

NEEA Board of Directors Meeting Q2 2025 | June 23 - 24





Q2 2025 NEEA Board Meeting

Note: the order and length of time for all topics are subject to change

This meeting will be recorded.

DATE/TIME: Tuesday, June 24, 2025
LOCATION: Davenport Grand, Spokane, WA
ATTENDEES: Board Members, NEEA Staff and the Public
WEBINAR:

Microsoft Teams [Need help?](#)

[Join the meeting now](#)

Meeting ID: 254 916 751 381 6

Passcode: eG7dx69h

Dial in by phone

[+1 971-323-0535,,879744592#](#) United States, Portland

[Find a local number](#)

Phone conference ID: 879 744 592#

For organizers: [Meeting options](#) | [Reset dial-in PIN](#)

Note: all times listed are Pacific Time (PT)

Agenda

Page

8:30 am	Public Board Meeting called to order Introductions and agenda review – Jamae Hilliard Creecy, Board Chair NEEA’s Mission: NEEA catalyzes the most efficient use of energy for a thriving Northwest. NEEA’s Purpose: 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. NEEA Board Norms	
8:40 am	Board consent agenda – Jamae Hilliard Creecy, Board Chair Q1 2025 Board Meeting Minutes/April 10, 2025 Board Webinar Minutes <i>Motion: approve the consent agenda</i>	42
8:45 am	Executive Director update – Becca Yates, NEEA staff	10

9:15 am	Portfolio review – Stephanie Rider, NEEA staff															
10:30 am	BREAK															
10:45 am	<p>Strategic Opportunities: End-Use Load Flex (EULF) – Jeff Harris</p> <p>New Strategic Opportunity Assessment: Draft EULF 2026-2029 Strategic and Business Plan</p> <ol style="list-style-type: none"> 1. New Strategic Opportunity Assessment Process/Overview 2. Draft Plan Overview 3. Opportunity for Board Questions <p>Outcomes: discuss the New Strategic Opportunity Assessment and draft EULF Strategic and Business Plans</p>	18														
11:15 am	<p>Q1 2025 Financials – Kyle Roadman, Finance and Audit Committee Chair; Kyle Burchard, NEEA staff</p> <p>Outcome: information sharing</p>	19														
11:25 am	<p>2024 Audit – Kyle Roadman, Finance and audit Committee Chair; Kyle Burchard, NEEA staff</p> <p>Motion: accept the 2024 audit</p>	28														
11:40 am	<p>Public Interest Board Seat – Becca Yates, interim Governance Committee Chair</p> <p>Outcome: information sharing</p>	32														
11:45 pm	LUNCH															
12:15 pm	<p>Policy, Guidelines, Charters Review – Jim Underwood, Becca Yates, NEEA staff</p> <table border="1" data-bbox="267 1417 982 1696"> <tr> <td><i>Policy</i></td> <td><i>Human Resources</i></td> </tr> <tr> <td><i>Policy</i></td> <td><i>Risk Management</i></td> </tr> <tr> <td><i>Policy</i></td> <td><i>Financial Management</i></td> </tr> <tr> <td><i>Policy</i></td> <td><i>Board Rules of Procedure</i></td> </tr> <tr> <td><i>Policy</i></td> <td><i>Board Director Appointment</i></td> </tr> <tr> <td><i>Guidelines</i></td> <td><i>Board Officer Selection</i></td> </tr> <tr> <td><i>Guidelines</i></td> <td><i>Board Decision-making</i></td> </tr> </table> <p>Outcome: discuss proposed edits, align on additional changes and decide if policies and guidelines are ready for Board approval</p> <p>Potential motion: approve the Human Resources, Risk Management, Financial Management, Board Rules of Procedures, and Board Director Appointment Policies and the Board Officer Selection and Board Decision-making Guidelines</p>	<i>Policy</i>	<i>Human Resources</i>	<i>Policy</i>	<i>Risk Management</i>	<i>Policy</i>	<i>Financial Management</i>	<i>Policy</i>	<i>Board Rules of Procedure</i>	<i>Policy</i>	<i>Board Director Appointment</i>	<i>Guidelines</i>	<i>Board Officer Selection</i>	<i>Guidelines</i>	<i>Board Decision-making</i>	29
<i>Policy</i>	<i>Human Resources</i>															
<i>Policy</i>	<i>Risk Management</i>															
<i>Policy</i>	<i>Financial Management</i>															
<i>Policy</i>	<i>Board Rules of Procedure</i>															
<i>Policy</i>	<i>Board Director Appointment</i>															
<i>Guidelines</i>	<i>Board Officer Selection</i>															
<i>Guidelines</i>	<i>Board Decision-making</i>															

12:30 am	2025 Conflict of Interest Policy and Form – Becca Yates, interim Governance Committee Chair <i>Outcome: information sharing</i>	33
12:35 pm	Opportunity for public comment – Jamae Hilliard Creecy, Board Chair	
12:40 pm	Next steps, action item review, meeting feedback, input on future agenda topics, closing remarks – Jamae Hilliard Creecy, Board Chair	
12:45 pm	Public Board Meeting adjourns – Jamae Hilliard Creecy, Board Chair	
1:00 pm	EXECUTIVE SESSION – contract negotiations, personnel, confidential information	
3:00 pm	EXECUTIVE SESSION ADJOURNS	

2025 Board Meeting dates/locations – Board approved December 5, 2023

2025 Board Meetings	Location	Day	Date
Q1 Board Orientation (Noon - 5 pm)	Seattle, WA	Monday	Mar 10, 2025
Q1 Board Meeting - (8 am - Noon)	Seattle, WA	Tuesday	Mar 11, 2025
Q2 Board Meeting - Day 1 (Noon - 5 pm)	Spokane, WA	Monday	Jun 23, 2025
Q2 Board Meeting - Day 2 (8 am - Noon)	Spokane, WA	Tuesday	Jun 24, 2025
Q3 Board Meeting - Day 1 (Noon - 5 pm)	Boise, Idaho	Monday	Sep 15, 2025
Q3 Board Meeting - Day 2 (8 am - Noon)	Boise, Idaho	Tuesday	Sep 16, 2025
Q4 Board Meeting - Day 1 (Noon - 5 pm)	Portland, OR	Monday	Dec 08, 2025
Q4 Board Meeting - Day 2 (8 am - Noon)	Portland, OR	Tuesday	Dec 09, 2025

2026 Board Meeting dates/locations – Board approved December 6, 2024

2026 Board Meetings	Location	Day	Date
Q1 Board Orientation (Noon - 5 pm)	Seattle	Thursday	Mar 12, 2026
Q1 Board Meeting - (8 am - Noon)	Seattle	Friday	Mar 13, 2026
Q2 Board Meeting - Day 1 (Noon - 5 pm)	Montana	Monday	Jun 22, 2026
Q2 Board Meeting - Day 2 (8 am - Noon)	Montana	Tuesday	Jun 23, 2026
Q3 Board Meeting - Day 1 (Noon - 5 pm)	Idaho	Monday	Sep 14, 2026
Q3 Board Meeting - Day 2 (8 am - Noon)	Idaho	Tuesday	Sep 15, 2026
Q4 Board Meeting - Day 1 (Noon - 5 pm)	Portland	Thursday	Dec 03, 2026
Q4 Board Meeting - Day 2 (8 am - Noon)	Portland	Friday	Dec 04, 2026



Quarterly Report

NEEA QUARTERLY REPORT

Q1 2025 // Performance Highlights

A Note from the Executive Director

The alliance's new business plan is off to a strong start in this first quarter of the new 2025 - 2029 business cycle, making progress toward our mission to **catalyze the most efficient use of energy for a thriving Northwest**. Here are a few examples of how NEEA is transforming markets for energy efficiency in the first quarter of the year:

- The Retail Product Portfolio program expanded significantly in Q1, to include two critical new product categories - heat pump water heaters and televisions – as well as by adding a major national retailer, Costco, to the program. With this expansion, the program has engaged 5 out of the 7 major national retailers, representing 31% of U.S. households. This scale enables NEEA to encourage more stores to increase the availability of efficient products in the Northwest, and more manufacturers to invest in efficiency.
- As part of its regional End-Use Load Flexibility work, NEEA partnered with Portland State University to develop a first-of-its-kind technology flexibility scoring tool. This tool, built on public data and NEEA's regional studies, evaluates more than 80 technologies based on peak reduction potential, grid reliability benefits, contribution to reduced outages and other grid benefits. The tool will provide NEEA with insights into current and future product portfolio opportunities.
- The Extended Motor Products (XMP) Pumps program recently added two new manufacturer's representatives who are active in conducting outreach and training to increase awareness of smart pumps across the region and particularly in Idaho and Montana. These representatives sell products that represent new areas of efficiency opportunities for NEEA, including irrigation equipment and circulators. The addition of these partners will also improve NEEA's ability to collect data and report energy savings from across the region.
- Lastly, the region gathered May 19-21 for the annual Efficiency Exchange conference, with nearly 600 energy efficiency professionals joining site tours, networking and information-sharing sessions designed to further our collective efficiency efforts.

Moving forward, it is clear that energy efficiency continues to play a crucial role in supporting a resilient energy system in the Northwest. In its 2025 Northwest Regional Forecast, the Pacific Northwest Utility Conference Committee referenced NEEA's work as a significant contributor to regional savings, underscoring the necessity for regional collaboration as the demand for energy is predicted to rise in the next ten years. More highlights from NEEA's work are available in quarterly newsletters linked below. Please reach out to NEEA staff directly with questions.



Becca Yates, Executive Director

ADDITIONAL RESOURCES:

> [Codes + Standards Newsletter](#)

> [Emerging Technology Newsletter](#)

> [Market Research + Evaluation Newsletter](#)

> [Market Progress Report](#)

Deliver on Cycle 7 Mission + Purpose

NEEA is an alliance of utilities and energy efficiency organizations whose purpose is to pool resources and share risks to transform the market for energy efficiency to the benefit of all consumers in the Northwest. NEEA works with all parts of the market to deliver energy efficiency to Northwest consumers by:

- Gathering and analyzing data to inform both regional power planning and utility programs.
- Leveraging its relationships with mid and upstream market actors like manufacturers and retailers to influence their business practices by making the case for efficiency.
- Improving how products are tested and perform in real life applications.

These long-term efforts transform the market by making more efficient products and options available to consumers and businesses across the Northwest. Highlights of NEEA's market transformation progress achieved over the last quarter are documented below.

Portfolio Priorities	Q1 Updates
<p>2025 Portfolio Goal: Maintain progress in key electric portfolio programs driving NEEA's Cycle 7 energy savings, while exploring opportunities that align with evolving regional needs.</p>	
<p>Heat Pump Water Heaters</p>	<ul style="list-style-type: none"> • Added Heat Pump Water Heaters to the Retail Product Portfolio program, which will incentivize stocking and sales of HPWH through retailers in the Northwest while also expanding the breadth of data on real-world consumer water heating needs in the region. • Engaged multiple manufacturers to create prototypes for the Hot Water Innovation Prize contest. This prize encourages innovation to address small spaces and other challenging installations, with a goal of expanding consumer choice options by increasing the variety of water heating products available on the market.
<p>Extended Motor Products (XMP)</p>	<ul style="list-style-type: none"> • Added two new manufacturer representatives to the Extended Motor Products (XMP) program, growing NEEA's reach into Idaho and Montana. These representatives sell products that represent new areas of efficiency opportunities for NEEA, including irrigation equipment and circulators. • Published the first Market Progress Evaluation Report (MPER) for the XMP program. The study found a strong correlation between sales of smart pumps and engagement in NEEA's program. It also identified opportunities to enhance product efficiency and inform future awareness/labelling efforts for deepening the reach for efficient pump systems options within the region.
<p>Retail Product Portfolio/TVs</p>	<ul style="list-style-type: none"> • Expanded the Retail Product Portfolio program significantly in Q1, both by including two new product categories - heat pump water heaters and televisions - and by adding a major national retailer (Costco) to the program. These efforts deliver critical market data and insights previously unavailable to the region, which NEEA uses to demonstrate the demand for efficient products to retailers and manufacturers. This will lead to adjusted product assortments online and on retail shelves, providing consumers with a greater choice for efficient products online.

Portfolio Priorities	Q1 Updates
<p>2025 Portfolio Goal: Maintain progress in key electric portfolio programs driving NEEA’s Cycle 7 energy savings, while exploring opportunities that align with evolving regional needs.</p>	
<p>Retail Product Portfolio/TVs</p>	<ul style="list-style-type: none"> Partnered with national retailer Best Buy on a marketing campaign to test consumer buying preferences for efficient TVs. The results demonstrated that consumers care about energy savings when making a television purchase. NEEA will leverage these learnings with both retailers and manufacturers, to help drive future promotions and sales of ENERGY STAR® TVs.
<p>2025 Portfolio Goal: Continue development of the Natural Gas portfolio and dual-fuel systems.</p>	
<p>Natural Gas/Dual-fuel Portfolio</p>	<ul style="list-style-type: none"> Aligned on operational guidance for how NEEA measures and reports the impacts of dual-fuel Market Transformation programs (those that advance technologies that utilize both electricity and natural gas for heating or water heating), based on input from a stakeholder workgroup created for this purpose. Developed initial concept for a Residential Dual-Fuel HVAC Program that advances efficient systems with grid-enabled controls to provide energy and cost savings without sacrificing year-round comfort. The Natural Gas Advisory Committee will review for advancement in Q3 2025. Presented a program concept for a gas high-efficiency dedicated outdoor air system (DOAS) specification to the Natural Gas Advisory Committee. If approved, this will expand NEEA’s electric High Performance HVAC program to address electric and gas heating systems, enabling swifter transformation of the commercial market through broader market engagement and increased demand.
<p>2025 Portfolio Goal: Collaboratively develop End-Use Load Flexibility and Commercial Whole Building special projects.</p>	
<p>End-Use Load Flexibility</p>	<ul style="list-style-type: none"> Conducted interviews with participating utilities to inform utility market and trends analysis; shared findings with Steering Committee to foster ongoing collaborative strategies. Developed analysis to estimate load reduction potential of key products and programs; it projected a 20-year potential 1–3-gigawatt load flexibility resource. Drafted an initial 2026-2029 End-Use Load Flexibility Strategic and Business Plan for a longer-term regional effort that builds upon the work of the 2024-2025 End-Use Load Flexibility Project, for NEEA Board Review in Q2 2025.
<p>Commercial Whole Building</p>	<ul style="list-style-type: none"> Launched Steering Committee meetings in January, with representation from each project funder. Coordinated with Building Potential, Seattle 2030 District, Oregon Department of Energy, Washington Department of Commerce, and the Northwest Power Conservation Council to stay informed and connected on related regional efforts. Initiated research, development and planning activities for the regional conversations NEEA will convene related to data, measurement and verification, and reaching rural buildings.

Additional Priorities	Q1 Updates
Other notable highlights.	
Regional Studies	<ul style="list-style-type: none"> • Launched the Motor Systems Stock Assessment (MSSA), the first study in nearly 26 years; established an MSSA Work Group to oversee a current Request for Proposal with a research target date of 2027. • Made significant progress in recruiting participants for the 2025 Commercial Building Stock Assessment (CBSA), a study of physical and energy-use characteristics of commercial facilities that informs regional power planning and energy efficiency program efforts.
Codes + Standards	<ul style="list-style-type: none"> • Reviewed the initial State Energy Code Baseline Approach and Key Assumptions Evaluation with the Cost-effectiveness and Evaluation Advisory Committee. This approach is part of NEEA's standard practice and follows up on the building energy code evaluation approach assessment discussions conducted over the past year to be responsive to regional needs. • Coordinated codes training across the region and interviewed utility staff to tailor tools and resources to support their new construction programs through recent code changes. • Began evaluating the impact of federal executive orders related to standard effective dates; engaging in state standard opportunities as it anticipates gaps and delays in federal standards processes.
Risk Management	<ul style="list-style-type: none"> • Focused on IT incident response and disaster recovery enhancements for NEEA; made multiple policy updates in progress based on the 2024 Assessment by the National Institute of Standards and Technology Cybersecurity Framework (NIST CSF).



Market Transformation Metrics

	Business Plan Estimate	Current Forecast	Status
Electric Portfolio Energy Savings			
5-year (2025–2029) Co-Created Energy Savings (aMW)	190–225	190–225 ¹	
Natural Gas Portfolio Energy Savings			
5-year (2025–2029) Co-Created Energy Savings (MM Therms)	6–17	6–17	
■ Within 5% of target ■ Within 5-10% of target ■ More than 10% from target			

Operational Metrics

	Actual	Forecast	Budget / Target	Status
Electric Portfolio				
YTD Investment (\$M)	\$8.6	N/A	\$9.0	
Full Year Investment (\$M)	N/A	\$38.7	\$38.7	
Natural Gas Portfolio Energy Savings				
YTD Investment (\$M)	\$1.3	N/A	\$1.4	
Full Year Investment (\$M)	N/A	\$5.7	\$5.9	
Administrative Budget				
Administrative Expenses (%)	17.6	N/A	<18.0	
Employee Retention				
Quarterly Turnover (%)	0.9	N/A	<3.0	
■ Within 5% of target ■ Within 5-10% of target ■ More than 10% below target				

Variance Notes:

Natural Gas Portfolio: NEEA's natural gas actuals through Q1 were \$1.3M, or 8% below budget. This variance is primarily due to a staffing vacancy as NEEA is hiring a Product Manager to support the expanding portfolio. NEEA staff are projecting that core gas will finish the year close to budget.

Co-Created Energy Savings: Energy savings that the region and local programs achieve by working together.
Total Regional Energy Savings: All energy savings calculated above the pre-intervention market starting point.
Administrative Expenses: Percent of total budget dedicated to business administration and executive cost centers.

¹ NEEA is tracking external factors and federal policy changes to assess related impacts to near term savings expectations.

Cycle 6 Business Plan Scorecard - 2024

Executive Summary: NEEA's Cycle 6 Business Plan includes a robust scorecard of value metrics that are tracked and reported to the Board on an annual basis. This scorecard reflects progress to the Cycle 6 goals through the end of 2024 and includes Market Transformation Development indicators, for which NEEA has established five-year targets, and other validation metrics that NEEA tracks and reports, but don't have targets.

MARKET TRANSFORMATION DEVELOPMENT METRICS: Indicators of Market Progress

		Target	Estimate	Status
Electric Portfolio (aMW)	5-year Portfolio Advancement	600	911	●
	5-year Market Advancement	175	190	●
	5-year Co-Created Savings	115-152	148 ¹	●
	5-year Total Regional Savings	360-500	554	●
	20-year Long-term Market Availability	> 600	925	●
Natural Gas Portfolio (million Therms)	5-year Portfolio Advancement	No Target	30	Report Only
	5-year Market Advancement	No Target	7.5	Report Only
	5-year Total Regional Savings	11-18	4.7 ²	●
	20-year Long-term Market Availability	No Target	32.8	Report Only

● = Within 1% of target or better ● = Within 20% of target ● = More than 20% below target

OPERATIONAL METRICS: Indicators of Operational Effectiveness and Health

		Target	Actual	Status
Electric Portfolio	2024 Total Budget Management (\$M)	36.2	34.3	●
	2024 Administrative Expenses (%)	≤ 18.0	17.6	●
	20-year Benefit-Cost Ratio	≥ 1.0	2.0	●
	20-year Portfolio Levelized Cost (¢/kWh)	No Target	0 ³	Report Only

1 - Does not include additional 50 aMW of savings from Strategic Energy Management during this Cycle because those were not forecasted at the time the Business Plan was under development.

2- The natural gas savings were below the business plan range, due to policy changes affecting new construction practices in Washington state and delays in Oregon code. This was communicated to the Board in 2022.

3 - Certain measures with large forecasted savings values are currently assumed to carry an incremental cost to the consumer of \$0 over the alternative.

Cycle 6 Business Plan Scorecard - 2024

OPERATIONAL METRICS CONTINUED: Indicators of Operational Effectiveness and Health

		Target	Actual	Status
Natural Gas Portfolio	2024 Total Budget Management (\$M)	5.0	4.4	●
	20-year Benefit-Cost Ratio	≥ 1.0	1.1	●
	20-year Portfolio Levelized Cost (\$/Therm)	No Target	34.5	Report Only
● = Within 5% of target; ● = 5-10% above or below target; ● = More than 10% above or below target				
Organization-wide	2024 Employee Retention (Turnover Rate) (%)	< 12.0	12.2	●
	● = At target or better; ● = Within 10% of target; ● = More than 10% below target			

VALIDATION METRICS: Indicators of Market Transformation health and value creation (Report Only; No Business Plan Targets)

		Actual
Electric Portfolio	Codes and standards engagement for long-term energy savings (% regional load addressed) ⁴	75%
	2024 Private Sector Co-Investment (\$M)	222,750
Natural Gas Portfolio	Codes and standards engagement for long-term energy savings (% regional load addressed)	25%
	2024 Private Sector Co-Investment (\$M)	180,000

ADDITIONAL METRICS: Additional value delivered (Report Only; No Business Plan Targets)

		Actual
Electric Portfolio	2024 Avoided Carbon Emissions (Tons CO ₂) ⁵	200,000
	5-year Avoided Carbon Emissions (Tons CO ₂)	859,000
	2024 Peak Savings (MWp) ⁶ (Winter/Summer)	86/67
	5-year Peak Savings (MWp) (Winter/Summer)	402/304
Natural Gas Portfolio	2024 Avoided Carbon Emissions (Tons CO ₂)	5,900
	5-year Avoided Carbon Emissions (Tons CO ₂)	23,800

4 - Estimated percent of regional load that will be served with new test procedures over a 20-year planning horizon.

5 - Calculated using the Northwest Power and Conservation Council's (NWPCC) methodology, which is based on a regional approach that averages across time of day and within the season.

6 - Source: NWPCC ProCost model (retail value).



Pre-read Materials



Memorandum

June 9, 2025

TO: NEEA Board of Directors

FROM: Jeff Harris, Chief Transformation Officer,
Brenda Hunt, Principal Load Flex Strategy and Operations

SUBJECT: New Strategic Opportunity: 2026-2029 End-Use Load Flexibility Strategic and Business Plans

Our ask: For information and discussion at Q2 Board Meeting.

Background: The Cycle 7 Strategic Plan includes a goal to accelerate adoption of grid-enabled end-use technologies (flexible loads) through market transformation. In 2023, utility interest in this new strategic goal prompted NEEA to develop a two-year, specially funded project to explore the opportunity for a longer-term, larger scale effort. This two-year project was approved by the NEEA Board in September 2023 and a group of 10 utilities contracted with NEEA to begin work starting in January 2024. A Steering Committee of the 10 funding utilities was formed to oversee the work and to provide guidance to NEEA staff managing the work.

Draft 2026-2029 End-Use Load Flexibility Strategic and Business Plan: Under the guidance of the Steering Committee, NEEA staff have drafted a 2026-2029 End-Use Load Flexibility (EULF) Strategic and Business Plan (Plan) that would build a portfolio of EULF resources and associated support activities. The draft Plan identifies a significant potential for EULF resources in the region of between 1 to 3 GW. The budget and activities in the Plan are designed to accelerate adoption of technologies that could help the region capture a significant portion of the identified potential. The Plan has an estimated budget of \$25 million over the four-year period and would continue as a special funded project.

New Strategic Opportunity Screening and Assessment: The scope and scale of the proposed Plan triggers the NEEA Board Guidelines requirement for full Board engagement and approval before proceeding to contracting. At the Q2 2025 Board meeting, staff will present a summary of the proposed Plan. The Strategic Planning Committee has reviewed and discussed the first draft of the New Strategic Opportunity Assessment for this opportunity.

Q2 Board Presentation and Next Steps: Staff will present a summary of the Plan to the Board at the June 2025 Board meeting during the public session. Staff are requesting clarifying questions from the Board during the public session. Due to confidentiality and potential contracting issues, detailed questions will be addressed in executive session. After incorporating feedback from the Board and other stakeholders, staff will develop a final version of the plan for a potential Board vote at the Q3 2025 Board meeting. The Strategic Planning Committee and other Board Committees will be reviewing and discussing the Plan during the regularly scheduled Q3 Committee meetings.



Memorandum

Date: June 9, 2025

To: NEEA Board of Directors

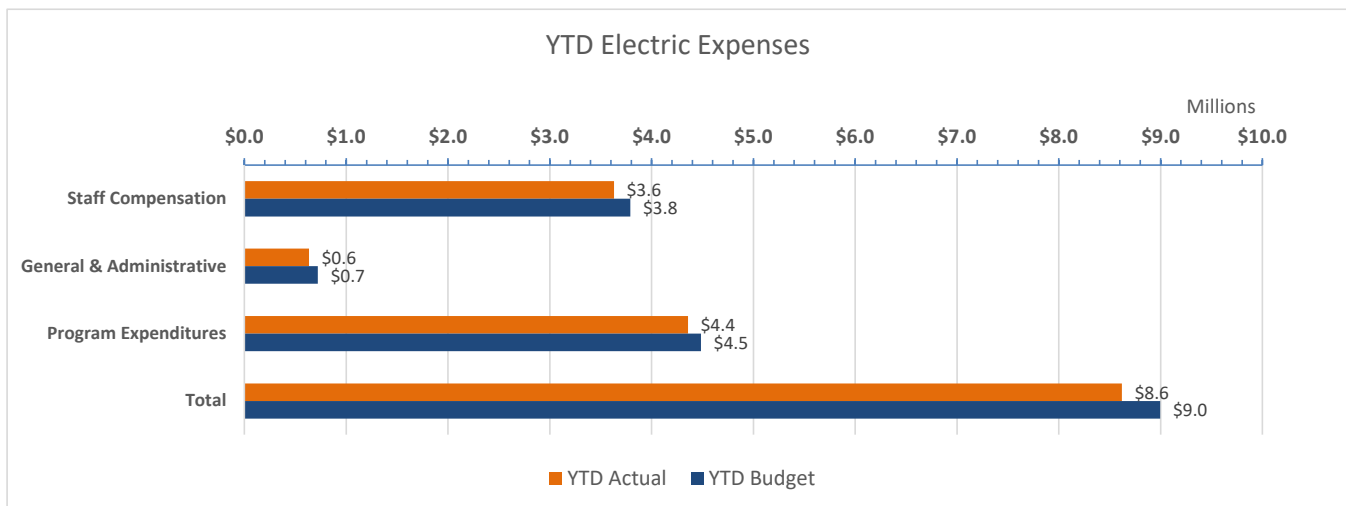
From: Kyle Burchard, Vice President of Business Administration

Subject: Q1 YTD 2025 Financial Summary

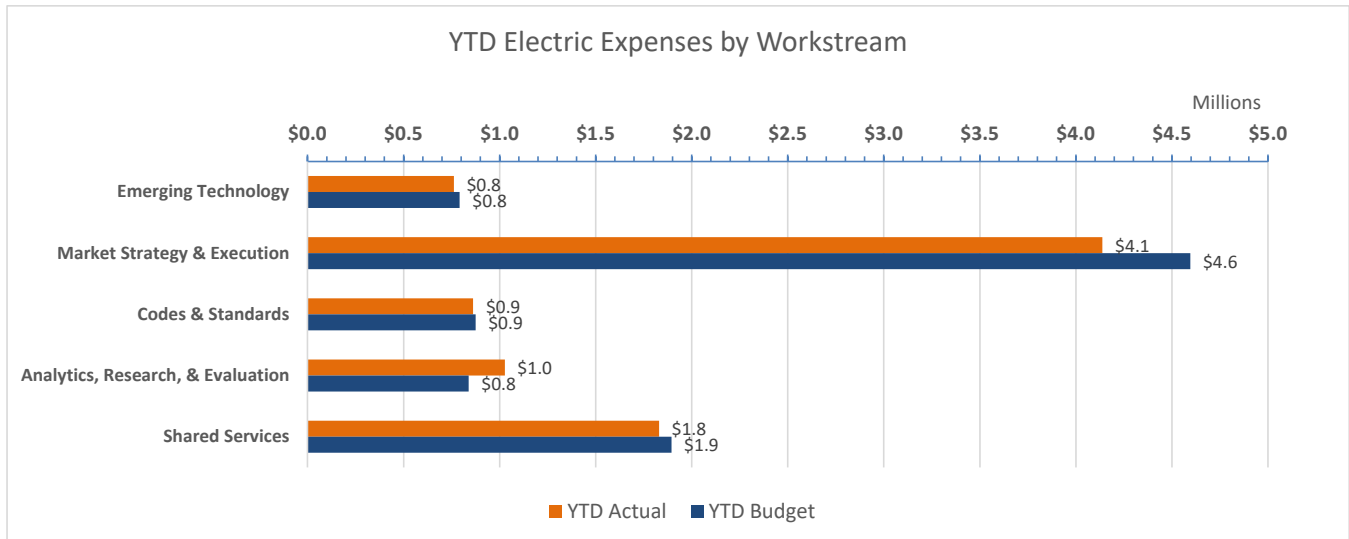
Our Ask: For information only.

Q1 2025 Electric Financial Summary Report – *please reference Tables 1 & 2 of 2025 Operations Plan*

NEEA's electric YTD actuals through Q1 2025 were \$8.6M vs. a budget of \$9.0M, a variance of $-\$0.4M$ (-4%). Compensation and Benefits were $-\$0.2M$ below budget (-4%) due to hiring delays and staff vacancy. General and Administrative expenditures were $-\$0.1M$ below budget (-12%) due primarily to deferred website expenditures and delayed professional development. Program expenditures of \$4.4M were under the \$4.5M budget by $-\$0.1M$ (-3%). The YTD variance is in line with expectations as NEEA ramps up into work identified in the Cycle 7 Business Plan.

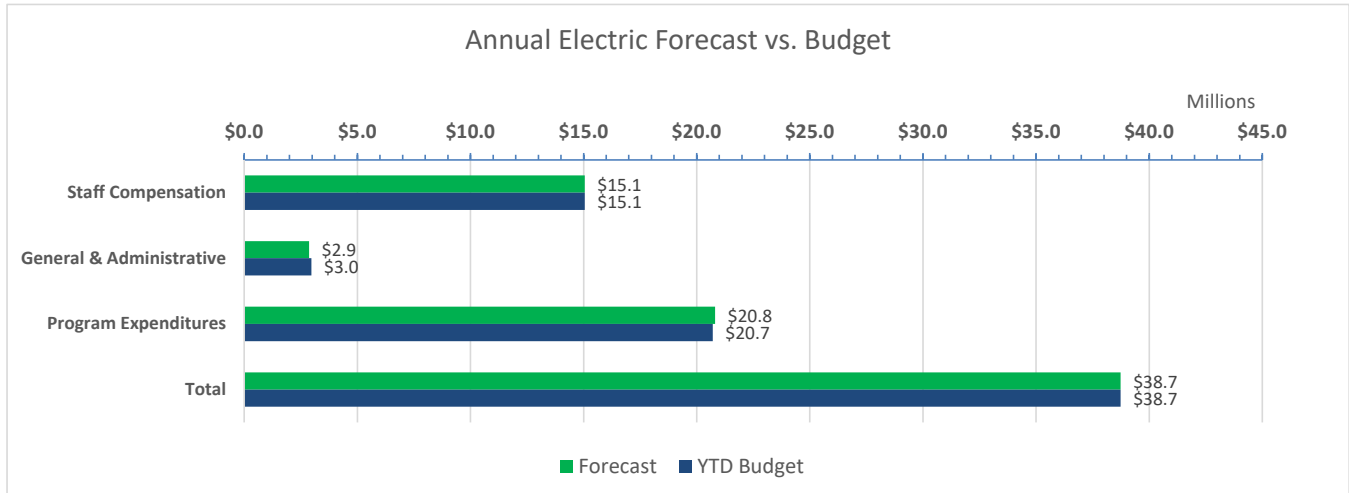


Q1 2025 YTD Expenses by Workstream



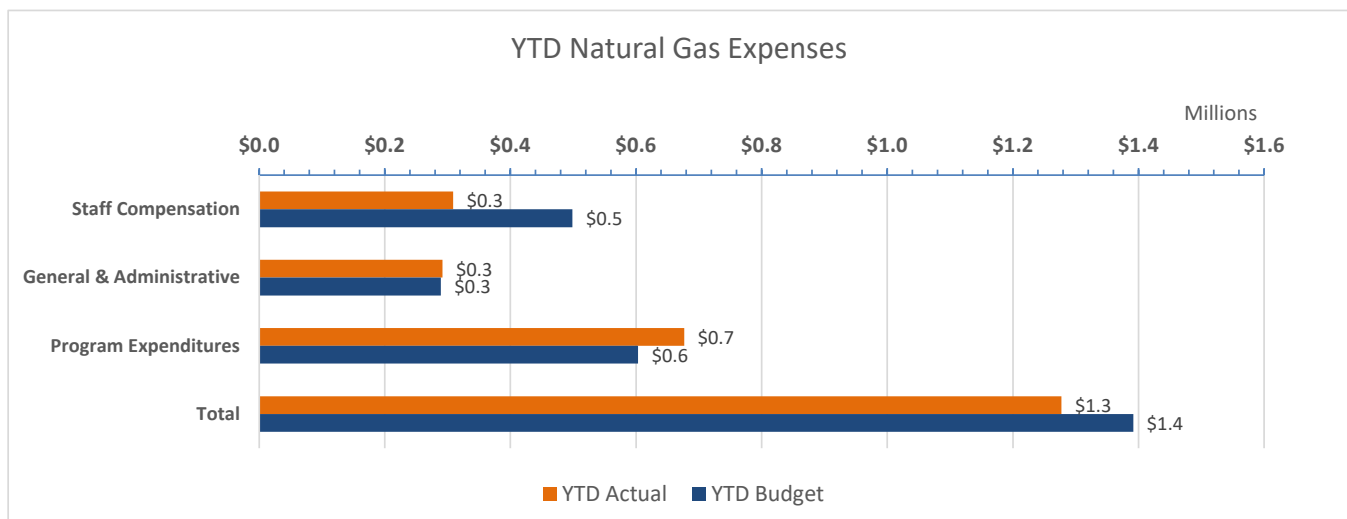
- **Emerging Technology** finished the quarter -\$30K (-4%) below budget as some contracted work started slightly later than was expected.
- **Market Strategy & Execution** was -\$0.5M below budget (-4%) through March as almost all product group direct expenses (excluding labor and G&A, details below) finished under budget.
 - Water Heating (-36%) due to a slight delay in marketing activity related to the Hot Water Innovation Prize. The market progress evaluation report started slightly later than was originally anticipated but is expected to be completed within 2025.
 - HVAC (-18%) due to High Performance HVAC manufacturer's representative mid-stream incentives coming in lower than anticipated.
 - Consumer Products (-16%) driven by lower than expected midstream and upstream incentives as well as a reduction in Consumer Reports spending.
 - Enabling Infrastructure (-9%) due to slight delay in BetterBricks website development.
 - Motor-Driven Systems (-6%) due to slight delays in market research.
 - Lighting (+2%) has a small amount of accelerated work with Luminaire Level Lighting Controls.
- **Codes & Standards** actuals were -\$13K below budget (-1%) as higher than expected codes work was offset slightly by slower than expected federal standards activity.
- **Analytics, Research, & Evaluation** finished the quarter +\$188K vs. budget (+22%) driven primarily by Commercial Building Stock Assessments relying more heavily on in-person recruiting.
- **Shared Services** were -\$65K (-3%) under budget for the quarter representing mostly G&A expenditures.

2025 Forecast as of April



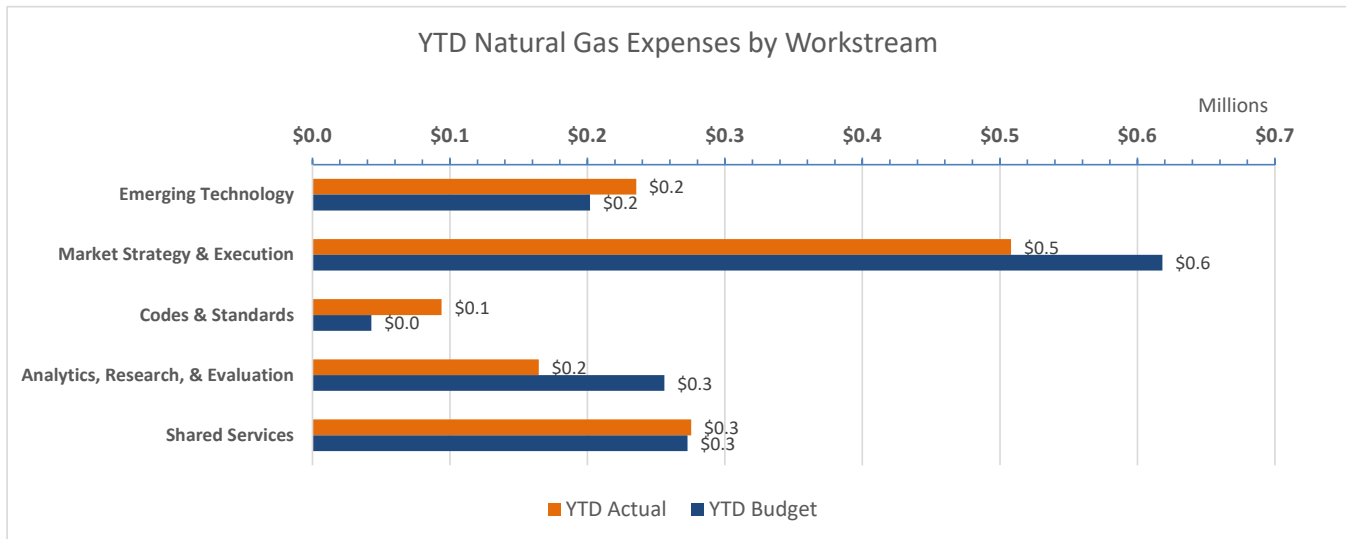
NEEA staff are currently projecting that electric expenses will finish the year at or close to budget. The portfolio management function has been established and is monitoring market fluctuations that can affect work. This function now owns the process of monthly forecast/reallocation reviews to adaptively manage budget variances.

Q1 2025 Gas Financial Summary Report – please reference Tables 1 & 2 of 2025 Operations Plan

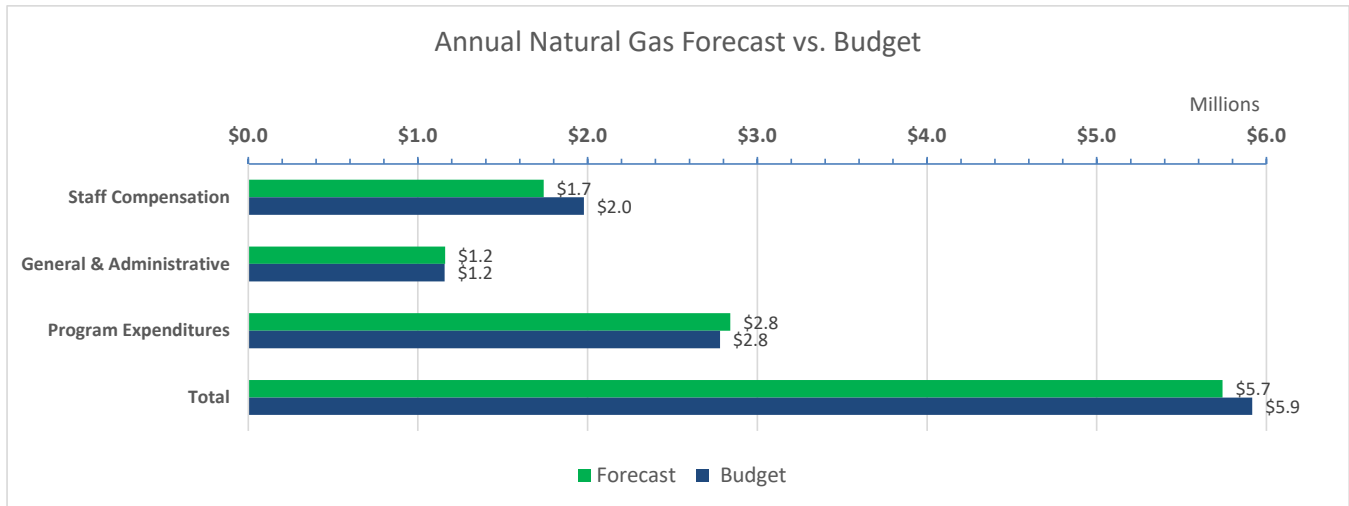


NEEA's natural gas actuals through Q1 2025 were \$1.3M vs. budget of \$1.4M, a variance of $-\$0.1M$ (-8%). Compensation and Benefits were $-\$190K$ under budget (-38%) due to later than expected start dates for new hires and fewer hours needed to support program needs in the first half of the year. General and Administrative costs were $+\$3K$ above budget (+1%). Program utilization finished the quarter $+\$73K$ above budget (+12%). The main driver of the YTD variance is related to staffing vacancy as NEEA is hiring a Product Manager to support the expanding portfolio. Staff expects to have the position filled by the time the new dual-fuel residential HVAC program advances into the portfolio.

Q1 2025 YTD Expenses by Workstream



- **Emerging Technology** finished the quarter +\$34K above budget (+17%) as the Residential Dual Fuel HVAC program concept is moving quickly in preparation for Concept Advancement milestone in Q4. A field study, market research, and modeling are the main activities.
- **Market Strategy & Execution** was -\$110K below budget (-18%) through March as product group direct expenses (excluding labor and G&A, details below) finished under budget.
 - Water Heating (-51%) was below budget primarily because of delays in field and lab testing that will now occur in Q2.
 - HVAC (-3%) was slightly below budget due to a small reduction in HVAC strategy spending.
- **Codes and Standards** finished Q1 YTD +\$51K (+119%) as vendors doing work split between gas and electric mixed higher into gas than anticipated for Q1.
- **Analytics, Research, & Evaluation** was -\$91K (-36%) as labor costs were lower than budgeted and research work was slightly delayed.
- **Shared Services** was +\$3K (+1%) below budget for the quarter.

2025 Forecast as of April

NEEA staff are projecting that core gas will finish the year close to budget. NEEA Staff have continued the practice of monthly forecast/reallocation reviews to adaptively manage budget variances.

Electric Variance Report by Product Group

	Year to date as of March 2025				Impact of Variance	Full Fiscal Year 2025			
	Actuals (\$K)	Budget (\$K)	Variance (\$K)	% Var		Annual Budget (\$K)	Annual Forecast (\$K)	Variance (\$K)	% Var
Compensation and Benefits	3,629	3,790	(160)	(4%)	G	15,053	15,052	(1)	(0%)
General and Administrative	633	721	(88)	(12%)	G	2,971	2,866	(105)	(4%)
Emerging Technology (Direct Expense)	462	399	63	16%		1,800	1,799	(1)	(0%)
Consumer Products (Direct Expense)									
Retail Product Portfolio	506	605	(99)	(16%)	G	3,117	3,117	(1)	(0%)
Total Consumer Products	506	605	(99)	(16%)		3,117	3,117	(1)	(0%)
HVAC (Direct Expense)									
Advanced Heat Pumps	164	136	27	0%		1,350	1,350	(0)	(0%)
Ductless Heat Pumps	24	30	(6)	0%	G	60	54	(6)	(9%)
High-Performance HVAC	162	223	(60)	(27%)	G	1,190	1,244	54	5%
Market Strategy	41	88	(47)	(53%)		126	126	0	0%
Total HVAC	392	477	(85)	(18%)		2,726	2,775	48	2%
Lighting (Direct Expense)									
Luminaire Level Lighting Controls	355	343	11	3%	G	1,280	1,280	1	0%
Market Strategy	89	90	(1)	(1%)	G	180	180	0	0%
Total Lighting	444	433	10	2%		1,460	1,461	1	0%
Motor-Driven Systems (Direct Expense)									
Extended Motor Products (XMP)	304	315	(11)	(3%)	G	1,540	1,538	(2)	(0%)
Fans	24	32	(9)	(28%)	G	320	328	8	2%
Market Strategy	0	0	0	0%	G	40	40	0	0%
Total Motor-Driven Systems	328	347	(19)	(6%)		1,900	1,906	6	0%
New Construction (Direct Expense)									
Manufactured Homes	0	0	0	0%	G	60	60	0	0%
Total New Construction	0	0	0	0%		60	60	0	0%
Water Heating (Direct Expense)									
Heat Pump Water Heaters	379	598	(219)	(37%)	G	2,698	2,583	(115)	(4%)
Water Heating Strategy	9	9	0	0%	G	35	35	0	0%
Total Water Heating	388	606	(219)	(36%)		2,733	2,618	(115)	(4%)
Enabling Infrastructure (Direct Expense)									
Betterbricks	89	127	(38)	(30%)	G	450	450	0	0%
Integrated Design Labs	124	106	18	17%	G	425	497	72	17%
Total Enabling Infrastructure (Direct Expense)	214	234	(20)	(9%)		875	947	72	8%
Codes and Standards (Direct Expense)	640	589	51	9%	G	2,660	2,660	0	0%
Market Intelligence (Direct Expense)	946	770	176	23%	G	3,099	3,194	95	3%
Market Research (Direct Expense)	1	0	1	0%		0	1	1	100%
Market Strategy (Direct Expense)	25	25	(0)	(1%)	G	250	250	(0)	(0%)
Other Projects (Direct Expense)	12	0	12	0%		30	30	0	0%
Total Expense	8,619	8,996	(377)	(4%)		38,735	38,734	(1)	(0%)

Impact of Variance: Disposition based on qualitative and quantitative assessment by NEEA Staff at time of reporting.

Natural Gas Variance Report by Product Group

	Year to date as of March 2025				Impact of Variance	Full Fiscal Year 2025			
	Actuals (\$K)	Budget (\$K)	Variance (\$K)	% Var		Annual Budget (\$K)	Annual Forecast (\$K)	Variance (\$K)	% Var
Compensation and Benefits	309	499	(190)	(38%)	Y	1,978	1,740	(238)	(12%)
General and Administrative	292	290	2	1%	G	1,158	1,160	2	0%
Emerging Technology (Direct Expense)	224	188	36	19%	G	750	750	(0)	(0%)
HVAC (Direct Expense)									
Dual Fuel Res HVAC	8	0	8		G	0	8	8	
Gas : Efficient Rooftop Units	142	129	14	11%	G	715	671	(44)	(6%)
High-Performance HVAC	0	0	0		G	50	1	(49)	(98%)
Market Strategy	15	33	(18)	(54%)	G	51	142	91	179%
Total HVAC	165	161	3	2%		816	822	6	1%
Water Heating (Direct Expense)									
Advanced Commercial Water Heating	39	91	(52)	(57%)	G	490	665	175	36%
Efficient Gas Water Heating	8	0	8			0	8	8	
Total Water Heating	47	91	(44)	(48%)		490	673	183	37%
Codes and Standards (Direct Expense)	82	29	53	185%	G	175	107	(68)	(39%)
Market Intelligence (Direct Expense)	159	135	24	18%	G	539	448	(91)	(17%)
Total Expense	1,277	1,392	(114)	(8%)		5,916	5,742	(174)	(3%)

Impact of Variance: Disposition based on qualitative and quantitative assessment by NEEA Staff at time of reporting.

	B	C	D	E	F	H	I	J	K
1	This PUBLIC report is a traditional Profit and Loss financial report including all funding sources sorted by funding source and natural account classification. The report displays Year-to-Date financial results compared to budget and variance, along with the Annual Budget, most recent Annual Forecast and variance. Project expenses will be reported by Product Group.								
2									
3	Northwest Energy Efficiency Alliance								
4	Profit and Loss Statement								
5					\$ Thousands		\$ Thousands		
6	Calendar Year-to-Date through March 2025				Annual				
7	Actual	Budget	Variance	% Variance	Budget	Forecast	Variance	% Variance	
8	INCOME								
9	Electric Funds	8,791	8,996	(205)	-2.3%	38,735	38,906	171	0.4%
10	Natural Gas	1,303	1,392	(89)	-6.4%	5,916	5,770	(147)	-2.5%
11	End-Use Load Research	161	235	(74)	-31.5%	1,296	1,153	(143)	-11.0%
12	Special Funds	523	980	(456)	-46.6%	4,063	3,889	(174)	-4.3%
13	Misc Income	44	19	25	134.5%	75	100	25	33.6%
14	Total Income	10,822	11,620	(799)	-6.9%	50,085	49,818	(268)	-0.5%
15	Electric Expenses								
16	Compensation & Benefits	3,629	3,790	(160)	-4.2%	15,053	15,052	(1)	0.0%
17	Electric Genl & Admin Expenses								
18	Professional Services	336	424	(88)	-20.8%	1,572	1,531	(41)	-2.6%
19	Office Expenses	120	128	(7)	-5.8%	512	500	(11)	-2.2%
20	Sponsorships	14	14	0	1.8%	60	45	(15)	-24.6%
21	Equipment and Software	216	181	35	19.1%	738	736	(2)	-0.2%
22	Facilities	166	161	5	3.0%	645	652	7	1.0%
23	Travel and Meetings	128	204	(76)	-37.2%	879	806	(74)	-8.4%
24	Depreciation	114	115	(1)	-0.7%	587	572	(15)	-2.5%
25	Miscellaneous	1	2	(1)	-61.9%	10	9	(0)	-3.6%
26	Allocate Shared Services	(461)	(508)	47	-9.2%	(2,032)	(1,985)	47	-2.3%
27	Total Electric G&A Funds	633	721	(88)	-12.1%	2,971	2,866	(105)	-3.5%
28	PROJECT EXPENSES BY PRODUCT GROUP:								
29	Emerging Technology	462	399	63	15.8%	1,800	1,799	(1)	0.0%
30	Building Envelope	0	0	0	0.0%	0	0	0	0.0%
31	Consumer Products	506	605	(99)	-16.4%	3,117	3,117	(1)	0.0%
32	HVAC	392	477	(85)	-17.9%	2,726	2,775	48	1.8%
33	Lighting	444	433	10	2.4%	1,460	1,461	1	0.1%
34	Motor-Driven Systems	328	347	(19)	-5.6%	1,900	1,906	6	0.3%
35	New Construction	0	0	0	0.0%	60	60	0	0.0%
36	Water Heating	388	606	(219)	-36.1%	2,733	2,618	(115)	-4.2%
37	Enabling Infrastructure	214	234	(20)	-8.5%	875	947	72	8.2%
38	Codes and Standards	640	589	51	8.7%	2,660	2,660	0	0.0%
39	Market Intelligence	946	770	176	22.9%	3,099	3,194	95	3.1%
40	Market Research	1	0	1	0.0%	0	1	1	0.0%
41	Market Strategy	25	25	(0)	-1.2%	250	250	(0)	-0.1%
42	Total Electric Project Expenses	4,356	4,485	(129)	-2.9%	20,711	20,816	105	0.5%
43	Total Electric Expenses	8,619	8,996	(377)	-4.2%	38,735	38,734	(1)	0.0%
44	Natural Gas								
45	Compensation & Benefits	309	499	(190)	-38.1%	1,978	1,743	(235)	-11.9%
46	General & Administrative	19	17	2	14.3%	67	69	2	3.6%
47	Allocate Shared Services	273	273	0	0.0%	1,091	1,091	0	0.0%
48	Projects	677	603	73	12.2%	2,780	2,841	61	2.2%
49	Total Natural Gas Expenses	1,277	1,392	(114)	-8.2%	5,916	5,744	(172)	-2.9%
50	End-Use Load Research								
51	Compensation & Benefits	60	88	(28)	-31.7%	352	241	(111)	-31.5%
52	General & Administrative	3	0	3		0	3	3	
53	Allocate Shared Services	31	31	(0)	0.0%	124	124	(0)	0.0%
54	Projects	100	164	(64)	-39.0%	1,087	1,023	(64)	-5.9%
55	Total End-Use Load Expenses	194	283	(89)	-31.5%	1,563	1,390	(172)	-11.0%
56	Special Projects								
57	Compensation & Benefits	204	276	(72)		1,421	1,243	(178)	
58	General & Administrative	14	105	(91)		122	126	4	
59	Allocate Shared Services	158	204	(47)		817	770	(47)	
60	Projects	187	235	(48)		1,605	1,783	178	11.1%
61	Total Special Project Expenses	563	820	(258)		3,965	3,922	(43)	-1.1%
62	Total NEEA Expenses	10,653	11,491	(838)	-7.3%	50,179	49,791	(388)	-0.8%
63	Net Surplus (Deficit)	169	130	39		(94)	27	120	

Northwest Energy Efficiency Alliance, Inc.
Balance Sheet summarized (Unaudited)
End of March 2025

	Current Qtr End (March 2025)	Last Fiscal Year (December 2024)
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 25,001,613	\$ 14,473,898
Accounts Receivable	760,534	204,764
Other Current Asset	1,469,506	965,171
Total Current Assets	\$ 27,231,654	\$ 15,643,833
Fixed Assets		
Right of Use Asset : Lloyd Lease	3,336,816	3,474,889
Total ASSETS	\$ 32,238,660	\$ 20,737,294
LIABILITIES & EQUITY		
Current Liabilities		
Advances From Funders	4,359,454	5,686,580
Total Current Liabilities	\$ 24,800,582	\$ 13,270,010
Total Long Term Liabilities	\$ 4,217,291	\$ 4,379,832
Net Assets		
Equity		
Without Donor Restriction	\$ 3,220,786	\$ 3,051,657
With Donor Restriction	1	35,796
Total Net Assets	\$ 3,220,787	\$ 3,087,452
Total LIABILITIES & EQUITY	\$ 32,238,660	\$ 20,737,294

Net Assets Without Donor Restriction Detail

Property and Equipment, net of Right to Use Asset and associated Liability	789,715
Net Reserved for End-Use Load Research(NREL Funding)	487,888
Net Financial Reserve	1,943,183
Total Net Assets Without Donor Restriction	3,220,786

Definitions

Assets

Cash and cash equivalents: unrestricted cash for operations

Accounts Receivable: outstanding invoices to funders and customers (DOE, extra-regional funds, etc.)

Other current assets: all pre paid expenses such as memberships, travel, conference registrations

Fixed assets: Property, Plant, & Equipment – computers, furniture, leasehold improvements etc.

Liabilities and Net Assets

Current liabilities: Accounts Payable, bills

Advances from funders: Funds we have from advance billing for work in a future period (Electric, Natural Gas, EULR)

Net assets

Net Assets With Donor Restriction: Special Project Funds and DOE Funds

Net Assets Without Donor Restriction: It is synonymous with Retained Earnings in a for-profit corporation.

It is the long-term accumulation of net income and net loss through the life of the organization,

Total Net Assets: Total Assets minus Total Current Liabilities, also the Total of Net Assets

With and Without Donor Restrictions.

Northwest Energy Efficiency Alliance, Inc.
Audit Results Summary
Year Ended December 31, 2024

Financial Statement Audit

Unmodified Opinion on Financial Statements

The financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

Financial Trends	2020	2021	2022	2023	2024	2024 vs. 2023	
						\$ Change	% Change
Financial Position :							
1. Cash and equivalents	\$ 1,512,136	\$ 1,021,961	\$ 3,450,003	\$ 873,405	\$ 959,770	\$ 86,365	9.9%
2. Short-term investments	14,175,272	12,284,328	13,042,968	15,055,239	13,514,128	(1,541,111)	(10.2%)
3. Receivables	461,845	1,603,387	377,156	391,245	204,764	(186,481)	(47.7%)
4. Prepaids and other	735,543	822,164	1,024,049	1,085,773	965,171	(120,602)	(11.1%)
5. Property and equip	1,711,900	2,141,257	2,242,864	1,984,503	1,618,572	(365,931)	(18.4%)
6. Operating lease asset	-	-	4,566,314	4,023,480	3,474,889	(548,591)	(13.6%)
7. Total assets	18,596,696	17,873,097	24,703,354	23,413,645	20,737,294	(2,676,351)	(11.4%)
8. Accounts payable	3,796,121	3,730,008	4,462,613	3,352,595	4,617,231	1,264,636	37.7%
9. Accrued payroll	1,028,279	1,033,377	1,055,669	985,644	1,069,349	83,705	8.5%
10. Advances & def rev	10,122,773	7,853,881	10,033,560	10,339,385	7,583,430	(2,755,955)	(26.7%)
11. Deferred rent	69,240	1,094,669	-	-	-	-	0.0%
12. Operating lease liability	-	-	5,617,011	5,011,126	4,379,832	(631,294)	(12.6%)
13. Net assets without donor restrictions	2,368,783	3,023,644	3,395,604	3,563,148	3,051,657	(511,491)	(14.4%)
14. Net assets with donor restrictions	1,211,500	1,137,518	138,867	161,747	35,795	(125,952)	(77.9%)
15. Total liabilities and net assets	18,596,696	17,873,097	24,703,324	23,413,645	20,737,294	(2,676,351)	(11.4%)
Results of Activities :							
16. Contributions	37,674,775	40,227,128	39,719,185	34,234,501	39,773,467	5,538,966	16.2%
17. Other revenues	183,729	106,451	328,935	1,249,118	1,366,005	116,887	9.4%
18. Total revenues	37,858,504	40,333,579	40,048,120	35,483,619	41,139,472	5,655,853	15.9%
19. Project implementation	19,464,246	22,253,906	22,962,239	15,393,993	19,508,707	4,114,714	26.7%
20. Project evaluation	1,368,595	1,749,917	1,078,824	2,009,132	1,803,492	(205,640)	(10.2%)
21. Salary expenses	12,839,206	12,980,901	13,301,758	14,140,733	15,660,972	1,520,239	10.8%
22. Occupancy expenses	1,047,031	1,144,259	1,232,208	1,516,729	1,565,603	48,874	3.2%
23. Other expenses	1,461,155	1,623,717	2,099,782	2,232,608	3,238,141	1,005,533	45.0%
24. Total expenses	36,180,233	39,752,700	40,674,811	35,293,195	41,776,915	6,483,720	18.4%
25. Change in net assets	\$ 1,678,271	\$ 580,879	\$ (626,691)	\$ 190,424	\$ (637,443)	\$ (827,867)	(434.7%)
Selected Ratios							
	2020	2021	2022	2023	2024	Average	
26. Primary reserve ratio	5.2%	5.1%	3.2%	4.9%	3.5%	4.4%	
27. Program Expense %	80.6%	85.2%	85.8%	81.3%	82.4%	83.1%	

Communication with Those Charged with Governance

28. Accounting policies and estimates
29. No corrected misstatements identified during the audit
30. No disagreements with management or difficulties performing the audit

Uniform Grant Guidance

31. Compliance audit required when Federal expenditures exceed \$750,000
32. Report on internal control and compliance associated with financial reporting
33. Report on internal control and compliance associated with major Federal program compliance requirements
34. No compliance findings or material weaknesses in internal control over financial reporting or compliance

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of Northwest Energy Efficiency Alliance, Inc. as of and for the years ended December 31, 2024, 2023, 2022, 2021, and 2020. In our audit reports we expressed an unmodified opinion on those financial statements. This document contains information we believe is meaningful to the NEEA's management and Board of Directors. We have read this information and considered whether it is materially consistent with the information appearing in the audited financial statements. Because the information contained in this document does not include all of the information required by accounting principles generally accepted in the United States of America, it should not be considered a complete and fair presentation of the financial position or results of activities of the Organization. This report is intended to be used by NEEA's management and Board of Directors, and, accordingly, distribution should be limited. The information contained in this report should be used only in conjunction with the separately issued audited financial statements.



Memorandum



June 9, 2025

To: NEEA Board of Directors
 From: Jim Underwood, Corporate Counsel
 Subject: Committee Charters, Board Policies, and Board Guidelines Review – Q2 2025

Ask: Please review this Memorandum’s Executive Summary, along with the inclusive and proposed document redlines for discussion and additional edits (collectively, “the April 2025 review”).

Background: The Board reviews NEEA’s Committee Charters, Board Policies, and Board Guidelines every five (5) years during the first year of each Cycle, or as needed. Given volume, rolling reviews are occurring during 2024-2025. See Appendix schedule.

Summary of Structural Changes: All documents are structured similarly for consistency. Review history section moved to documents’ end for ease of reference.

Executive Summary:

1) Human Resources Policy

- Improve language for clarity, uniformity, consistency, and general housekeeping updates.
- Propose alternative language regarding “Background and Underlying Philosophy”.
- Provide proposed adjustments to scope and bulleted breakouts for related policies.

2) Risk Management Policy

- Improve language for clarity, uniformity, consistency, and general housekeeping updates.
- Propose adjusted language for “Background and Underlying Philosophy”.
- Propose adjustments to scope and bulleted breakouts for risks subject to this Policy.

3) Financial Management Policy

- Improve language for clarity, uniformity, consistency, and general housekeeping updates.
- Reference tie-in to compliance with public funding and regulatory requirements.
- Propose operational costs language be prefaced for non-profits and be reasonable.
- Suggest tie-ins to NEEA’s Mission and Purpose as most applicable.
- Tie-in Conflicts Policy and related federal procurement requirements (i.e., competitive bidding).
- Add clarification regarding Bylaws tie-ins to enter contracts and loans and LOC policy.
- Propose minor adjustments to loan and investment policies (i.e., lawful purposes).
- Add proposed language in “Use of Legal Counsel”, “Conflict of Interest”, “Restrictions on Gifts”, and other sections for general risk mitigation purposes and additional clarification.

4) Board Rules of Procedure Policy

- Improve language for clarity, uniformity, consistency, and general housekeeping updates.
- Propose discretion for Board to deviate from Robert’s Rules for procedural flexibility, if needed.

5) Board Director Appointment Policy

- The Board approved the amended version in June 2024. NEEA staff are proposing an additional minor change to align with Q1 2025 Board directives and ask for the GC’s input on its preference to frame “Board norms and behaviors” language.

6) Board Officer Selection Guidelines

- Improve language for clarity, uniformity, consistency, and general housekeeping updates.
- Make officers' term start-date consistent with Bylaws as first day after annual meeting election and mirror for interim vacancies.

7) Board Decision-Making Guidelines

- Improve language for clarity, uniformity, consistency, and general housekeeping updates.
- Propose clarifying language in Board decision-making sections.
- Propose additional flexibility and criteria for the Board to call executive session and protect related public summaries of executive session matters as determined by the Board.
- Propose clarifying language around the timing of Board ratification of Executive Committee emergency decisions (i.e., next regularly scheduled Board meeting).

Appendix – Complete Review Schedule

Type	Title	Target Review Timeframe	Board Approval Target
Policy	Funding Mechanism (2)	Q4 2022 - Q3 2023	Q3 2023 - completed
Bylaws	Bylaws of Northwest Energy Efficiency Alliance, Inc.	Q2 2024	Q2 2024 - completed
Policy	Board Members Request for Information	Q2-Q3 2024	Q4 2024 - completed
Policy	Board Assessment and Orientation	Q2-Q3 2024	Q4 2024 - completed
Policy	Board of Director Appointment	Q2-Q3 2024	Q4 2024 - completed
Policy	Code of Ethics	Q2-Q3 2024	Q4 2024 - completed
Policy	Disclosure of Information	Q2-Q3 2024	Q4 2024 - completed
Charter	Governance Committee Charter	Q3 2024	Q3 2024 - completed
Charter	Strategic Planning Committee Charter	Q3 2024	Q3 2024 - completed
Charter	Natural Gas Committee Charter	Q3 2024	Q3 2024 - completed
Charter	Finance and Audit Committee Charter	Q3 2024	Q3 2024 - completed
Charter	Executive Committee Charter	Q3 2024	Q3 2024 - completed
Charter	Ad Hoc Committee to Select Leadership Award Winners Charter	Q3 2024	Q3 2024 - completed
Charter	Ad Hoc Committee to Select Public Interest Board Candidate Charter	Q3 2024	Q3 2024 - completed
Guiding Principles	Natural Gas Guiding Principles	Q4 2025	Q4 2025 - completed
Charter	Universal Charter - Coordinating Committees	Q3 2024 (Committee review)	Q1 2025 - completed
Charter	Regional Emerging Technology Advisory Committee	Q3 2024 (Committee review)	Q1 2025 - completed
Charter	Cost Effectiveness Advisory Committee	Q3 2024 (Committee review)	Q1 2025 - completed
Charter	End Use Load Research Steering Committee	Q3 2024 (Committee review)	Q1 2025 - completed
Charter	Regional Portfolio Advisory Committee	Q3-Q4 2024 (Committee review)	Q1 2025 - completed
Charter	Natural Gas Advisory Committee	Q3-Q4 2024 (Committee review)	Q1 2025 - completed
Policy	Conflict of Interest	Q1 2025	Q1 2025 - completed
Policy	Natural Gas	Q1 2025	Q1 2025 - completed
Guidelines	Guidelines for Managing Financial Reserves	Q1 2025	Q1 2025 - completed
Policy	Human Resources	Q2 2025	Q2 2025
Policy	Risk Management	Q2 2025	Q2 2025
Policy	Financial Management	Q2 2025	Q2 2025
Policy	Board Rules of Procedure Policy	Q2 2025	Q2 2025
Guidelines	Guidelines for Board Officer Selection	Q2 2025	Q2 2025
Guidelines	Board Decision Making	Q2 2025	Q2 2025
Guidelines	Guidelines for Managing Financial Reserves	Q3 2025	Q3 2025
Guidelines	Board Members Representing Multiple Constituents	Q3 2025	Q3 2025
Guidelines	New Strategic Opportunity Screening	Q3 2025	Q3 2025
Guidelines	Guidelines for Board Work	Q3 2025	Q3 2025



Memorandum

June 9, 2025

TO: NEEA Board of Directors

FROM: Becca Yates, NEEA staff

SUBJECT: Process and timeline to select the Public Interest Board Seat Candidate

.....

Our Ask: for information and opportunity to ask questions.

Background:

The Governance Committee is tasked with oversight of this Ad Hoc Public Interest Candidate Selection Committee (Ad Hoc Committee) and for this selection process. Members of the Ad Hoc Committee include Gilbert Archuleta, Elizabeth Osborne, Ruchi Sadhir, Debbie DePetris, Kellye Dundon, and Nicole Hydzik. The Ad Hoc Committee's responsibility is to conduct the public outreach to solicit nominations for the Public Interest representative, vet the applications and make recommendations to the Governance Committee.

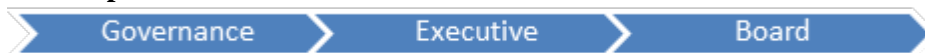
Process:

1. (Q1) The Governance Committee aligns on process and timeline for this year's public interest candidate selection process and timeline. The GC decides whether to act as the Ad Hoc Committee or establish a separate Ad Hoc Committee that reports to the Governance Committee. If needed, the Governance Committee solicits interest in sitting on the Ad Hoc Committee during the Q1 Board Meeting. **Completed**
2. (Q2) The Ad Hoc Committee meets to review and approve the Letter of Interest announcing the process for appointing the public interest representative, interview questions, and scoring criteria. The Ad Hoc Committee reviews these materials with the Governance Committee during the Q2 GC Meeting on April 29th. **Completed**
3. (Q2/Q3) NEEA staff supports the Ad Hoc Committee in soliciting and vetting candidates for the Public Interest Board seat by posting the announcement to interested parties on the following:
 - a. neea.org
 - i. newsroom article
 - ii. homepage
 - iii. Board page
 - b. By email to the neea.org public notice distribution list
 - c. LinkedIn
 - d. NEEA newsletter
 - e. Job board – Nonprofit Jobs, Volunteering, and more - Idealist
4. (Q3) The Ad Hoc Committee selects the top 2 – 3 candidates and presents them to the Governance Committee (if a separate committee) during the Q3 GC Meeting on August 5th for approval to proceed with interviews.
5. (Q3/Q4) The Ad Hoc Committee interviews the top 2 – 3 candidates and aligns on the recommendation to present to the Governance Committee during the Q4 GC Meeting on October 28th.
6. (Q4) The Governance Committee aligns on the public interest candidate selection and presents to the Executive Committee and Board in December for final selection.



CONFLICT OF INTEREST POLICY

Review process:



Background and Underlying Philosophy:

It is in NEEA's best interests to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest to further NEEA's best practices and for compliance with applicable law. NEEA's Conflict of Interest Policy (this "Policy") is designed to help NEEA Board members and NEEA staff identify situations that present actual or potential conflicts of interest and outline disclosure requirements, processes, and procedures to help mitigate related risk and remediate situations where a Conflict of Interest is determined to exist. This Policy endeavors to further NEEA's goals of accountability, fairness, and transparency in NEEA's operations. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit associations, including those that may apply to NEEA

1. DEFINITIONS

- a. An "Interested Person" is an officer, employee, member of the Board of Directors of NEEA, or anyone else who is in a position of authority with NEEA, as well as any Family Member of NEEA officers, employees or Board members; entities which are more than 35% owned, directly or indirectly, individually or collectively, by one or more NEEA officers, directors, or employees; and other entities (excluding §501(c) tax-exempt organizations) of which a NEEA officer, director or employee serves in a position of influence (e.g., as an officer, director, or key employee).¹
- b. A "Family Member" includes an Interested Person's spouse, ancestors, siblings (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.
- c. A "Material Financial Interest" is a financial interest of any kind, direct or indirect, which, in view of all the circumstances, is substantial enough that it reasonably could affect an Interested Person's judgment with respect to a Transaction in which NEEA is involved or which affects NEEA.²
- d. A "Transaction" is any agreement or relationship involving an interest in any sales, purchases, transfers, leasing arrangements, licensing arrangements, guarantees, performance of service contracts, joint ventures, or other business transactions since the beginning of the current fiscal year to which NEEA was, or is to be, a party, including the providing or receipt of a loan or grant, the establishment of any financial relationship, or the exercise of control over another organization.
- e. A "Conflict of Interest" exists when an Interested Person has a Material Financial Interest in a Transaction in which NEEA is involved, or to which NEEA is to be a party in the future, or which otherwise affects NEEA.
- f. The Board recognizes that this Policy may not describe all Transactions or matters in which an Interested Person or an individual or business closely connected

¹ "Interested Persons" also include (1) former officers and key employees ("former" meaning the past five years) if they receive compensation for the current year in an amount greater than \$100,000, and (2) former Directors if they receive compensation for the current year in an amount greater than \$10,000.

² A material interest is defined as anything over 2 percent of the total dollar amount to be voted upon in the case of a transaction in which a NEEA board member is involved.

with an Interested Person may engage in a Transaction or other matter with NEEA that creates divided loyalties or the possibility or perception of a conflict of interest or of unfair advantage to the other party. In such cases, the Board Chair or Board shall determine whether the Transaction is a Conflict of Interest under this Policy or should otherwise be scrutinized as set forth in this Policy.

2. EXAMPLES

The following examples are not exhaustive but are intended to illustrate the application of this Policy.

- a. A Conflict of Interest occurs in any of the following when an Interested Person:
 1. is a party to a contract with NEEA.
 2. has a Material Financial Interest in an entity which competes with NEEA.
 3. has a Material Financial Interest in an entity which is engaging in a Transaction with NEEA.
- b. A Conflict of Interest does not occur when an Interested Person is simply an employee of an entity which funds NEEA.
- c. A Conflict of Interest occurs when an Interested Person accepts any gift or entertainment with a value over \$50.00 USD from an individual or entity involved in a Transaction with NEEA.
- d. A Conflict of Interest occurs when a Board Member, or the Board Member's organization, directly benefits from a vote where they, or their organization, receives monies that are over two percent (2%) of the total amount to be voted upon.

It may not always be clear if a Conflict of Interest exists. Any situation which creates an actual or potential of a Conflict of Interest should be disclosed pursuant to the procedures outlined below.

3. PROCEDURES

- a. An Interested Person must promptly and fully disclose all material facts of every actual or potential Conflict of Interest at such time as it arises, including annually pursuant to this Policy. NEEA staff Conflict of Interest disclosures are collected and evaluated by NEEA for Conflict of Interest and uplevled as needed to NEEA's Board Chair or Board for formal Conflict of Interest determination. NEEA's Board disclosures are collected and evaluated by NEEA for Conflict of Interest and uplevled as needed to NEEA's Board Chair or Board pursuant to this Policy for formal Conflict of Interest determination.
- b. An Interested Person who is NEEA staff that has a Conflict of Interest as determined pursuant to this Policy may not be involved in the selection, award, or administration of any NEEA contract, or involved in any related Transaction. NEEA staffs' questions about NEEA's Conflict of Interest Policy or compliance standards should be directed to NEEA's Human Resources Department, Legal Department, Executive Director, Board Chair, or Board. All material facts regarding NEEA staffs' Conflict of Interest disclosures shall be retained by NEEA. NEEA staff will also engage in reasonable efforts to mitigate risk and take remedial steps to address and minimize any potential conflict not rising to an actual Conflict of Interest.
- c. An Interested Person who is a Board officer or director that has a Conflict of Interest shall not participate in or hear the Board or Committee discussion of the Transaction except to disclose facts and answer questions. Such Interested Person shall not attempt to exert the Interested Person's personal influence regarding the Transaction at any time. All material facts regarding the Conflict of Interest shall be recorded in the minutes of Board or Committee at any such meeting.
- d. An Interested Person who is a Board director that has a Conflict of Interest shall not be counted for

purposes of determining a quorum with respect to a Board or Committee vote regarding the Transaction and shall not vote on the Transaction or be present when the vote is taken. The Committee or Board shall document its decision by keeping written records of the terms of the Transaction, the Board members present during deliberations on the Transaction, the results of any vote, and to what extent the Interested Person was excluded from Board deliberations. All material facts regarding the Conflict of Interest shall be recorded in the minutes of Board or Committee at any such meeting.

- e. If it is not clear whether a Conflict of Interest exists, the Interested Person shall disclose all material facts pertaining to the potential Conflict of Interest to NEEA staff, NEEA's Board Chair, or NEEA's Board, and NEEA's Board Chair shall have the sole authority to determine whether a Conflict of Interest exists or may delegate this decision for a vote of the Board.
- f. NEEA staff, NEEA's Board Chair, and NEEA's Board shall exercise due diligence when evaluating any disclosure related to a Conflict of Interest, which may include investigating and proposing alternatives to the Transaction that present no actual or potential Conflict of Interest, to determine whether the Transaction is in NEEA's best interest, for its own benefit, and whether it is fair and reasonable to NEEA.

4. REVIEW

- a. Each NEEA director and employee shall review this Policy and acknowledge in writing that each NEEA director and employee has done so and agrees to abide by it.
- b. Each NEEA director and employee shall complete a disclosure form annually identifying any position they or their Family Member holds, or any Transaction in which they, or their Family Member is involved as an Interested Person, which could constitute or lead to a potential or actual Conflict of Interest. Such disclosure shall be confidential, and shall be made available only to NEEA staff on an "as needed" basis, NEEA's Executive Director, NEEA's Board Chair, and NEEA's Board as necessary to implement this Policy. This confidentiality provision shall not limit the material facts pertaining to an actual Conflict of Interest being recorded in the minutes of a meeting pursuant to Sections 3b-c above or otherwise to effectuate this Policy.

Review Schedule:

The Board reviews this Policy during the first year of the funding cycle, or at other times as needed as determined by the Board.

HISTORY			
Source	Date	Action/Notes	Next Review Date
Board Decision	August 28, 2008	Adopted	As needed
Governance Committee	September 17, 2009	Reviewed. Recommended for Board approval.	As needed
Board Decision	October 15, 2009	Amended.	As needed
Finance & Audit Committee	May 21, 2015	Reviewed. Recommended for Board approval.	2016
Board Decision	June 2, 2015	Reviewed and approved.	2016
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board	Q2 2020

HISTORY			
Source	Date	Action/Notes	Next Review Date
		approval.	
Board Decision	December 3, 2015	Board approval.	Q2 2020
Governance Committee	January 23, 2020	Recommended Board approval.	Q2 2025
Executive Committee	February 20, 2020	Recommended Board approval.	Q2 2025
Board Decision	March 24, 2020	Board approval.	Q2 2025
Governance Committee	February 18, 2025	Reviewed. Recommended for Board approval.	Q2 2030
Executive Committee	February 20, 2025	Reviewed. Recommended for Board approval.	Q2 2030
Board Decision	March 11, 2025	Board approval.	Q2 2030

Referenced in: Financial Management Policies

NEEA CONFLICT OF INTEREST POLICY - DISCLOSURE FORM

Date: _____

Name: _____

Position with NEEA: _____

I certify that I have reviewed and agree to abide by the NEEA Conflict of Interest Policy, and understand the defined terms used in this disclosure form.

Please describe below any position you hold, paid or unpaid, or which any Family Member holds, which could constitute or lead to a Conflict of Interest:

1. _____

2. _____

3. _____

Please describe below any Transactions in which you or any Family Member has a Material Financial Interest, which could constitute or lead to a Conflict of Interest:

1. _____

2. _____

3. _____

Please identify fellow NEEA officers, directors, or key employees with which you have a family or business relationship:

Family relationship(s): _____

Business relationship(s): _____

I certify that the above information is true and complete to the best of my knowledge.

Signature: _____

Date: _____



Informational Materials

Memorandum – Q2 Board Committee Meetings Summary



June 9, 2025

Governance Committee – April 29, 2025

Committee members present: Gilbert Archuleta, Clay Monroe, Elizabeth Osborne, Eileen Quigley, Ruchi Sadhir

Committee members absent: none

Ad Hoc Committee to Select Public Interest Board Candidate (guests): Debbie DePetris, Nicole Hydzik

Ad Hoc Committee absent: Kellye Dundon

Key topics:

1. Public Interest Board Seat – the Ad Hoc Committee to Select Public Interest Board Candidate met at the beginning of the Governance Committee Meeting. The Ad Hoc Committee reviewed the solicitation letter, interview questions, and proposed scoring criteria. The Committee aligned on clarification edits to the letter and interview questions and supported the proposed next steps.
2. Policies, Guidelines, Charters Review – NEEA staff reviewed the proposed edits to the Human Resources, Risk Management, Financial Management, Board Rules of Procedure, and Board Director Appointment Policies and the Guidelines for Board Officer Selection and Board Decision Making Guidelines. The Committee approved presenting these documents to the Executive Committee and Board for additional discussion and approval.
3. Q2 Board Orientation – the Committee reviewed the draft Board Orientation and the draft Board Member Roles & Responsibilities document and Board skills assessment general categories. The Committee approved presenting the Board Member Roles & Responsibilities document to the Board during Orientation and conducting the Board skills assessment survey prior to the Board Orientation in order to review the results during Orientation.
4. Conflict of Interest Policy and yearly form – the Committee aligned on managing the process this year and sending the yearly Conflict of Interest form to the Board via DocuSign after the June Board Meeting.

Strategic Planning Committee – May 1, 2025

Committee members present: Gilbert Archuleta, Jamae Hilliard Creecy, Suzanne Frew

Committee members absent: Kyle Roadman

Key topics:

1. End-Use Load Flex (EULF) – NEEA staff presented an overview of the EULF special project 2024 accomplishments, New Strategic Opportunity Assessment and draft Strategic and Business Plans. The Committee expressed concerns regarding the project's scope and scale but supported presenting these to the Executive Committee and Board for additional discussion.
2. Policy Updates – NEEA staff provided an overview of the current legislative policies from Idaho, Montana, Oregon, and Washington. The Committee agreed to continue watching the new federal administration executive orders for impacts to the region and NEEA's work.
3. Board Strategic Discussion – the Committee discussed NEEA staff's proposal for the Board to discuss affordability during the Q2 Board Meeting and supported holding the discussion in Executive Session.

Natural Gas Committee – May 14, 2025

Committee members present: Gilbert Archuleta, Michael Colgrove, Kellye Dundon, Nicole Hydzik, Caleb Reimer, Bonnie Rouse

Committee members absent: none

Key topics:

1. Policy Updates - NEEA staff provided an overview of the current legislative policies from Idaho, Montana, Oregon, and Washington and the current status of ENERGY STAR. The Committee agreed to continue watching the new federal administration executive orders for impacts to the region and NEEA's work.
2. Natural Gas Updates – NEEA staff provided updates on extra-regional activities, dual-fuel work groups, and upcoming topics for the Cost-effectiveness and Evaluation Advisory Committee.

Finance and Audit Committee – May 22, 2025

Committee members present: Gilbert Archuleta, Kyle Roadman, Quentin Nesbitt

Committee members absent: Brittany Broyles

Key topics:

1. 2024 Audit – Ian Gelfand and Luke Regan from Hoffman, Stewart, & Schmidt provided an overview of the 2024 audit results. They will also join the Q2 Board Meeting to present the results to the Board.
2. Quarter Review of Q1 2025 NEEA Financials – NEEA staff provided a summary of the quarterly financials and reviewed the reports.
3. Q1 2025 Expenditure Review – there were no questions this quarter from the Committee.
4. Cycle 7 Funding Contracts Update – NEEA staff provided an update.
5. Cycle 7 Audit Firm Selection – NEEA staff reviewed the timeline and draft Request for Proposals (RFP). Staff confirmed that since the audits are now conducted mostly remote, it's more viable for audit firms located outside of Portland to submit proposals. Staff reviewed where the RFP will be posted and asked Committee Members to send recommendations.
6. Financial Management Policies – NEEA staff reviewed proposed edits to the Financial Management Policies. The Committee had no additional edits and approved presenting them to the Board for additional discussion and approval.
7. End-Use Load Flex (EULF) – NEEA staff reviewed the New Strategic Opportunity Assessment and said it will be presented to the Board in June for additional discussion.

Executive Committee – May 22, 2025

Committee members present: Gilbert Archuleta, Mike Colgrove, Jamae Hilliard Creecy, Joe Fernandi, Kyle Roadman, Danie Williams

Committee members absent: none

Key topics:

1. ENERGY STAR – NEEA staff provided an update and said the Board will discuss the current status during the Board Meeting Executive Session in June.
2. Policies, Guidelines, Charters Review – NEEA staff reviewed the proposed edits to the Human Resources, Risk Management, Financial Management, Board Rules of Procedure, and Board Director Appointment Policies and the Guidelines for Board Officer Selection and Board Decision Making Guidelines. The Committee noted one correction and asked staff to provide examples to support the proposed edit to the Board Rules of Procedure Policy when presenting to the Board. The Committee approved presenting these documents to the Board for additional discussion and approval.
3. Public Interest Board Seat – NEEA staff provided an overview of the status.
4. Cycle 7 Contracting update – NEEA staff provided an update.
5. Q2 Board Strategic Discussion – NEEA staff said this topic is currently planned for the Board Meeting Executive Session; however, it may be deferred to Q3 if the time is needed for a different topic.

6. End-Use Load Flex (EULF) - NEEA staff reviewed the New Strategic Opportunity Assessment and said it will be presented to the Board in June for additional discussion.
7. Q2 Risk Management – NEEA staff provided an overview of the current Risk Management Report and there were no concerns from the Committee.
8. NIST Update – NEEA staff provided an overview and there were no concerns from the Committee.
9. Executive Director Mid-year Performance Review Process – Becca Yates, NEEA staff discussed the mid-year review process and timeline with the Committee.



Minutes

NEEA Board Meeting

March 10 and 11, 2025

Puget Sound Energy, Bellevue, Washington

Member Attendance:

Nicole Hydzik, Chris Johnson, Jamae Hilliard Creecy, Caleb Reimer, Josh Mitchell, Debbie DePetris, Quentin Nesbitt, Mike Colgrove, Kellye Dundon, Danie Williams, Clay Monroe, Gilbert Archuleta, Joe Fernandi, Suzanne Frew, Brittany Broyles, Ruchi Sadhir, Elizabeth Osborne, Kyle Roadman, Eileen Quigley

Member Absence: Bonnie Rouse

NEEA Staff attendance:

Becca Yates, Jeff Harris, Kyle Burchard, Virginia Mersereau, Susan Hermet, Becky Walker, Jim Underwood, Jane Waian

Guest attendance (March 11, 2025):

Tom Beierle, Ross Strategic; End-Use Load Flex attendees: Nora Hawkins, Leslie Wright, Misty Earisman, Talia Mirel, Shivani Subramaniam, Andrew Grassell, Brittany Wagner, Spencer Moersfelder, Jennifer Finnigan, Laura James, Cam LeHouillier, Matt Babbitts, Meghan Pinch, Rich Hodges, Tom Smith

March 10, 2025

The Board held an Executive Session from 12:30 pm – 4:30 pm PT to discuss confidential matters. There were no Board decisions.

March 11, 2025

Welcome and Agenda Review

Jamae Hilliard Creecy, Board Chair, opened the public Board Meeting at 8:30 am PT with a quorum present. Hilliard Creecy reviewed NEEA's purpose and Board Norms.

Consent Agenda

Hilliard Creecy asked if there were any changes to the consent agenda. Hearing none, she called for a motion to approve.

Minutes from the 2024 Q4 Board Meeting

Motion: Mike Colgrove moved to approve the consent agenda: Nicole Hydzik seconded. Danie Williams abstained. The consent agenda was unanimously approved by voice vote.

Executive Director Update

Becca Yates, NEEA staff, welcomed everyone to the Q1 2025 Board Meeting and welcomed new members to NEEA's Board. She said NEEA's core energy efficiency work is aligned with federal administration goals of

an affordable, resilient, and secure energy system and NEEA is leveraging trusted relationships throughout the supply chain to encourage innovation and support expanded consumer choices for efficient products. She thanked everyone for their commitment to the alliance.

Yates provided an overview of the Luminaire Level Control (LLC) and HVAC pilot that is getting a lot of attention from manufacturers, utilities, and lighting designers across the country. She said what is significant about this pilot is the focus on small commercial buildings and there is a large potential market for this solution. Yates said in this demonstration, the LLC lighting sensors work with the building's digital thermostat to make slight adjustments to temperature settings based on occupancy. She added that the emerging technology team is looking for additional buildings in the region to participate in this pilot and asked Board Members to contact NEEA staff if interested.

Yates said Clark Public Utilities, NW Natural and NEEA staff are piloting an internet-enabled, dual-fuel HVAC system. She said the controller is the newest innovation to be tested and is available in several configurations. Yates said this pilot shows what the future could look like with an efficient, flexible, and controllable HVAC system and she will keep the Board updated on the results.

Yates then provided an overview of the return of ENERGY STAR TVs and NEEA staff's findings to date.

Yates provided an overview of the recent Commercial Building Stock and Motor Systems Stock Assessments and highlights from the Quarterly Advisory Committee Meetings. She said several special projects were identified in the Cycle 7 Business Plan including End-Use Load Research (began in Cycle 6), End-Use Load Flexibility, and the newest special project - Commercial Whole Building. Yates said the Commercial Whole Building project is intended as a regional, market-focused approach for utilities and efficiency programs to offer support to building owners, at scale, while creating a pipeline of efficiency projects. She said the team held the first steering committee meeting in January with representation from each project funder.

Yates said Efficiency Exchange 2025 will be held at the Hyatt in Portland, Oregon on May 20 – 21. The event will be hybrid again this year and early bird registration is February 18 – April 25.

Yates provided an overview of the Vancouver Innovation Center, a Clark PUD customer that incorporated efficient technologies supported by NEEA's BetterBricks platform. She then shared a video showing the results.

There were no Board actions or decisions.

Board Strategic Discussion - Affordability

Gilbert Archuleta, Strategic Planning Committee Chair said the Strategic Planning Committee is responsible for identifying issues of strategic importance to the alliance and bringing them forward to the Board for discussion. He said the topic for the Q1 Board Meeting is affordability and invited Jeff Harris, NEEA staff, and Tom Beierle from Ross Strategic to facilitate the discussion.

Harris said the goals for today's discussion are to identify strategic issues and trends that may impact the alliance and provide time for each Board Members to share affordability issues within their territories.

Beierle facilitated a Board discussion to identify examples of affordability issues that will help inform future Board discussions.

There were no additional Board questions or decisions.

Board Strategic Discussion – End-Use Load Flexibility

Archuleta said the second strategic discussion topic is the End-Use Load Flexibility (EULF) special project. He also welcomed End-Use Load Flexibility steering committee members and additional attendees who joined today's Board Meeting. He then asked Harris to lead the discussion.

Harris reviewed the upcoming Board engagements and said this special project aligns with Goal 2 in NEEA's Cycle 7 Business Plan. Harris reviewed the current and future EULF timeline and provided an overview of the 2024 – 2025 workplan highlights and learnings. Harris said key strategies for this project will leverage NEEA workstreams: emerging technology, market strategy & execution, convene and collaborate, analytics, research and evaluation, and codes and standards and he reviewed the key themes for this project.

Harris said during the June Board Meeting, the Board will review the 2026 – 2029 EULF Strategic and Business Plans and New Strategic Opportunity Assessment.

There were no additional Board questions or decisions.

Board Policies, Guidelines, Charters Review

Yates, interim Governance Committee Chair, asked Jim Underwood, NEEA staff, to provide an overview of the policies, guidelines, and charters scheduled for review and staff recommended edits. Underwood said most proposed staff edits relate to housekeeping items to create consistency between charters. He reminded the Board that several charters were reviewed in Q4 2024 and said the substantive change to the Regional Portfolio Advisory and Natural Gas Advisory Committee Charters related to the non-voting clause.

Underwood said the only substantive edit to the Guidelines for Managing Financial Reserves was item #3 that reflected the Board's decision in Q4 2024 and at the Governance Committee's guidance, NEEA's mission and purpose were added to all charters.

Yates asked the Board if there were any additional questions or edits to the documents. Hearing none, she called for a motion to approve.

Motion: Eileen Quigley moved to approve the following Charters: Coordinating Committees Universal Charter, Regional Emerging Technology Advisory Committee Charter, Cost-effectiveness Advisory Committee Charter, End-Use Load Research Steering Committee Charter, Regional Portfolio Advisory Committee Charter, Natural Gas Advisory Committee Charter; Joe Fernandi seconded. Danie Williams abstained. The motion was unanimously approved by voice vote.

Motion: Mike Colgrove moved to approve the Conflict of Interest Policy, Natural Gas Policy, and the Guidelines for Managing Financial Reserves; Clay Monroe seconded. Danie Williams abstained. The motion was unanimously approved by voice vote.

There were no additional Board decisions or actions.

Public Interest Board Seat Selection Process

Yates said that every three years, NEEA selects a Board member to represent the public interest and the current public interest Board seat was selected in 2022. She said the Governance Committee is tasked with overseeing the selection process, timeline, and the Ad Hoc Committee to Select Public Interest Board Candidate. Yates added that the Governance Committee can choose to serve as the Ad Hoc Committee or establish a separate Committee.

Yates said the Committee chose to establish an Ad Hoc Committee to guide the selection process, and all Committee Members agreed to sit on the Ad Hoc Committee. Eileen Quigley, Committee Member, will not participate on the Ad Hoc Committee since she currently serves as the Public Interest Board Representative and may run for another term.

Yates then reviewed the proposed process and timeline for the remainder of 2025 and asked if any Board Member would like to sit on the Ad Hoc Committee to Select Public Interest Board Candidate. Debbie DePetris, Kellye Dundon, and Nicole Hydzik volunteered.

There were no additional Board decisions or actions.

2024 Board Self-assessment Action Items

Yates said the Board review of the proposed actions items from the 2024 Board Self-assessment (BSA) was postponed from the Q4 2024 Board Meeting. She said the Governance Committee approved several staff recommended edits to the actions that reflect the recent Federal Administration directives. Yates then reviewed the themes and proposed actions from the BSA and asked the Board if there were any questions or proposed edits. The Board asked NEEA staff to develop a written document outlining Board Member roles and responsibilities and to develop a Board Member skills matrix that may help identify any gaps for future Board development.

Yates said the Governance Committee will provide a status update on the action items during the Q3 Board Meeting.

Action: NEEA staff will develop a draft document outlining Board Member roles & responsibilities and will bring to the Board in Q2 for review and discussion.

Action: NEEA staff will conduct a survey to identify Board Members skill sets. The skills matrix can then be used to identify potential gaps on the Board and areas for future Board development.

Cycle 7 Audit Firm Selection Process and Timeline

Kyle Roadman, Finance and Audit Committee Chair, asked Kyle Burchard, NEEA staff, to provide an overview of the upcoming Cycle 7 audit firm selection process and timeline. Burchard said NEEA's current audit contract with HSS expires after the 2024 audit and Form 990 activities are completed. He said the Finance and Audit Committee will lead the selection process for the Cycle 7 audit firm assisted by NEEA staff. Burchard reviewed the timeline and said the Committee will present the recommendation to the Board in December for approval. Contracting will be completed in Q1 2026 so that work on the 2025 audit can begin during Q1 2026. The Board had no concerns or questions.

There were no Board decisions or actions.

2024 Audit Schedule and Work Plan

Roadman reviewed the 2024 Audit Schedule and Work Plan. The Board had no questions or concerns.

There were no Board decisions or actions.

Q1 2025 Financials

Roadman asked Kyle Burchard, NEEA staff, to provide an overview of the Q4 2024 financials. Burchard said NEEA's electric year-to-date actuals through Q4 2024 were \$34.3M compared to a budget of \$36.2M. He said Compensation and Benefits were -\$1.1M below budget due to hiring delays and staff vacancy. He said General and Administrative expenses were over budget by +\$551K due primarily to accelerated IT investments and temporary staffing services. Burchard said program expenses of \$17.2M were under budget by -\$1.4M. He said two themes that were identified as previous variance drivers have continued to persist, including delays caused by resourcing constraints related to onboarding new staff and unanticipated changes in program implementors. He said staff were able to adaptively manage these variances and adjust investments mid-year to meet 2024 goals more effectively. Burchard said the full Cycle 6 expenses for electric were under the budget of \$159.4M by -\$4.0M. He said staff will complete the final reconciliation once the audited financial results are accepted by the Board in Q2, 2025. Burchard said staff will reach out to funders in June to see if funders choose to accept their true-up in the form of a payment or credit towards Cycle 7 invoices.

Burchard then reviewed electric expenses by strategic and product group.

Burchard said NEEA's natural gas actuals through Q4, 2024 were \$4.4M compared to a budget of \$5.0M. He said Compensation and Benefits were -\$46K under budget due to vacancy. General and Administrative costs were -\$56K below budget and program utilization finished the year -\$501K below budget. He said the main drivers of the variance for Q4 year-to-date are similar to those through Q3 including product readiness delays for gas heat pumps and delays in implementation planning and contracting for Efficient RTUs. He said a secondary driver was staff's focus on realigning work priorities in alignment with the new Board guidelines. Burchard said expenses for the full five years of Cycle 6 were under budget by -\$1.3M and, similar to electric, staff will complete the final reconciliation once the audited financial statements are accepted by the Board in Q2, 2025. Staff will reach out to natural gas funders in June to see if funders would like to accept their true-up in the form of a payment or credit towards Cycle 7 invoices.

Burchard then reviewed natural gas expenses by strategic and product group.

Burchard said the End-Use Load Research actuals were \$1.0M compared to a budget of \$1.4M and staff compensation and General and Administrative expenses were on budget for the year.

Burchard reminded the Committee that at the Committee and Board's approval, staff will simplify quarterly reports for Cycle 7.

There were no Board decisions or actions.

Board Resolution for Bank Signers

Burchard said that NEEA's bank account with Heritage Bank, NW, currently has four NEEA staff with authority to sign checks and approve electronic payments. He said Susan Hermetet, one of the staff signers, is retiring in Q2, 2025, and staff requests for the Board to approve adding Virginia Mersereau as a signer to maintain the four signers to avoid any potential disruption of payments and accounting activities. Hearing no concerns from the Board, Roadman called for a motion to approve.

Motion: Clay Monroe moved to approve adding Virginia Mersereau as a NEEA Heritage Bank signor; Eileen Quigley seconded. Danie Williams abstained. The motion was unanimously approved by voice vote.

There were no additional Board decisions or actions.

Public Comment

There were no public comments.

Board Meeting Wrap-up

NEEA staff reviewed the actions items. There were no additional topics for discussion.

Board Meeting Adjourn

Hilliard Creecy adjourned the public Board Meeting at 12:30 pm PT.



Minutes
NEEA Board Webinar
April 10, 2025
Teams Webinar

Member Attendance:

Jamae Hilliard Creecy, Josh Mitchell, Debbie DePetris, Quentin Nesbitt, Mike Colgrove, Kellye Dundon, Danie Williams, Gilbert Archuleta, Joe Fernandi, Suzanne Frew, Bonnie Rouse, Brittany Broyles, Ruchi Sadhir, Kyle Roadman, Eileen Quigley

Member Absence: Nicole Hydzik, Chris Johnson, Caleb Reimer, Clay Monroe, Elizabeth Osborne

NEEA Staff attendance:

Becca Yates, Jeff Harris, Kyle Burchard, Virginia Mersereau Becky Walker, Jane Waian

Guest attendance (March 11, 2025):

Welcome and Agenda Review

Jamae Hilliard Creecy, Board Chair, opened the public Board Meeting at 4:00 PT with a quorum present. Hilliard Creecy asked for a motion to move into Executive Session to discuss confidential matters.

Motion: Quentin Nesbit moved to approve moving into Executive Session; Debbie DePetris seconded. The motion was unanimously approved by voice vote.

Executive Session

The Board held confidential discussions in Executive Session.

Revised 2025 Operations Plan

The Board reconvened in public session. Hilliard Creecy asked if there were any public comments. Hearing none, she called for a vote to amend the 2025 NEEA Operations Plan.

Motion: Quentin Nesbitt moved to approve the amended 2025 NEEA Operations Plan; Gilbert Archuleta seconded. Danie Williams abstained. The motion was unanimously approved by voice vote.

Board Webinar Adjourn

Hilliard Creecy adjourned the public Board Webinar at 5:00 pm PT.



HUMAN RESOURCES POLICY

Review process:



HISTORY

Source	Date	Action/Notes	Next Review Date
			As needed
Board Decision	8-26-10	Approved.	As needed
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2-2020
Board Decision	December 3, 2015	Board approval.	Q2-2020
Governance Committee	January 23, 2020	Recommended Board approval.	Q2-2025
Executive Committee	February 20, 2020	Recommended Board approval.	Q2-2025
Board Decision	March 24, 2020	Board approval.	Q2-2025

Background and Underlying Philosophy:

NEEA ~~The Board~~ believes in and values respect for the worth and dignity of all individuals, ~~inclusiveness and social justice, and respect for pluralism and diversity.~~ The Board desires that NEEA ~~be shall be known as~~ an organization ~~that which~~ values the people who work with and for it and shows this commitment. ~~This will be shown by through a commitment that endeavoring to goes beyond compliance with the laws regulating employment and setting by pursuing HR industry best practices under this Human Resources Policy ("Policy").~~

Commented [JU1]: Proposing alternative language for consideration given Board's Q1 decision re: DEI.

Delegation of Authority:

NEEA's ~~The Board~~ delegates to NEEA's the Executive Director the authority under this Policy to:

- Hire and administer an effective management team and other NEEA staff;
- Implement appropriate personnel training and development that ensures qualified NEEA sstaff necessary for the achievement of NEEA's the organization's Mission, Purpose, goals, and objectives.
- Maintain a NEEA compensation policy that is market-based and competitive; to retain and attract high-caliber NEEA staffemployees.
- Maintain a NEEA culture ~~climate~~ that attracts, keeps, and motivates top-quality people.
- Formulate and administer all major NEEA policies and procedures related to Human Resources.

All NEEA policies developed by NEEA's the Executive Director shall reflect the values stated in the ~~last first~~ paragraph above. Although NEEA's the Board has chosen to delegates policy development in this area to NEEA's the Executive Director, this delegation does shall not relieve NEEA's the Board's of the responsibility to ~~for~~ reviewing NEEA's the policies on a periodic basis including this Policy, and ensuring on-going reviews.

Policy Statement:

NEEA's The Executive Director shall create ~~or cause to be created~~ or direct the development of NEEA policies including but not limited to in the following areas, ~~which shall follow the spirit as well as the letter of all applicable laws.~~ NEEA's These related policies are available and subject to review by NEEA's Board and shall be provided to the Board of Directors for their information. They shall be available in the NEEA Employee Handbook and/or as part of NEEA's annual NEEA staff checklist process and retention practices. Related NEEA policies include but are not limited to:

- ~~Equal Employment Opportunity;~~
- ~~Harassment, Discrimination, and Sexual Assault~~
- At-will Employment.
- ~~Whistleblowing.~~
- Compensation ("Total Rewards"; Employee Benefits).
- Confidentiality & Data Security.
- Conflicts of Interest.
- Email and Internet Access/Computer Use.
- Employment of Family Members & Former NEEA staff as Vendors.
- Equal Employment Opportunity.
- Expenses.
- Federal Procurement Policy and Procedures Manual.
- Harassment, Discrimination, and Sexual Assault.
- Leave of Absence.
- ~~Confidentiality & Data Security.~~
- Solicitation for Causes or Groups.
- Performance Appraisals and Feedback.
- ~~Personnel Files and Records.~~
- Problem Resolution/Disciplinary Action.
- Professional Development Guidelines.
- ~~Performance Appraisals and Feedback.~~ Solicitation for Causes or Groups.
- Use of Alcohol and Drugs; Use of ~~and~~ Tobacco Products.
- ~~Personnel Files and Records.~~
- Use of Organization Equipment and Property.
- ~~Email and Internet Access/Use.~~
- ~~Expense Reimbursement.~~
- Voluntary Terminations; Disciplinary Action/Involuntary Terminations; Layoff/Reduction in Force (voluntary and involuntary; layoffs).
- ~~Gift Acceptance.~~
- ~~Professional Development.~~
- ~~Compensation ("Total Rewards"; Employee Benefits.~~
- ~~Leave (Oregon and Federal).~~

Commented [JU2]: Propose more consistent language with NEEA Employee Handbook and other Policy terminology and order alphabetically.

Commented [JU3]: Propose more consistent language with NEEA Employee Handbook and other Policy terminology and order alphabetically.

Complaints:NEEA Federal Procurement Policy and Procedures Manual:

- Whistle Blowing.

Review Schedule:

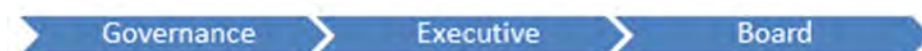
NEEA's ~~The Board will~~ reviews this Policy during the first year of ~~the~~ the current funding cycle, or at other times as needed as determined by NEEA's Board.

HISTORY			
Source	Date	Action/Notes	Next Review Date
			<u>As needed</u>
<u>Board Decision</u>	<u>8-26-10</u>	<u>Approved.</u>	<u>As needed</u>
<u>Governance Committee</u>	<u>November 3, 2015</u>	<u>Recommended Board approval.</u>	<u>2020</u>
<u>Executive Committee</u>	<u>November 19, 2015</u>	<u>Recommended Board approval.</u>	<u>Q2 2020</u>
<u>Board Decision</u>	<u>December 3, 2015</u>	<u>Board approval.</u>	<u>Q2 2020</u>
<u>Governance Committee</u>	<u>January 23, 2020</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Executive Committee</u>	<u>February 20, 2020</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Board Decision</u>	<u>March 24, 2020</u>	<u>Board approval.</u>	<u>Q2 2025</u>
<u>Governance Committee</u>	<u>April 29, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Executive Committee</u>	<u>May 22, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 24, 2025</u>	<u>Board approval.</u>	<u>Q2 2030</u>



RISK MANAGEMENT POLICY

Review process:



HISTORY			
Source	Date	Action/Notes	Next Review Date
			As needed.
Board	August 25, 2010	Adopted.	As needed
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2 2020
Board Decision	December 3, 2015	Board approval.	Q2 2020
Governance Committee	January 23, 2020	Recommended Board approval.	Q2 2025
Executive Committee	February 20, 2020	Recommended Board approval.	Q2 2025
Board Decision	March 24, 2020	Board approval.	Q2 2025

Background and Underlying Philosophy:

NEEA considers risk the management of risk to be an integral part of good business management and effective stewardship of NEEA's resources. NEEA believes that risk management is Risk Management is critical to ensure the NEEA's continued growth and success, while minimizing undue regulatory and other business risks of NEEA. NEEA works diligently to will identify potential events and/or trends that may significantly affect its ability to achieve NEEA's its Mission, Purpose, strategic goals and objectives, or to maintain its operations under this Risk Management Policy ("Policy").

Policy Statement:

NEEA's is commitment to ed to establishing an organization that ensures risk management is an integral part of NEEA's all business processes and practices including but is not limited to:-

NEEA's objectives in managing risk include:

- Integrating risk management into NEEA's the culture and strategic decision-making, ~~of NEEA;~~
- Anticipating and responding to changing market conditions.;
- Managing risk in accordance with best ~~practice,~~ and practices and demonstrating due diligence in decision making.;
- ~~Setting Regarding~~ legal and regulatory compliance as a minimum standard.;
- Balancing the cost of managing risk with the anticipated benefits.
- Safeguarding and protecting NEEA's funding and financial assets; ~~and,~~
- Raising NEEA awareness of the need need for and importance of substantial and prudent for risk management processes and practices.
- Practicing a disciplined approach to risk management that is iterative and scalable, enabling continuous improvement in decision-making and performance.

~~NEEA will practice a disciplined approach to risk management that is iterative and scalable, enabling continuous improvement in decision making and performance.~~

Review Schedule:

~~NEEA's~~ The Board will reviews this Policy during the first year of the current funding cycle, or at other times as needed as determined by NEEA's Board.

HISTORY			
Source	Date	Action/Notes	Next Review Date
			<u>As needed.</u>
<u>Board</u>	<u>August 25, 2010</u>	<u>Adopted.</u>	<u>As needed</u>
<u>Governance Committee</u>	<u>November 3, 2015</u>	<u>Recommended Board approval.</u>	<u>2020</u>
<u>Executive Committee</u>	<u>November 19, 2015</u>	<u>Recommended Board approval.</u>	<u>Q2 2020</u>
<u>Board Decision</u>	<u>December 3, 2015</u>	<u>Board approval.</u>	<u>Q2 2020</u>
<u>Governance Committee</u>	<u>January 23, 2020</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Executive Committee</u>	<u>February 20, 2020</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Board Decision</u>	<u>March 24, 2020</u>	<u>Board approval.</u>	<u>Q2 2025</u>
<u>Governance Committee</u>	<u>April 29, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Executive Committee</u>	<u>May 22, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 24, 2025</u>	<u>Board approval.</u>	<u>Q2 2030</u>



FINANCIAL MANAGEMENT POLICIES

Review process:



HISTORY			
Source	Date	Action/Notes	Next Review Date
Board Decision	July 2002	Adopted.	As needed.
Board Decision	July 2004	Amended to add cash flow, line of credit policy. Administrative edits.	
Board Decision	October 2006	Amended.	As needed.
Board Decision	January 2008	Amended.	As needed.
Board Decision	July 2009	Amended.	As needed.
Board Decision	December 2010	Amended.	As needed.
Audit Committee	May 2011	Recommended addition of Royalty Fund Policy.	As needed.
Board Decision	May 2011	Approved.	As needed.
	May 2011	Addition of Royalty Fund Policy to Financial Policies.	As needed.
Ad Hoc Finance Committee	August 2012	Correction of NEEA staff titles.	As needed.
Board Decision	August 2012	Amended.	As needed.
Ad Hoc Finance Committee	September 2012	Section VIII Budget Policies Amended.	Also reviewed by Governance & Executive Committees 11/12
Board Decision	November 29, 2012	Approved as amended.	As needed.
Finance and Audit Committee	November 17, 2014	Recommended amendments.	As needed.
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2 2020
Board Decision	December 3, 2015	Board approval.	Q2 2020
Board Decision	June 8, 2017	Board approval of amended language on page 11, Budget Policies.	Q2 2020

Finance and Audit Committee	May 20, 2019	Recommended amendments.	2025
Governance Committee	April 24, 2019	Recommended Board approval.	2025
Executive Committee	May 21, 2019	Recommended Board approval.	2025
Board Decision	June 4, 2019	Board approval of amended language.	2025
Governance Committee	October 28, 2020	Recommended Board approval.	2025
Finance and Audit Committee	November 17, 2020	Recommended Board approval.	2025
Executive Committee	November 18, 2020	Recommended Board approval.	2025
Board Decision	December 4, 2020	Board approval of amended language.	2025
Governance Committee	February 7, 2023	Recommended Board approval.	2025
Finance and Audit Committee	February 22, 2023	Recommended Board approval.	2025
Executive Committee	February 23, 2023	Recommended Board approval.	2025
Board Decision	March 14, 2023	Board approval of amended language.	2025

Referenced in: Board Bylaws

TABLE OF CONTENTS

I.	GENERAL POLICIES.....	44
II.	ACCOUNTING, AUDITING AND FINANCIAL REPORTING POLICIES	5
III.	DISBURSEMENTS	6
IV.	PAYROLL	7
V.	PROPERTY PLANT & EQUIPMENT	8
VI.	BUDGET POLICIES	9
VII.	CASH FLOW LINE OF CREDIT POLICY.....	10 10
VIII.	INVESTMENT POLICY	11
IX.	CONTRIBUTIONS ACCEPTANCE POLICY	13
X.	UNRESTRICTED FUNDS POLICY	15

I. GENERAL POLICIES

~~NEEA shall ensure~~ that effective internal controls are in place and used ~~be exercised~~ by NEEA's, NEEA's the Executive Director and NEEA's the financial and accounting staff regarding ~~over~~ NEEA's the collection of all income from whatever source and for ~~the~~ accounting of all NEEA's expenses and the management of all of NEEA's assets.

~~NEEA's~~ The financial management policies endeavor to support principles of the highest ethical, legal, and legal-financial compliance, including but not limited to all requirements applicable to NEEA based on any public sources of funding.

1. **Financial Reserves.** ~~NEEA maintains a~~ Adequate financial reserves to cover ~~will be maintained for~~ all known liabilities, including employee leave balances.
2. **Distinct Cost Centers.** ~~NEEA utilizes distinct cost centers~~ Distinct cost centers will be utilized to record the costs of NEEA's program and management functions. ~~Each cost center will contain~~ the specific expense account line items needed to record the specific expenses of performing its respective functions.
3. **Access to Financial Information.** ~~NEEA's~~ The Finance and Audit Committee of the Board, ~~NEEA's the~~ Executive Director or NEEA's Executive Director's ~~his/her~~ designee(s) has/haves authority to access NEEA records and information regarding any banking, investment, and financial information of NEEA on a need-to-know basis.
4. **Reasonable Operating Costs.** ~~NEEA's operating~~ The costs are of operating ~~NEEA will be~~ reasonable and supportive of NEEA's efforts toward cost effectiveness to and will balance a reasonable low administrative costs for a nonprofit corporation with overall organizational effectiveness.
5. **Receipts.** ~~NEEA shall ensure~~ that all receipts intended for NEEA are received, promptly deposited, properly recorded, reconciled and kept under adequate security.
6. **Signing Authority.** ~~NEEA's~~ The Executive Director is authorized to sign contracts and leases to effectuate NEEA's ~~execute~~ Mission and Purpose ~~the work of NEEA~~ as authorized by the Board. ~~NEEA's~~ The Executive Director may delegate this authority. ~~NEEA shall retain~~ records of any such delegation which may be revoked in NEEA's Executive Director's at the sole discretion of the Executive Director.
7. **Record Retention.** NEEA retains or, conversely destroys, records to satisfy certain laws consistent with applicable legal requirements, funders' requirements, and its own internal retention policies and practices. ~~Records may be obvious, such as a cancelled check or contract, while others are less obvious. Records can be either paper or electronic. Failure to retain records for the prescribed length of time may subject NEEA to undue audits and/or penalties or put at risk its tax-exempt status. Records are to be retained consistent with the length of time defined for each type of document in the Financial Procedures manual or as instructed by legal counsel to assist in any pending or anticipated litigation.~~
8. **Conflicts of Interest.** ~~NEEA's~~ The Board, ~~NEEA's the~~ Executive Director, and NEEA's staff are required to maintain the highest standards of ethical conduct in

Commented [JU1]: Suggest "reasonable" costs as more appropriate than "low" to balance here for a non-profit entity.

all financial matters as detailed in NEEA's~~the~~ Conflict of Interest Policy and as otherwise required by applicable law.

Specific procedures to implement these NEEA Financial Management Policies are contained in the Financial Procedures manual.

II. ACCOUNTING, AUDITING, AND FINANCIAL REPORTING POLICIES

NEEA ~~will comply~~ with applicable ~~prevailing~~ Federal, State and Local statutes and regulations and conforms to generally accepted accounting principles (GAAP) as promulgated by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants (AICPA).

Except when specifically noted, NEEA ~~will~~ follows GAAP for nonprofit organizations. NEEA ~~will~~ follows the guidance in effective provisions of Accounting Research Bulletins, Accounting Principles Board Opinions, and Financial Accounting Standards Board Statements and Interpretations, unless the specific pronouncement explicitly exempts ~~not-for-profit~~ organizations, or their subject matter precludes such applicability.

Quarterly Reporting

On a quarterly basis, NEEA's ~~The Finance and Audit Committee shall receive on a quarterly basis~~ a financial reporting package that ~~will include~~, in addition to other reports, a Balance Sheet and Statement of Activities. ~~The Statement of Activities will provide the actual expenditures for the period under review as well as a comparison to the Board approved budget. The internal Statement of Activities is~~ ~~will not be presented pursuant to FAS 116/117 which identifies funds as unrestricted, temporarily restricted, or permanently restricted. The financial statements are~~ ~~will be presented pursuant to FAS 116/117 presentation guidelines in~~ NEEA's ~~the~~ annual audit. ~~NEEA's~~ The Finance and Audit Committee ~~will also review~~ detailed expenditure reports as ~~it deems~~ it deems necessary for financial oversight on behalf of NEEA's ~~the~~ Board.

Annual Audit

NEEA's ~~The Finance and Audit Committee shall recommend to the Board for~~ NEEA's ~~Board's~~ ~~its~~ selection an independent (external) CPA (Auditor) to conduct an annual audit of NEEA's financial statements. ~~Annually, NEEA's~~ ~~the~~ Finance and Audit Committee ~~will meet annually with the Auditor CPA prior to conducting~~ NEEA's ~~the~~ annual audit and at the time the audit document is in draft. NEEA's ~~The Finance and Audit Committee, or, at the Committee's request, the Auditor as requested, will present~~ the results of the external audit to NEEA's ~~the~~ Board. ~~NEEA will adhere to all appropriate Federal, State and contractual reporting requirements within each defined filing or by delivery date.~~

~~NEEA's The~~ Bylaws of NEEA, Article VII, requires ~~NEEA's the~~ Board to arrange an annual audit. ~~This~~ annual audit is performed during ~~the second quarter~~ of the year following the year under audit. ~~Upon completion of the annual audit, and review by NEEA's the~~ Finance and Audit Committee, ~~the annual audit it~~ is presented to ~~NEEA's the~~ Board for acceptance at ~~its the~~ next Board meeting.

Suggested Annual Motion for annual audit acceptance by ~~NEEA's the~~ Board:

"I move that the Board accept the ~~independent external~~ auditor's report and financial statements for { insert YEAR} based on financial statements as prepared by NEEA staff and audited by the external independent auditors {insert independent auditor name}.

III. DISBURSEMENTS

~~NEEA shall ensure~~ that disbursements occur only upon proper authorization of NEEA management, are for valid business purposes, and are properly recorded.

All disbursements ~~are will be~~ made by check, authorized ~~NEEA organizational~~ credit card or by authorized electronic disbursement. ~~Appropriate supporting documentation is shall~~ be kept for each disbursement.

~~NEEA's The~~ Executive Director and ~~NEEA's Executive Director's his/her~~ designee(s) are authorized to sign checks. ~~All checks and/or electronic reimbursements in excess of \$25,000 require two (2) separate unique authorized NEEA signatories.~~ ~~Checks and/or electronic reimbursements in the amount of \$25,000 or less require one (1) authorized NEEA signatory.~~ Secure electronic NEEA signatures by authorized NEEA signatories are acceptable authorized signatures for these purposes.

~~NEEA s~~Staff are encouraged to use ~~shall use~~ competitive bidding whenever reasonable to attain the best possible value for goods and services contracted by NEEA and as otherwise set forth by applicable law. ~~NEEA makes shall make~~ every reasonable effort to maximize any payment discounts offered by creditors / vendors.

IV. PAYROLL

NEEA ~~shall ensure~~ that NEEA's payroll disbursements are made only upon proper authorization of NEEA management to bona fide employees, that such payroll disbursements are properly recorded, and that related legal requirements (such as payroll tax deposits) are fully complied with.

NEEA's ~~The~~ designated Finance and Accounting Manager ~~will~~ directs and supervises all transactions and activities associated with NEEA's payroll including preparation, approval, record keeping, tax documents preparation and communication of payroll results to employees on behalf of NEEA.

NEEA's ~~The~~ Executive Director ~~will~~ authorizes in writing all changes in employment, salaries, wage rates and non-elective payroll deductions. ~~Both~~ elective and non-elective changes in employment status ~~are~~ will be recorded in NEEA employee personnel files maintained by NEEA Human Resources.

All time and attendance records, including hours worked, overtime and special benefits ~~are~~ will be reviewed and approved by a NEEA supervisor, as designated by NEEA's ~~the~~ Executive Director.

V. PROPERTY PLANT & EQUIPMENT

~~NEEA shall ensure~~ that fixed assets are acquired and disposed of upon proper authorization, are adequately safeguarded, and properly recorded.

NEEA ~~will maintain~~ its assets at a level adequate to protect ~~the~~ capital investments and ~~to minimize~~ future maintenance and replacement costs. ~~NEEA's The budgets will~~ provide for adequate maintenance and orderly replacement of fixed NEEA assets from current revenues whenever possible.

~~NEEA's The~~ designated Finance and Accounting Manager ~~shall~~ periodically organizes a physical count / inspection of all fixed NEEA assets-

NEEA maintains a Adequate and necessary insurance coverages shall be maintained on all fixed NEEA assets consistent with the results of ~~this~~ physical count / inspection.

Depreciation expense and an allowance for depreciation ~~are will be~~ recorded no less than annually, or at a different interval as defined by GAAP for all capitalized equipment, furnishings, software or other intangible items, and real property owned by NEEA.

VI. BUDGET POLICIES

~~NEEA's~~ ~~The~~ annual operations budget is ~~NEEA's~~ financial plan, ~~which and will~~ ~~complement~~s the goals established by ~~NEEA's~~ ~~the~~ Board in ~~NEEA's~~ ~~the~~ current ~~Business Plan~~. ~~NEEA will develop~~ ~~NEEA's~~ ~~the~~ operations budget annually to incorporate new directions, inflationary impacts, and other adjustments as necessary to accomplish ~~NEEA's~~ goals and objectives as determined by NEEA.

Budget Process

~~NEEA's~~ ~~The~~ Executive Director, or ~~NEEA's~~ Executive Director's ~~his/her~~ designee(s), is ~~will be~~ responsible for coordinating all aspects of ~~NEEA's~~ ~~the~~ budgeting process, including but not limited to: analyzing budget information, assembling the budget document and providing an overview, financial monitoring, and reporting once ~~NEEA's~~ ~~the~~ budget is adopted.

Annually, ~~NEEA's~~ ~~the~~ Executive Director ~~will~~ submits a proposed budget to ~~NEEA's~~ ~~the~~ Finance and Audit Committee for review prior to approval by ~~NEEA's~~ ~~the~~ Board.

~~NEEA's~~ ~~The~~ Board of Directors ~~shall~~ adopts separate operations budgets for natural gas, electric, and special project funds each fiscal year, consistent with the Business Plan and any pertinent contractual agreements. ~~NEEA's~~ ~~Board's~~ adoption of ~~NEEA's~~ ~~the~~ budget ~~shall~~ constitutes its authorization for staff to incur ~~the~~ budgeted expenses.

Budget Variance

~~NEEA's~~ ~~The~~ Executive Director has authority to move funds within the electric budget or within the natural gas budget, and to include a 2% variance over the approved electric annual budget or natural gas budget, as long as the total Business Plan electric budget or natural gas budget for the current 5-year ~~at~~ business cycle is not exceeded. Unrestricted funds may be used to cover ~~NEEA's~~ Board approved expenditures in excess of ~~NEEA's~~ ~~the~~ Business Plan. Funds may not be moved out of, or between, special projects without unanimous permission from any NEEA ~~the~~ special-project funders.

~~NEEA's~~ ~~The~~ Executive Director ~~will~~ presents timely updates, at least quarterly, to ~~NEEA's~~ ~~the~~ Board for review, analysis, and discussion of actual and projected expenses as compared to the approved budgets.

VII. CASH-FLOW LINE OF CREDIT POLICY

Introduction

~~NEEA's~~ The Board may determine ~~that~~ it is in NEEA's best interest to borrow money for the purpose of providing a bridge for ~~NEEA's~~ potential cash flow needs. -This policy identifies the general process and required approvals for securing a cash-flow Line of Credit (LOC) for NEEA.

Purpose

The purpose of the policy is:

1. To provide ~~NEEA's~~ the Board with a framework ~~to for seeking a LOC~~ commitment from a banking institution ~~for a LOC and~~ to ensure the protection of NEEA's financial condition;
2. To demonstrate prudent financial management practices to potential lenders; and,
3. To establish appropriate roles and responsibilities between NEEA staff and ~~NEEA's~~ the Board.

Approval Authority

~~NEEA's~~ The Board is authorized as allowed under NEEA's the Bylaws, Article V, Sections 1-2, and may authorize NEEA's staff and/or a ~~NEEA~~ Board committee to negotiate and enter into ~~a~~ contracts and loans as set forth in the Bylaws. -Prior to entering into any loans or LOC line of credit, ~~NEEA's~~ the Board must shall determine that other funding for the transaction is anticipated but, due to timing considerations, interim financing is required. ~~NEEA's~~ The Board must shall approve these types of proposed transactions ~~loan~~ and understand associated costs, purpose ~~of the borrowings,~~ and a repayment terms. ~~NEEA's~~ The Board retains the right to define minimum or maximum terms. ~~NEEA's~~ ~~s~~ Staff are will be responsible for negotiating ~~the loans,~~ prudent cash management, draws against ~~the loans,~~ and repayments. ~~NEEA's~~ The Finance and Audit Committee is will be responsible for general oversight and will receive quarterly reports from ~~NEEA's~~ the staff.

Procedures

Financing Costs. ~~NEEA shall~~ develops a full expense statement for any the prospective loan, including the loan amount, terms, costs, fees, interest, and any other expenses pertinent to the particular financing.

Application of Loan Funds. ~~NEEA shall~~ indicates to NEEA's Board ~~show~~ how all borrowed funds will be used.

Repayment Plan. ~~NEEA shall~~ develops a repayment plan to show how funds raised will be used to repay any the loan and associated costs.

Collateral. ~~NEEA's~~ The Board shall approves a list of assets that are will be eligible for use to as loan ~~be used for~~ collateral.

Loan Amount. ~~In~~ The Board in accordance with NEEA's transaction needs and prudent financial practices, NEEA's Board sets shall set maximum permissible and approved loan amounts.

Term. The duration of any loan must be ~~shall be~~ for the shortest practicable repayment ~~term-practical~~.

VIII. INVESTMENT POLICY

~~NEEA's Board's policy is~~ It is the policy of the Board to treat all NEEA investments and assets of NEEA including funds that are legally unrestricted, in a fiduciary capacity for the sake of accomplishing NEEA's lawful purposes. ~~The following investment objectives and directions are framed and are to be judged and understood with in light of that overall sense of principles of good financial stewardship and prudent investment as understood with reference to.~~ In that regard, the basic investment standards shall be those of a prudent investor as articulated in applicable state laws.

~~NEEA shall invest funds in accordance with this Policy. At a minimum, NEEA will place funds in interest bearing accounts whenever practical and permissible by its funding-source agreements.~~

Definition

~~An investment is an asset transferred to another custodian for safekeeping for the purposes of preserving value and security or increasing the value. Assets include such things as: cash, checking accounts, money market accounts, certificates of deposit, and other non-tangible assets that have value to the owner.~~

Assignment of Responsibilities

<u>NEEA Board:</u>	Approval of Investment Policy.
<u>NEEA Finance and Audit Committee:</u>	Formulation of Investment Policy and quarterly review of investment portfolio as needed.
<u>NEEA's Executive Director and designee(s) his/her designees:</u>	Implementation of investment policy, performance of investment transactions, and quarterly reporting on the status of the portfolio and investment activities.

Delegation

~~NEEA's The~~ Executive Director is designated as NEEA's the Investment Officer ~~of NEEA and is responsible for NEEA's the~~ daily cash-management, investment decisions, and activities to meet the Investment Policy criteria established herein. ~~NEEA's The~~ Executive Director is will be responsible for providing approval and direction to NEEA's directed investment managers or staff, so they may accomplish the goals stated herein.

Investment Goals and Objectives

~~The m~~Management of NEEA's Investment Policy is shall consistent be within the "prudent person rule" recognizing:

1. Preservation of principal;
2. Maintenance of sufficient liquidity to meet cash flow needs; and,
3. Maximization of yield so far as possible while maintaining other parameters.

Asset Quality

Any investments beyond NEEA's immediate cash flow needs ~~must shall~~ be made in the following vehicles, which shall conform to the stated quality requirements unless otherwise approved by ~~NEEA's the~~ Finance and Audit Committee.

1. U.S. Treasury and agency securities.
2. Certificates of Deposit and Bankers Acceptances from institutions rated A or better and insured by FDIC.
3. Money Markets.

~~NEEA's The~~ Executive Director ~~will provides~~ ~~NEEA's the~~ Finance and Audit Committee with a quarterly ~~investment portfolio summary~~ statement when NEEA funds are invested in vehicles not meeting these Asset Quality requirements.

Safekeeping

All investments purchased by NEEA, or held as collateral on either deposits or investments, ~~must shall~~ be held in safekeeping ~~by with~~ a third-party at a financial institution (to be designated as the custodian) qualified to act in such a capacity.

IX. CONTRIBUTIONS ACCEPTANCE POLICY

~~NEEA is~~, a non-profit organization organized under the laws of the State of Oregon. ~~NEEA~~, encourages the solicitation and acceptance of gifts to NEEA for purposes that ~~will~~ help NEEA ~~to~~ further and fulfill its lawful purposes. The following policies and guidelines govern ~~NEEA's~~ the acceptance of contributions (hereafter referred to as gifts) made to NEEA generally for its benefit, or for the benefit of any of its programs.

Purpose of Policies and Guidelines

~~NEEA's~~ The Board of Directors of NEEA and ~~NEEA's~~ its staff solicit current and deferred gifts from individuals, corporations, and foundations to help secure NEEA's the future growth and further NEEA's Mission and Purpose ~~and purpose of NEEA~~. These policies and guidelines govern the acceptance of gifts by NEEA and provide guidance to prospective donors and their advisors when making gifts to NEEA. The provisions of these policies ~~shall~~ apply to all gifts received by NEEA for it, and for any of its programs or services.

Use of Legal Counsel

NEEA ~~shall~~ seeks the advice of legal counsel in matters relating to the acceptance of gifts when it deems appropriate. Review by legal counsel is recommended for:

1. Any transactions involving any with potential conflict of interest;
2. Any transaction that may give rise to ~~invoke~~ IRS inquiry, penalties, or sanctions; and, or,
3. Other instances when in which use of legal counsel is deemed appropriate by NEEA's ~~the~~ Executive Director, NEEA's Finance and Audit Committee, or NEEA's Board or Executive Director.

Conflict of Interest

NEEA ~~will~~ recommends ~~urge~~ all prospective donors ~~to~~ seek the assistance of independent ~~personal~~ legal, tax, and financial advisors in matters relating to their gifts and the resulting tax and estate planning consequences prior to making any gifts to NEEA.

Restrictions on Gifts

NEEA ~~will~~ accepts unrestricted gifts, and gifts for specific programs and purposes, provided that such gifts are not inconsistent with NEEA's ~~its~~ stated purpose, and lawful priorities. NEEA will not accept gifts that are too restrictive in purpose. Gifts that are too restrictive are those that may violate the terms of NEEA's lawful purposes ~~the corporate charter~~, gifts that are too difficult to administer as determined by NEEA, or gifts that are for purposes outside NEEA's ~~the~~ lawful Purpose as determined by NEEA ~~of NEEA~~. All final decisions on the restrictive nature of a gift, and its acceptance or refusal, are ~~shall be~~ made by NEEA's ~~the~~ Finance and Audit Committee, or the Board if requested by this Committee of NEEA.

Types of Gifts

The following lawful gifts are generally acceptable to NEEA:

1. Cash.
2. Charitable Gift Annuities.
3. Charitable Remainder Trusts.
4. Bequests.

The following criteria govern NEEA's ~~the~~ acceptance of these ~~each~~ gift ~~form~~:

1. Cash: Cash is acceptable in any form so long as NEEA has no reason to believe such cash is derived from unlawful sources. Checks shall be made payable to the Northwest Energy Efficiency Alliance, Inc. and ~~shall be~~ delivered to NEEA's administrative offices for NEEA's acceptance.
2. Charitable Gift Annuities: NEEA may offer charitable gift annuities, subject to NEEA's Board's approval.
3. Charitable Remainder Trusts: NEEA may accept designation as Remainder beneficiary of a charitable remainder trust with the approval of NEEA's ~~the~~ Finance and Audit Committee ~~of NEEA~~. NEEA will not accept appointment as Trustee of any charitable remainder trust.
4. Bequests: Donors and supporters of NEEA ~~are~~ will be encouraged to make bequests to NEEA under valid ~~their~~ wills and trusts. Such bequests will not be recorded as gifts to NEEA until such time as any intended ~~the~~ gift is irrevocable. When the gift is irrevocable, but is not due until a future date, the present value of that gift may be recorded by NEEA at the time the gift becomes irrevocable.

X. UNRESTRICTED FUNDS POLICY

Introduction

Within a NEEA a five-year funding cycle, it may be possible that NEEA's ~~the~~ annual operating budget may need to be exceeded due to an unanticipated opportunity or investment that is deemed important to the performance of NEEA's lawful purposes.

Unrestricted Funds Policy

NEEA's ~~The~~ Board, through the adoption of the following policy, supports utilization of unrestricted funds to fund opportunities to further NEEA's lawful purposes. Unrestricted funds are defined as Net Assets Without Donor Restriction net of Property and Equipment less any associated debt.

1. NEEA's ~~The~~ Executive Director, for projects up to \$100,000, ~~is~~ authorized to utilize Unrestricted Funds to: Mitigate a budget shortfall that can't be repaid within a NEEA five-year funding cycle;

~~or,~~

2. Take advantage of an unanticipated opportunity that is not included in NEEA's ~~the~~ annual budget and aligned with the core of NEEA's lawful core purpose, ~~of NEEA~~.

For projects greater than \$100,000, approval of NEEA's ~~the~~ Finance and Audit Committee ~~of the Board~~ is required. For projects of \$100,000 or less, NEEA staff will ~~inform~~ ~~notify~~ NEEA's ~~the~~ Finance and Audit Committee.

Review Schedule:

NEEA's ~~The~~ Board ~~will~~ reviews these policies during the first year of then current funding cycle, or at other times as needed as determined by the Board.

HISTORY			
<u>Source</u>	<u>Date</u>	<u>Action/Notes</u>	<u>Next Review Date</u>
<u>Board Decision</u>	<u>July 2002</u>	<u>Adopted.</u>	<u>As needed.</u>
<u>Board Decision</u>	<u>July 2004</u>	<u>Amended to add cash flow, line of credit policy.</u> <u>Administrative edits.</u>	
<u>Board Decision</u>	<u>October 2006</u>	<u>Amended.</u>	<u>As needed.</u>
<u>Board Decision</u>	<u>January 2008</u>	<u>Amended.</u>	<u>As needed.</u>
<u>Board Decision</u>	<u>July 2009</u>	<u>Amended.</u>	<u>As needed.</u>

<u>Board Decision</u>	<u>December 2010</u>	<u>Amended.</u>	<u>As needed.</u>
<u>Audit Committee</u>	<u>May 2011</u>	<u>Recommended addition of Royalty Fund Policy.</u>	<u>As needed.</u>
<u>Board Decision</u>	<u>May 2011</u>	<u>Approved.</u>	<u>As needed.</u>
	<u>May 2011</u>	<u>Addition of Royalty Fund Policy to Financial Policies.</u>	<u>As needed.</u>
<u>Ad Hoc Finance Committee</u>	<u>August 2012</u>	<u>Correction of NEEA staff titles.</u>	<u>As needed.</u>
<u>Board Decision</u>	<u>August 2012</u>	<u>Amended.</u>	<u>As needed.</u>
<u>Ad Hoc Finance Committee</u>	<u>September 2012</u>	<u>Section VIII Budget Policies Amended.</u>	<u>Also reviewed by Governance & Executive Committees 11/12</u>
<u>Board Decision</u>	<u>November 29, 2012</u>	<u>Approved as amended.</u>	<u>As needed.</u>
<u>Finance and Audit Committee</u>	<u>November 17, 2014</u>	<u>Recommended amendments.</u>	<u>As needed.</u>
<u>Governance Committee</u>	<u>November 3, 2015</u>	<u>Recommended Board approval.</u>	<u>2020</u>
<u>Executive Committee</u>	<u>November 19, 2015</u>	<u>Recommended Board approval.</u>	<u>Q2 2020</u>
<u>Board Decision</u>	<u>December 3, 2015</u>	<u>Board approval.</u>	<u>Q2 2020</u>
<u>Board Decision</u>	<u>June 8, 2017</u>	<u>Board approval of amended language on page 11, Budget Policies.</u>	<u>Q2 2020</u>
<u>Finance and Audit Committee</u>	<u>May 20, 2019</u>	<u>Recommended amendments.</u>	<u>2025</u>
<u>Governance Committee</u>	<u>April 24, 2019</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Executive Committee</u>	<u>May 21, 2019</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Board Decision</u>	<u>June 4, 2019</u>	<u>Board approval of amended language.</u>	<u>2025</u>
<u>Governance Committee</u>	<u>October 28, 2020</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Finance and Audit Committee</u>	<u>November 17, 2020</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Executive Committee</u>	<u>November 18, 2020</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Board Decision</u>	<u>December 4, 2020</u>	<u>Board approval of amended language.</u>	<u>2025</u>
<u>Governance Committee</u>	<u>February 7, 2023</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Finance and Audit Committee</u>	<u>February 22, 2023</u>	<u>Recommended Board approval.</u>	<u>2025</u>

<u>Executive Committee</u>	<u>February 23, 2023</u>	<u>Recommended Board approval.</u>	<u>2025</u>
<u>Board Decision</u>	<u>March 14, 2023</u>	<u>Board approval of amended language.</u>	<u>2025</u>
<u>Governance Committee</u>	<u>April 29, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Executive Committee</u>	<u>May 22, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 24, 2025</u>	<u>Board approval.</u>	<u>Q2 2030</u>

Referenced in: Board Bylaws



BOARD RULES OF PROCEDURE POLICY

Review process:



HISTORY			
Source	Date	Action/Notes	Next Review Date
Governance	May 15, 2014	Approved	As needed.
Board	May 29, 2014	Approved	As needed.
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2-2020
Board Decision	December 3, 2015	Board approval.	Q2-2020
Governance Committee	July 24, 2019	Recommended Board approval.	Q2-2025
Executive Committee	August 22, 2019	Recommended Board approval.	Q2-2025
Board Decision	September 10, 2019	Board approval.	Q2-2025

Referenced in: ~~NEEA Board Bylaws~~

Policy Statement:

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* ("Robert's Rules") shall govern the rules of procedure at meetings of NEEA's the Board of Directors ("Board") in so far as they are applicable and are not inconsistent with NEEA's Bylaws, Articles of Incorporation, or any resolution or policy of the Board as determined by the Board. -The Board may operate using the procedural flexibility allowed by Robert's Rules for small boards and other methods deemed appropriate by the Board. -Failure to follow Robert's Rules shall not, in itself, render any decisions made by the Board invalid.

Commented [JU1]: Propose some additional flexibility for the Board to deviate from Robert's Rules if it deems appropriate.

Review Schedule:

The Board will reviews this Board Rules of Procedure Policy during the first year of the current funding cycle, or at other times as needed as determined by the Board.

HISTORY			
Source	Date	Action/Notes	Next Review Date
Governance	May 15, 2014	Approved	As needed.
Board	May 29, 2014	Approved	As needed.
Governance	November 3, 2015	Recommended	2020

<u>Committee</u>		<u>Board approval.</u>	
<u>Executive Committee</u>	<u>November 19, 2015</u>	<u>Recommended Board approval.</u>	<u>Q2 2020</u>
<u>Board Decision</u>	<u>December 3, 2015</u>	<u>Board approval.</u>	<u>Q2 2020</u>
<u>Governance Committee</u>	<u>July 24, 2019</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Executive Committee</u>	<u>August 22, 2019</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Board Decision</u>	<u>September 10, 2019</u>	<u>Board approval.</u>	<u>Q2 2025</u>
<u>Governance Committee</u>	<u>April 29, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Executive Committee</u>	<u>May 22, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 24, 2025</u>	<u>Board approval.</u>	<u>Q2 2030</u>

Referenced in: NEEA Bylaws



BOARD DIRECTOR APPOINTMENT POLICY

Review process:



Background and Underlying Philosophy:

As a private Oregon nonprofit corporation, NEEA's business and affairs are managed by its Board of Directors ("Board") pursuant to NEEA's Bylaws ("Bylaws") and the Oregon Nonprofit Corporations Act ("Act"). The Bylaws set forth the Appointment of NEEA's Board, among other things.

Policy Statement:

NEEA's Board Director Appointment Policy ("this Policy") is utilized by NEEA to aid in the appointment, selection, and seating of its Board Directors ("Directors") subject to NEEA Bylaws and the Act. This Policy is intended to aid in Board Director Appointment and provide additional Board guidance in this process. In the event of a conflict between this Policy, NEEA Bylaws and Act prevail.

Policy Procedures:

1. Board Director Terms. Directors will be seated in this manner:

- (a) **Directors from all direct funders.** Each will serve a three-year term, which may be renewed by each direct funder. The Board will seat the Director selected by each direct funder.
- (b) **Director representing the indirect electric funders.** The Director will serve a three-year term, which may be renewed by the Public Power Council (PPC). The Board will seat the Director selected PPC.
- (c) **Directors from Idaho, Montana, Oregon, and Washington.** Each will serve a three-year term, which may be renewed. The Board will seat the Directors selected by each of the four State governors.
- (d) **Director representing the public interest.** The Director representing the public interest will be elected for a three-year term by the Committee identified in this Policy's Section 3(b). The Director representing the public interest may be reelected.

2. Desired Attributes for Board Directors. The appointing and electing entities shall strive to have their selection for Directors meet the following desired attributes for Board Director membership. These attributes are not intended to prohibit any individual from participation, but instead seek to describe individual skills and knowledge that will benefit NEEA as a policy board.

(a) Suggested attributes for NEEA Board Directors:

- (1) Have direct access to their organization's key decision makers. This typically means the candidates:
 - 1. Are at a senior executive level.

2. Oversee entire sets of functions and know how to ensure accountability against goals without direct oversight or immersing themselves in the details.
3. Are responsible for large budgets and know what to look for to assure themselves that funds are used as intended and are accounted for.
4. Are key thinkers/players in formulating and planning against corporate strategy.
5. Create and track corporate level business plans.
6. Have a firsthand grasp of the appropriate role between a board and the operating organization, such as that found in the Board/Executive Director relationship.

(2) Are critical thinkers.

(3) Have excellent skills at participating in a group so that the group stays on track, promotes discussion and understanding of disparate views; can reach workable compromises.

(4) Care deeply about and act in a way that supports NEEA's Purpose and Mission.

(5) Have the ability to commit funding or direct access to those who do if a direct or indirect funder.

(6) Support NEEA's Board-approved Board norms.

(b) Additional attributes for NEEA Board of Director member representing the electric indirect funders:

- (1) Able to represent the broad interests of this group;
- (2) Widely respected within public power in the region.

(c) Additional attributes for NEEA Board of Director members recommended by a Governor. The Board will request a Governor to recommend a well-regarded expert whose attributes would strengthen the Board with a particular skill or perspective. Such a director might be an expert involved and familiar with the key issues affecting energy efficiency in the region. A Governor-recommended Director would not be limited to the Governor's staff, but could be selected from a wider field. A recommended director would represent the public interest for the state and, as such, should be prepared to fully participate in all Board activities and decisions.

(d) Additional attributes for NEEA Board of Director member elected to serve representing the public interest. The Board may elect a Director who represents the broad public interest whose attributes would strengthen the Board with a particular skill or perspective. Such a Director might be an expert involved and familiar with the key issues affecting energy efficiency in the region and who could effectively represent the broad public interest.

3. Process for selection of Directors representing the indirect electric funders and the public interest.

(a) Process for selecting the Director representing the indirect funders of NEEA. The Public Power Council (PPC) selects a representative of the indirect funders to serve a three-year term. This process will be defined in collaboration with the Executive Director, Board Chair, and the PPC. The Board shall seat the representative selected by the PPC.

(b) Process for selecting the candidate for Director representing the public interest. As the end of the three-year term for this seat approaches, the Board shall engage in a conversation as part of the Board's Ad Hoc Committee to Select Public Interest Board Candidate Charter to provide input to this Committee on specific attributes, associations, areas of interest, etc., if any, that they would like to see in this prospective public-interest candidate.

This Committee could include one or more Governor recommended Directors and the incumbent Director representing the public interest, as well as up to three others representing organizations in the energy field concerned with the public interest. No person or organization interested in this seat shall participate on this Committee. This Committee will recommend the candidate(s) for the seat. The Board of Directors shall elect the candidate for the seat.

4. Board Development. The Board shall ensure that Board development is an integrated part of the annual Board work plan. The Board will seek opportunities for the ongoing development of the seated Board. The Board’s Governance Committee in partnership with NEEA’s Executive Director will take the lead responsibility for Board development.

Review Schedule:

The Board reviews this Policy during the first year of NEEA’s then current funding cycle, or at other times as needed as determined by the Board.

HISTORY			
Source	Date	Action/Notes	Next Review Date
Board Decision	October 18, 2007	Adopted.	As needed.
Board Decision	October 15, 2009	Amended.	As needed.
	January 1, 2010	Effective date.	
Board Decision	February 28, 2013	Amended title.	As needed.
Board Decision	December 2, 2014	Amended.	As needed
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2 2020
Board Decision	December 3, 2015	Board approval.	Q2 2020
Governance Committee	July 24, 2018	Recommended Board approval.	2020
Executive Committee	August 23, 2018	Recommend Board approval.	Q2 2020
Board Decision	September 13, 2018	Board approval.	Q2 2020
Governance Committee	July 24, 2019	Recommended Board approval.	Q2 2024
Executive Committee	August 22, 2019	Recommended Board approval.	Q2 2024
Board Decision	September 10, 2019	Board approval.	Q2 2024
Governance Committee	May 7, 2024	Recommended Board approval.	Q2 2029
Executive Committee	May 23, 2024	Recommended Board approval.	Q2 2029
Board Decision	June 26, 2024	Board approval.	Q2 2029



BOARD OFFICER SELECTION GUIDELINES

Review process:



HISTORY			
Source	Date	Action/Notes	Next Review Date
Governance Committee	August 4, 2021	Recommended Board approval.	Q2-2025
Executive Committee	August 23, 2021	Recommended Board approval.	Q2-2025
Board Decision	September 14, 2021	Board approval.	Q2-2025

Background:

Pursuant ~~According to~~ NEEA's Bylaws, NEEA's corporate ~~Board~~ officers that serve as ~~and~~ members of ~~NEEA's~~ the Executive Committee are elected by the Board every two (2) years at the annual meeting of ~~NEEA's~~ the Board of Directors ("Board"). ~~NEEA's~~ The Governance Committee ~~is has the responsibility~~ responsible ~~ity~~ to develop a slate of officers to present to the Board for a vote to elect. Other officer nominations may also be taken from the floor at a meeting for this purpose prior to the vote to elect. These Guidelines for Board Officer Selection ("~~G~~guidelines") provide a recommended process for creating and presenting the officer slate for purposes of the Board's annual meeting and for filling vacancies in any office between annual elections. ~~NEEA's~~ Officers' positions ~~as set forth~~ determined in its in the Bylaws are: Chair, Vice-Chair, Secretary, and Treasurer. ~~An~~The at-large position on the Executive Committee, while not an officer, is also elected as part of the officer slate. Officer elections require a sixty percent (60%) ~~of the~~ vote of Directors at a Board meeting at which ~~where~~ a quorum is present. Elected officers' two-year terms begin on the first day following the annual meeting when elected or the first day following the meeting to fill any vacancy as applicable. ~~at the conclusion of the annual meeting.~~

Commented [JU1]: More accurate to characterize as Corporate officers and Board directors, not Board officers.

Commented [JU2]: Timing more consistent with Bylaws language and process (i.e., service first day post meeting for vote to elect).

Guidelines:

1. Approximately six (6) months prior to a scheduled vote at the annual meeting of the Board, ~~NEEA's~~ the Governance Committee will:
 - a. Contact each of the officers and members of ~~NEEA's~~ the Executive Committee to determine officers' and members' ~~their~~ interest in retaining, changing, or terminating each person's respective position and membership ~~their seat~~ (if not outside of a term limit pursuant to the Bylaws), ~~changing their seat or resigning their seat.~~

- b. Inform all Board members of the process for indicating interest in any of the officer positions and the at-large position.
 - c. Interview Board members as needed to determine interest and suitability to serve.
2. Approximately three (3) months prior to a scheduled vote at the annual meeting of the Board, ~~NEEA's~~ the Governance Committee should begin building the proposed officer slate as follows:
- a. If the Chair is willing to serve a second term and the Committee believes that the Chair has served in accordance with expectations and in the best interest of NEEA, the Committee may propose to reseat the Chair.
 - b. If the Chair is term limited, unwilling to serve or, in the eyes of the Committee, has not served the organization according to expectations of the position and in the best interest of NEEA, the Committee may propose to seat the current Vice-Chair as Chair, assuming the Vice-Chair is willing to serve a two-year term and has served on the Committee in accordance with the expectations of the position and in the best interest of NEEA.
 - c. Should the Vice-Chair seat become available, then the Committee may propose the Vice-Chair seat to either the Secretary or the Treasurer, assuming that one or both are willing to serve a two-year term and have met the expectations of their positions and served in the best interest of NEEA. In proposing a Vice-Chair, the Committee should consider the willingness of the potential candidate to move to the Chair position when it next becomes available.
 - d. Should the Treasurer seat become available, then the Committee should propose a new Treasurer to be selected from those indicating interest to serve as an officer and as Chair of the Finance and Audit Committee. The Committee may consider first members of the Finance and Audit Committee based on their committee participation and financial acumen.
 - e. The Committee should propose remaining open seats with Board members indicating interest.
3. In proposing Board members for officer and at-large position openings, the Governance Committee should use best efforts to create a diverse slate with a broad perspective representing ~~NEEA's~~ the regional alliance. Board member characteristics and perspectives to consider include, but are not limited to:
- a. Type of organization,
 - b. Geography,
 - c. Member tenure,
 - d. Fuel type,
 - e. Contributions in committee positions,
4. The ~~p~~Past-Chair may elect to become a non-voting member of the Executive Committee for one (1) year whether or not the ~~p~~Past-Chair remains on the Board.
5. The Committee will present the slate at ~~NEEA's~~ the annual meeting as follows:
- a. The Governance Committee Chair will present the slate of candidates and ~~their~~ qualifications.
 - b. The Board Chair will call for additional nominations from the floor at NEEA's annual meeting in the order they are listed in the Bylaws. Floor nominations do not have to be seconded to move to a Board vote.
 - c. If there is no contest for the slate or for a position, the Board Chair will call for a voice vote of the Directors.

- d. If there is more than one (1) candidate for an officer position, the Board Chair will conduct the vote in accordance with Robert’s Rules of Order, using either a roll call or ballot process, at the discretion of the Board Chair for each contested officer position.
- 6. For ~~interim~~ vacancies ~~created mid-term~~, the Governance Committee should follow a similar process with an opportunity for ~~B~~board members to indicate an interest. Such process ~~should endeavor to~~ ~~will likely~~ be concise so that any vacant ~~the~~ position is filled in a timely manner.

Review Schedule:

~~The Board will~~ reviews these Guidelines for Board Officer Selection ~~guidelines~~ during the first year of the current funding cycle, or at other times as needed as determined by the Board.

<u>HISTORY</u>			
<u>Source</u>	<u>Date</u>	<u>Action/Notes</u>	<u>Next Review Date</u>
<u>Governance Committee</u>	<u>August 4, 2021</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Executive Committee</u>	<u>August 23, 2021</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Board Decision</u>	<u>September 14, 2021</u>	<u>Board approval.</u>	<u>Q2 2025</u>
<u>Governance Committee</u>	<u>April 29, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Executive Committee</u>	<u>May 22, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 24, 2025</u>	<u>Board approval.</u>	<u>Q2 2030</u>

BOARD DECISION-MAKING GUIDELINES

Review process:



HISTORY			
Source	Date	Action/Notes	Next Review Date
Board decision	June 20, 2014	Approved	August 2014
Governance	August 13, 2014	Amended.	As needed.
Board decision	August 26, 2014	Approved as amended.	As needed.
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2 2020
Board Decision	December 3, 2015	Board approval.	Q2 2020
Governance Committee	May 14, 2020	Recommended Board approval.	Q2 2025
Executive Committee	June 4, 2020	Recommended Board approval.	Q2 2025
Board Decision	June 23, 2020	Board approval.	Q2 2025
Governance Committee	May 12, 2023	Recommended Board approval.	Q2 2030
Board Decision	June 14, 2023	Board approval.	Q2 2030

Efficient ~~D~~decision-~~M~~making:

The efficiency of NEEA's Board of Director's ("Board") work is ~~enhanced~~ fostered when the Board is able to ~~can~~ best focus on those topics that require the entire Board's time, ~~consideration~~, and attention. ~~To facilitate this goal, c~~Certain topics, ~~therefore~~, are discussed, refined, and prepared by ~~various Board C~~ommittees for presentation and subsequent ~~evaluation and~~ decision by the Board.

Quality ~~D~~decision-~~M~~making:

~~Quality Good~~ Board decisions prevent having to ~~reconsider or delay~~ "rework" Board the decision. ~~An~~ effective Board decision ~~should~~ meets the following ~~qualitative~~ conditions:

- Directors ~~should~~ understand why ~~a~~ this decision is being recommended.
- Directors ~~should~~ understand how ~~a~~ the decision ~~was~~ developed.
- Directors ~~should~~ know how ~~the~~ decisions supports NEEA's ~~Purpose, M~~ission and ~~Business and S~~trategic ~~P~~lans.
- Directors ~~should~~ understand the implications for NEEA ~~of the~~ decisions and any alternative actions ~~that were~~ considered.

To foster quality decision-making, Directors are asked to take initiative to learn from Board Committee Chairs about Board agenda items of particular interest ~~to them~~ before ~~they attending the~~ Board meetings. -In addition, the Board and Committee Chairs of the Board and Committee Chairs should ~~will try to~~ ensure future Board ~~that the discussions at the Board meetings~~ highlights these considerations. ~~bullets in the prior paragraph.~~

Board Decision-Making:

The Board ~~will conduct~~ decision-making in Board ~~its~~ meetings in accordance with the Board Rules of Procedure Policy to ensure ~~that~~ all Directors can participate in Board discussions and decisions in meaningful ways.

The Board operates in the following manner in making decisions pursuant to NEEA's Bylaws, in summary here:

- Changes to NEEA's Mission, the Purpose, the Articles of Incorporation, or and the Bylaws are only shall be made only by the affirmative vote of eighty percent (80%) of ~~the~~ Directors present at a meeting at which a quorum is present.
- All other actions or decisions are shall be only made only by the affirmative vote of sixty percent (60%) of ~~the~~ Directors present at a meeting at which a quorum is present.

In cases where ~~sixty 60~~ percent (60%) or ~~eighty~~ percent (80%) percent of a given number of total Directors present at which a quorum is present ~~number results~~ in a fraction of a person, the value of Directors for voting purposes is always rounded up. -An abstention from vote by any Director is treated like an non-absent vote; and it does not count toward the number of Directors members present for voting threshold purposes but does count for quorum purposes.

Board Member Proxies ~~Alternates~~:

When a Director is unable to attend a Board or Committee meeting, he or she may send a proxy representative, but that representative is not able to vote on any Board matter and and therefore is would not counted for toward a quorum purposes. -Only Directors may vote on any Board matter. -At the invitation of the Board or any Board Committee Chair, a Board member's designated proxy ~~alternate~~ may:

- Be present Have a seat at at the table with the Board or Committee meetings.
- Participate in discussions to represent the views on behalf of the designee's associated Director.
- Consent to a Board decision, but ~~will not be counted~~ for voting purposes toward a vote.

-Directors may also participate and vote by phone or any other means of communication allowed under Oregon law pursuant NEEA's Bylaws unless prohibited by Oregon law.

Commented [JU1]: Recommend permissible voting be driven by NEEA's Bylaws unless prohibited by Oregon law.

Open Meetings and Executive Session:

As part of maintaining public trust, Board decisions are made in open, public meetings. ~~Board~~ Agendas and meeting materials are publicly posted ~~noticed~~ in advance of Board meetings ~~to the public by posting on NEEA's web site; neea.org.~~

The Chair may call an executive session, or closed session, for part or all of any Board meeting for any of the following reasons as determined by the Chair and Board as follows:

- Resolution of internal NEEA personnel matters;
- Potential legal or regulatory disputes, litigation, risk mitigation, sensitive matters, negotiations, and other related matters ~~articulation in civil litigation or in mediation or negotiation undertaken in lieu of likely civil litigation;~~
- Discussion of trade secrets, ~~contract negotiations, Board culture and development, or confidential information; and,~~
- Resolution of ~~other matters~~ matters, the whose disclosure of which could would frustrate business or corporate ~~purposes.~~

The Chair's decision to call ~~choice for~~ an executive session may be overridden by a simple majority vote of ~~the~~ Directors present at a meeting at which a quorum is present. The Board will convene a Board meeting in open session before entering executive session. The Board will provide a brief summary of topics discussed during executive session at the next available open session of the Board to the extent that summary does not otherwise disclose or compromise confidential or other protectable NEEA interests as set forth above as determined by the Board. ~~The summary should not disclose confidential details or compromise further action related to the topics discussed.~~ -The Chair may invite non-Board individuals to attend executive sessions for purposes of advice on any ~~the related topics at hand~~ if agreeable to the Board.

Board Committee Guidelines:

NEEA's Board Committees are responsible for assisting and advising the Board. ~~Except for certain emergencies or as delegated by the Board, NEEA's Board Committees cannot make any decisions or actions on behalf of the Board. NEEA's~~ ~~The~~ Executive Committee may make emergency decisions as necessary on behalf of the Board, provided that the Board is notified of the potential decision ~~beforehand~~ beforehand, and the decision is ratified by the Board at the next scheduled ~~a later~~ Board meeting. ~~An emergency decision is one that requires immediate action from the Board before it is practical to assemble a Directors' quorum at a meeting for that purpose.~~ -Board Committees must often deal with confidential matters such as personnel, proprietary, management, and contract issues. ~~Due to the confidential nature of these matter~~ meetings, and the fact that Board decisions are not made in Committee meetings, ~~the~~ Board Committee meetings are ~~will be~~ closed to the public unless otherwise determined by the Board's Committee Chair.

The Board's Committee Chair may invite individuals to participate in all or a portion of Board Committee meetings for the purpose of presenting materials, advising on particular topics, or ~~helping to~~ ~~to help~~ foster understanding of NEEA with key stakeholders.

Review Schedule:

The Board ~~will~~ reviews these ~~G~~ guidelines during the first year of the current funding cycle, or at other times as needed as determined by the Board.

HISTORY			
Source	Date	Action/Notes	Next Review Date
<u>Board decision</u>	<u>June 20, 2014</u>	<u>Approved</u>	<u>August 2014</u>
<u>Governance</u>	<u>August 13, 2014</u>	<u>Amended.</u>	<u>As needed.</u>
<u>Board decision</u>	<u>August 26, 2014</u>	<u>Approved as amended.</u>	<u>As needed.</u>
<u>Governance Committee</u>	<u>November 3, 2015</u>	<u>Recommended Board approval.</u>	<u>2020</u>
<u>Executive Committee</u>	<u>November 19, 2015</u>	<u>Recommended Board approval.</u>	<u>Q2 2020</u>
<u>Board Decision</u>	<u>December 3, 2015</u>	<u>Board approval.</u>	<u>Q2 2020</u>
<u>Governance Committee</u>	<u>May 14, 2020</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Executive Committee</u>	<u>June 4, 2020</u>	<u>Recommended Board approval.</u>	<u>Q2 2025</u>
<u>Board Decision</u>	<u>June 23, 2020</u>	<u>Board approval.</u>	<u>Q2 2025</u>
<u>Governance Committee</u>	<u>May 12, 2023</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 14, 2023</u>	<u>Board approval.</u>	<u>Q2 2030</u>
<u>Governance Committee</u>	<u>April 29, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Executive Committee</u>	<u>May 22, 2025</u>	<u>Recommended Board approval.</u>	<u>Q2 2030</u>
<u>Board Decision</u>	<u>June 24, 2025</u>	<u>Board approval.</u>	<u>Q2 2030</u>

Memorandum

June 9, 2025



To: NEEA Board of Directors

From: Becca Yates, NEEA Executive Director

Subject: 2025 Leadership in Energy Efficiency Awards

Our Ask: Consider volunteering for Ad Hoc Committee.

Background: In an ongoing effort to enhance collaboration within the region, NEEA continues to recognize individuals and teams for their exemplary dedication and performance in energy efficiency. The 2025 ceremony will be held on Monday, December 8, the first day of the Annual Board meeting.

Event Logistics: The 2025 Leadership in Energy Efficiency Awards ceremony will be held at AVENUE, located just blocks from NEEA's offices.

NEEA staff will facilitate gathering award nominations from **August 4 – September 19**.

The ad hoc board committee panel of judges (to be selected no later than the September Board meeting) will then review the nominations using the following criteria:

- **Leadership in Energy Efficiency Award for Innovative Collaboration:** This award recognizes outstanding achievement by individuals, groups, and/or organizations in creating, using or promoting innovative solutions to collaborate that help the region achieve more energy efficiency. The recipient of this award demonstrates the following characteristics:
 - Places regional or team goals above personal goals.
 - Demonstrates innovative problem solving - seizes an opportunity that delivers value or satisfies an existing need more effectively than alternative technologies or solutions.
 - Creates team environment, is respectful of differences, solicits diverse views, builds consensus, shares knowledge and promotes knowledge sharing, maintains positive attitude, effectively engages team.
 - Drives new ideas and welcomes new team members or groups.
- **Leadership in Energy Efficiency Rising Star Award:** This award recognizes an emerging leader in energy efficiency whose record reflects ongoing and exceptional growth in contribution to the industry. The recipient is a dynamic individual who brings talent, drive and creativity to the field and demonstrates strong leadership qualities. They are just beginning their energy efficiency journey, with 5 years or less experience in the industry and have demonstrated a commitment to advancing the future of energy efficiency. There is no age definition for the recipient of this award.
- **Tom Eckman Leadership in Energy Efficiency Lifetime Achievement Award:** Named after its first recipient, this award recognizes the outstanding achievement of an individual whose career has greatly contributed to the advancement of energy efficiency in the Northwest.

- **Chairperson's Award:** This award recognizes individuals who have uniquely contributed to the success of the Northwest Energy Efficiency Alliance. The winner will be decided by NEEA's Board Chair and Executive Director annually.

Timing: Maintain timing from previous years and sync award ceremony with Board meeting. The event will take place on **Monday, December 8, 2025.**

- August 4: Nomination window opens
- September 19: Nomination window closes
 - Note: September Board meeting takes place on 9/15 - 09/16
- October (Day TBD – Jane to schedule once committee determined): Board Committee determines winners
- December 8: Event held



3 Centerpointe Drive, Suite 300 • Lake Oswego, Oregon 97035-8663

Telephone: (503) 220-5900 • Facsimile: (503) 220-8836

Communication with Those Charged with Governance during Planning

The Board of Directors
Northwest Energy Efficiency Alliance 403(b) Plan

We are engaged to audit the financial statements of Northwest Energy Efficiency Alliance 403(b) Plan (the Plan) an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit], for the year ended December 31, 2024. Professional standards require that we provide you with the following information related to our audit.

Our Responsibilities under Auditing Standards Generally Accepted in the United States of America

As stated in our engagement letter dated June 3, 2025, our responsibility, as described by professional standards, is to conduct our audit in accordance with auditing standards generally accepted in the United States of America except that, as permitted by Regulation 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and as elected by management, we will not perform any auditing procedures with respect to asset information prepared and certified to by Charles Schwab Bank, the custodian, in accordance with DOL Regulation 2520.103-5, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements and ERISA-required supplemental schedules, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your responsibilities.

As part of our ERISA Section 103(a)(3)(C) audit and except that we will not include a consideration of internal control relating to the information prepared and certified to by Charles Schwab Bank, we will consider the system of internal control of Northwest Energy Efficiency Alliance 403(b) Plan. Such considerations will be solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

Our responsibility for the ERISA-required supplemental schedules accompanying the financial statements, is to perform adequate procedures to evaluate whether the form and content of the ERISA-required supplemental schedules, other than that agreed to or derived from the certified investment information, is presented in compliance with DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and whether the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Planned Scope, Timing of the Audit, Significant Risks, and Other

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested.

Our audit will include obtaining an understanding of the Plan and its environment, including the system of internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. However, we will not consider internal control relating to the information prepared and certified to by Charles Schwab Bank. Material misstatements may result from: (1) errors; (2) fraudulent financial reporting; (3) misappropriation of assets; or (4) violations of laws or governmental regulations, including prohibited transactions with parties in interest or other violation of ERISA rules and regulations, that are attributable to the Plan or to acts by management or employees acting on behalf of the Plan. We will generally communicate our significant findings at the conclusion of the audit. However, some matters could be communicated sooner, particularly if significant difficulties are encountered during the audit where assistance is needed to overcome the difficulties or if the difficulties may lead to a modified opinion. We will also communicate any internal control related matters that are required to be communicated under professional standards.

We have identified management override of internal controls and improper revenue recognition whether due to fraud or error as significant risks of material misstatement of the financial statements as part of our planning. Additional significant risks may be identified by us during our audit planning process, and we will communicate any additional significant risks we identify to you.

Ian Gelfand is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

* * * * *

This communication is intended solely for the information and use of the Board of Directors and management of Northwest Energy Efficiency Alliance 403(b) Plan and is not intended to be, and should not be, used by anyone other than these specified parties.

Hoffman, Stewart & Schmidt, P.C.

Lake Oswego, Oregon
June 3, 2025