorded and photographed.

Monday, June 23, 2025

**TIME:** 12:00 – 5:00 (PT)  
**LOCATION:** Davenport Grand, Spokane, WA  
Webinar  
**ATTENDEES:** Board Members, NEEA Staff  
**WEBINAR:**

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## Orientation Objectives:

1. To gain enhanced understanding of Market Transformation and how to support this work as a Board member.
2. To gain a shared understanding of the responsibilities of Board members and Board Officers as well as NEEA staff responsibilities.
3. To provide a venue to ask questions about governance, process and NEEA's purpose.
4. To provide a forum to know other board members outside of the Board meeting.

## Agenda

12:00 – 12:30	<b>Arrivals and Lunch</b>
12:30 – 1:15 pm	<b>Introductions and Agenda Review</b> (Jamae Hilliard Creecy, Becca Yates) <ol style="list-style-type: none"> <li>1. Overview of packet and agenda, review objectives and desired outcomes (Jamae Hilliard Creecy)</li> <li>2. Review NEEA Board Norms (Gilbert Archuleta)</li> <li>3. Exercise: Board Members orientation objectives – what do you hope to learn? (Jamae Hilliard Creecy)</li> <li>4. Board Member Skills Assessment (Jamae Hilliard Creecy, Becca Yates)</li> </ol> <p><i><b>Desired Outcome:</b> Get to know each other, align on meeting objectives for the orientation</i></p>
1:15 – 2:15 pm	<b>NEEA's Business Model and Approach to Market Transformation</b> (Board Members & NEEA staff) <ol style="list-style-type: none"> <li>1. NEEA's Organizational Statements (Becca Yates)</li> <li>2. Market Transformation Moments (NEEA staff)</li> <li>3. Co-created value: The role of the alliance and what value this brings to the region (Board members and staff)</li> <li>4. How does NEEA's MT model differ from others out there? (NEEA staff)</li> </ol> <p><i><b>Desired Outcome:</b> Understand alliance business model</i></p>
2:15 – 2:30 pm	<b>BREAK</b>

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2:30 – 3:30 pm

**Understanding Bylaws, Board Member Roles & Responsibilities, Board Norms, Governance and Stakeholder Committee Structures,** (Jamae Hilliard Creecy, Gilbert Archuleta, Becca Yates, Jim Underwood)

1. Introduction of Board Officers and Committee Leadership (Jamae Hilliard Creecy)
2. Board Member roles & responsibilities (Jamae Hilliard Creecy)
3. Understanding nonprofit Board Member duties and legal obligations (Jim Underwood)
4. Board officer responsibilities (Gilbert Archuleta)
5. Board Committee Structure (Gilbert Archuleta)
6. Board agreements on decision-making (Gilbert Archuleta)
7. Navigating disagreements (Kyle Roadman, Danie Williams)
8. Board mentorship program (Becca Yates)
9. Board Committee role in decision making, (Becca Yates)
10. NEEA stakeholder committee structure (Becca Yates)
11. Bylaws/Policies/Guidelines/Charters: guide to the NEEA Board Manual (Becca Yates)

***Desired Outcome:*** Understand Board governance, Board Member and NEEA staff roles & responsibilities, Board norms, and advisory and stakeholder collaboration approach

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3:30 – 4:15 pm

**Business Processes and Financials** (Kyle Roadman, NEEA staff)

1. Key processes to help manage to NEEA's 5-year business plan (Becca Yates)
2. New Strategic Opportunity Screening and Review Guidelines (Jeff Harris)
3. Alliance metrics, Initiative Lifecycle, Portfolio Management (Becky Walker)
4. NEEA financials (Kyle Roadman, Kyle Burchard)

***Desired Outcome:*** Understand and know how to interpret alliance success metrics and financial reporting

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4:15 – 4:30 pm

**Q&A and Discussion, Wrap Up and Next Steps**

Exercise:

1. Review the list of Board Member objectives established at the beginning and identify ones for follow up (Jamae Hilliard Creecy)
  2. Identify list of Board learning objectives for follow up at future board engagements (Jamae Hilliard Creecy and Becca Yates)
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4:30 pm

**Adjourn Board Orientation** (Jamae Hilliard Creecy)

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## Board Member Roles & Responsibilities

**NEEA's Mission:** to catalyze the most efficient use of energy for a thriving Northwest.

**NEEA's Purpose:** NEEA is an alliance of utilities and partners that pools resources and shares risks to transform the market for energy efficiency to the benefit of all consumers in the Northwest.

### **About NEEA**

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NEEA aggregates the power of the region to effect both long-term market change and to deliver near-term benefits, like **increasing the availability and affordability of energy-efficient products for Northwest customers.**

In 2025 – 2029, the alliance will retain its core focus on delivering affordable energy efficiency solutions to Northwest homes and businesses, regardless of fuel choice and where they live in the region.

NEEA's future efforts will be guided by four strategic goals developed by NEEA's Board that align with the alliance's proposed core purpose, which is ***to pool resources and share risks to transform the market for energy efficiency to the benefit of all consumers in the Northwest.***

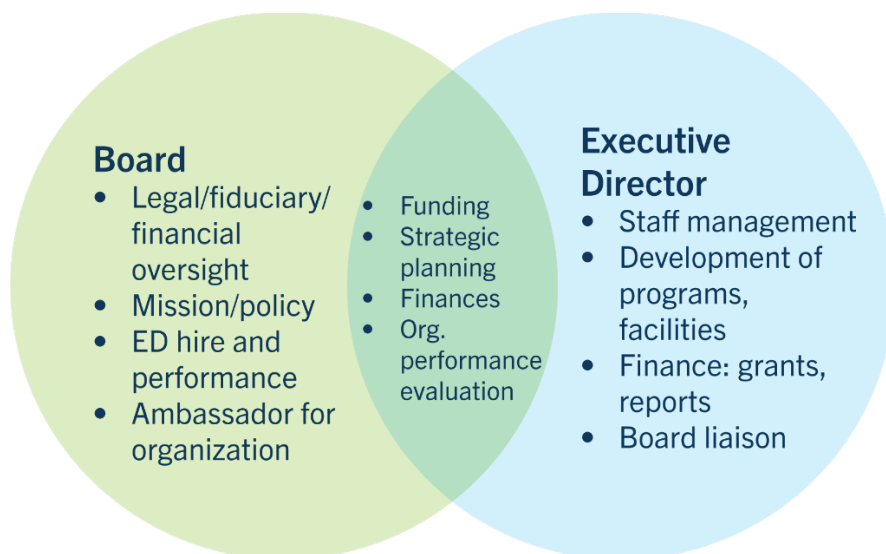
### **Board Member's Primary Role**

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The roles of nonprofit boards and membership are largely a function of state law. For NEEA, that means Idaho, Montana, Oregon and Washington nonprofit laws all matter because NEEA is an Oregon nonprofit corporation able to do business in its three sister states. Fortunately, state nonprofit law is very similar in all four states and reference to Oregon law helps explain them all.

NEEA's Articles of Incorporation and Bylaws may also supplement state baseline legal requirements.

The primary responsibility of the Board Member is to provide high-level governance and management of corporate affairs and support NEEA's Mission and Purpose. The Board also carries the responsibility of supporting the Executive Director and NEEA staff's successful execution of NEEA's Strategic and Business Plans. It's important to understand the Board's role at these higher levels since it is not directly involved in the management of NEEA's day-to-day operations. Day-to-day operations fall under the Executive Director's purview.



### Key takeaways:

1. The Board directs but does not perform NEEA's day-to-day activities.
2. Board Members act as part of the collective Board, and not individually, to exercise their duties as a Board.

## ***Board Leadership, Governance and Oversight***

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The Board fulfills its primary role by performing the following functions:

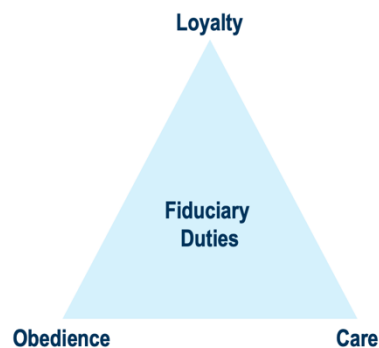
1. Serves as a trusted advisor to the Executive Director during development and implementation of NEEA's strategic and business plans.
2. Reviews outcomes and metrics created by NEEA for evaluating its impact and regularly measures its performance and effectiveness using those metrics; reviews agenda and supporting materials prior to board and committee meetings.
3. Approves NEEA's annual budget, audit reports, and material business decisions; stays informed of, and meets all, legal and fiduciary responsibilities.
4. Contributes to an annual performance evaluation of the Executive Director.
5. Assists the Executive Director and Board Chair in identifying and recruiting other Board Members.
6. Partners with the Executive Director and other board members to ensure that board decisions are carried out.
7. Serves on Board committees and takes on special assignments.
8. Represents NEEA to organizations and other stakeholders, acting as an ambassador for the organization.
9. Supports NEEA's commitment to a variety of skill sets that reflect the communities NEEA serves.

## Board Member Fiduciary Responsibilities

NEEA Board Members have fiduciary duties to NEEA of: Loyalty, Care, and Obedience. Sometimes these can be interrelated.

### What is a fiduciary duty?

A “fiduciary duty” is “a duty to act for someone else’s benefit, while subordinating one’s personal interests to that of the other person. It is the highest standard of duty implied by law” (Black’s Law Dictionary, 6<sup>th</sup> Ed. 1990 at 625).



Because NEEA’s Board is intentionally structured as a funders’ Board, it is important to recognize NEEA’s Board Members may be wearing more than one hat when serving. This can understandably make Board Members’ roles and relationships complex. For example, these hats might include a Board Member’s role in their representative home organization, regional organizations, roles on other Boards, or other personal interests.

When serving, it is important that NEEA’s Board Members act in a manner consistent with their fiduciary duties and in accordance with NEEA’s Mission, Bylaws, Policies, Charters, Guidelines, and applicable law.

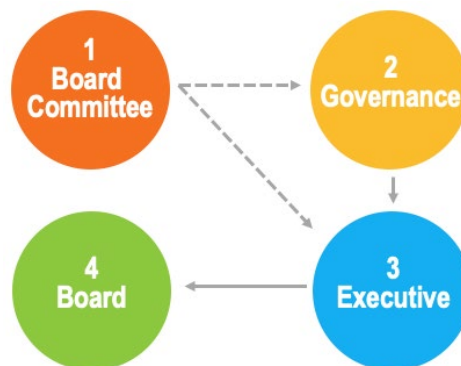
## Board Decision Making

NEEA’s Bylaws state that whenever possible the Board will seek consensus decision making. This requires the Board to understand various viewpoints, seek common ground, stay at the governance level and remain vigilant in addressing the topic at hand.

In the instance that the Board isn’t able to reach consensus, the NEEA Bylaws state that the Board can pass a motion as long as it meets the following thresholds: a motion is carried with a 60% approval vote on all subjects except changes to the mission and Bylaws which require an 80% approval vote.

Quality decision-making means that Board Members understand:

- Why the decision is being recommended.
- How the decision was developed.
- How the decision supports NEEA’s Purpose, Mission and strategic plan.
- What the implications are to NEEA’s work.



## ***Board Member Time Commitment***

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The NEEA Board meets quarterly, typically over two half days. The first-quarter meeting extends to 1.5 days to include the annual Board Orientation. Additional meetings or extended workshops may be scheduled as needed, particularly for strategic or business planning discussions.

Committees also convene quarterly, with each meeting lasting approximately two hours. Board Members should plan to spend approximately 1 hour reviewing packet materials in advance of each committee meeting.

In preparation for Board meetings, Members should anticipate dedicating 1–2 hours to reviewing materials, along with a 30-minute check-in with NEEA's Executive Director.

## ***Additional NEEA Board Resources***

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The Board has established a set of Policies and Guidelines to support and direct its work. For further details, please refer to the following resources:

- Board Director Appointment Policies.
- Code of Ethics Policy.
- Conflicts of Interest Policy.
- Board Decision-Making Guidelines.
- Guidelines for Board Work.

Additional Policies and Guidelines, along with all Committee Charters, can be found in the Board Manual.