

The National Hydropower Association

HANDBOOK ON POLICY AND PROCEDURES

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National Hydropower Association
200 Massachusetts Ave NW, Suite 320
Washington, DC 20001

NHA HANDBOOK ON POLICY AND PROCEDURES

1.0 INTRODUCTION

The National Hydropower Association (NHA) is a not-for-profit 501(c)(6) organization, established in 1983 to promote the development of hydropower as an environmentally superior alternative to current energy systems that depend on depletable fuels. Today, NHA is an active trade association serving more than 300 companies across the country. It is the only organization dedicated exclusively to representing the hydropower industry in the United States, including owners/operators, independent developers, manufacturers and equipment suppliers, and the service sector consisting of the legal, engineering, construction and consulting community

2.0 STRATEGIC GOALS

Specific action items have been developed on each of the following goals. The full plan is available upon request.

Strategic Goal 1: ***Advocate*** to preserve, enhance, and expand the use of waterpower generation to advance a 21st century clean energy.

Strategic Goal 2: ***Connect*** member organizations and their employees with other waterpower professionals to build relationships, exchange knowledge, and facilitate business. 2023 priorities include

Strategic Goal 3: ***INFORM*** members, the industry, policy makers, and stakeholders about timely industry-related policy and technical developments and how those developments will affect the industry, and the many public benefits provided by waterpower.

Strategic Goal 4: ***IMPLEMENT*** internal operational practices to ensure a high-performing, effective organization.

2.2 **Organizational Objectives**

Grow Hydropower - Promote the use of new technologies, new development, as well as improvements at existing facilities to greatly increase Hydropower's contribution to reducing greenhouse gasses, creating green jobs, and meeting our national renewable energy goals.

Promote Sound Environmental Stewardship - Be the rationale voice for environmental responsibility in the development and management of hydropower projects.

Meet Member Needs - Provide members with valued services. Leverage our resources to help members and the Hydropower industry achieve its goals.

Seize the Moment - Move quickly and rationally in this unprecedented time of national need and opportunity.

Be the Premier Energy Organization and Renewable Technology that Others Point To - Manage our organization and conduct ourselves with the highest standards of leadership, integrity, efficiency, innovation and effectiveness.

Represent and Advance All Water Power Technologies - Promote the economic development and advancement of innovative, feasible, and environmentally responsible water power technologies, including ocean, tidal, wave, hydrokinetic, pumped storage and conventional Hydropower.

Advance Policies that Promote Hydropower and its Growth - Advocate, influence, monitor and inform national policy that supports continued operation of existing Hydropower facilities and economic development of new Hydropower resources.

Build and Maintain Constructive Relationships - Develop constructive, supportive and influential relationships with policy makers, regulators, agencies, stakeholders, other renewable trade organizations and our members to increase our clout, effectively leverage our collective resources and lead to outcomes that favor Hydropower.

Build Support for Hydropower through Information and Education - Push the message that Hydropower has a lot to offer and can do much more. Inform the public, policy makers and regulators about the many values of Hydropower and its important role in serving a broad range of public interests. Educate and nurture future Hydropower advocates.

2.3 Strategic Priority Actions

The Board shall set annual priorities to direct staff in implementing the Association's Strategic Priority Actions. NHA staff and committee/council leadership shall report on the progress of such Priority Actions at the end of the NHA Board of Directors' meetings.

Implementation

The Board directs staff to implement the Strategic Plan with particular focus on the Priority Actions, and to report on the status of implementation at each Board meeting through the Strategic Plan dashboard which incorporates red, amber and green status indicators.

3.0 Policy Development

3.1 Introduction

The National Hydropower Association is dedicated to the development of clean, reliable, renewable sources of energy on the nation's rivers, oceans and waterways. Further, it is committed to develop these resources in a manner that meets governmental and environmental requirements. To meet these commitments, NHA Officers, and its Board of Directors, encourage industry members to work together to strengthen the support for hydropower among conservationists, water users and the

general public through regular and open dialogue at the national, regional, state and local levels, and around the globe.

3.2 Advocacy on Behalf of the Industry

There are many policy issues--legislative, legal and regulatory--that are critical to the hydropower industry. Most of these are common to all industry members. The hydropower industry must continue to work with regulators, the courts, Members of Congress, state, national and international policy-makers, to ensure the establishment of reasonable and balanced regulations and policies that achieve important public objectives. NHA represents the hydropower industry in these matters. The Association cannot speak for individual companies, but it does serve as the industry voice presenting reasoned, consensus-based solutions or positions. Members are encouraged to share their views with NHA and stay actively involved in the Association's committee system to formulate industry positions. It is only through the active involvement of the Association's members that NHA can best represent the interests of all its members and the entire industry.

In order to be successful, NHA must have close communication with national and international policymakers. The Association must establish and nurture congressional relationships to improve understanding of the needs and interests of the hydropower industry. The industry must communicate its needs and concerns to legislators as a unified voice. NHA is the best vehicle to accomplish this goal.

In all cases, NHA will make its best efforts to represent all of its members. On issues that are of particular concern, NHA will support generic issues to promote hydroelectric development as an integral component of the nation's energy supply. Because of its diverse membership, NHA does not support positions that favor one segment of the industry over another. The positions presented by NHA represent the collective membership's best interests as determined through the Association's policy process. Only those positions approved by the Association's representative Board of Directors and implemented through its designated staff can be represented as NHA policy.

3.3. Policy Process

The Association's Board of Directors serves as its policy Board. With representation from all regions and segments of the industry, NHA's elected Board of Directors is empowered by the Association's bylaws to establish policies and positions on behalf of the industry. The Board of Directors delegates its responsibility for formulation of recommended policy positions to the Association's committee structure which facilitates the direct involvement of member companies in setting a course of action for the Association. These recommended policy positions are then considered and acted upon by the Association's Board. Eleven voting members of the Board of Directors participating in the meeting either in person or by other means of direct communication shall constitute a quorum, provided, however, that such direct communications shall not include the granting of proxy by one Director to another.

In requesting consideration of policy recommendations, NHA's Standing Committee chairs work through the Association's appointed staff and present their recommendations at regularly scheduled Board of Directors meetings. Chairs of the Standing Committees are encouraged to notify the Chairman of their intent to raise new policy issues prior to the meeting. On matters where policy

decisions are required in the interim of scheduled meetings, the Association's Executive Committee is empowered to act on behalf of the Board of Directors, or the Chairman may call an emergency Board of Directors meeting. Staff, working through the Association's committee leadership and the membership, is then responsible to implement the Association's positions. Staff has the authority to interpret the Association's positions in their day-to-day activities representing NHA's membership.

4.0 Committee System

NHA's committee system consists of standing committees, advisory committees, councils and ad hoc task forces. The Chairman, the Board of Directors, the President/CEO, and committee chairs are empowered to establish ad hoc committees and special task forces. Standing Committees and Councils are empowered by and created by the Board of Directors.

The NHA bylaws empower the Chairman to establish a Nominating Committee each year, and to create such other committees deemed necessary to carry out the duties of the Chairman in concurrence with the Board.

4.1 Henwood Committee

The Henwood Committee consists of up to 8 industry members and traditionally includes a former honoree, a consultant with wide knowledge of the industry, and a member of the NHA Board of Directors. The Committee is appointed by the NHA Chairman in consultation with the President/CEO and Board at the summer Board of Directors meeting and has the responsibility to select a member of industry to receive the Dr. Kenneth Henwood Award.

The Henwood Award is NHA's most prestigious individual award to recognize life-time achievement in the hydropower industry. Established in 1990 to honor Dr. Kenneth Henwood, a developer and lover of the hydro resource, and a strong and respected leader within the hydropower industry, the award is industry's highest honor and is presented to those who have brought great leadership, dedication and integrity to hydropower in the spirit of its namesake.

Criteria for consideration of the award includes: 1) Dedication to hydropower as an energy technology; 2) Persistence in the face of institutional obstacles; 3) Appreciation and understanding of the relationships among project engineering, environment and economics; and 4) Has a strong commitment for fair dealing and plain speaking; and an uncommon energy, enthusiasm, and excitement as a leading force in the industry.

Solicitations are sought from the industry each fall with Committee selecting the candidate for recognition at the NHA annual conference. In submitting candidates for consideration, industry members are required to provide a description of why the candidate is deserving of this recognition and how the candidate meets the selection criteria.

4.2 NHA Nominating Committee Composition and Tasks

Charge: NHA's bylaws empowers the Nominating Committee with the responsibility to (1) develop candidates for consideration by the Board to present to the membership for the annual Board of Directors' election, and (2) to develop a slate of officers for the annual selection by the Board. This shall be in place prior to the spring meeting.

Committee Composition: The NHA's Immediate Past Chairman shall serve as the Committee Chair. The Committee shall be composed of four members of the NHA Board of Directors, including the chair. The Committee is appointed by the NHA Chairman in consultation with the Executive Committee. Both the Chairman and President/CEO serve as advisory members on the Committee.

Board Composition: The NHA Board of Directors consists of twenty voting Directors who serve a four year term, the Immediate Chairman who also has voting rights; and the two previous past Presidents who are non-voting. The General Counsel and the President/CEO also are members of the Board of Directors, but serve in a non-voting capacity. The Board also consists of up to 5 additional non-voting members that are appointed by the Board of Directors for a one year term.

Process: NHA's bylaws governs the Board of Directors election process. Under that process, five of the 20 voting Directors rotate off the Board each year. Their successors are elected by the Association's membership. In preparing for the election, the bylaws' empowers the Nominating Committee present a slate nominees to the Board of Directors for consideration as candidates. The Board has the responsibility to then select ten nominees from the proposed list, or nominate candidates from the floor, to finalize the ballot. No more than two of the ten candidates may be incumbent voting Directors. Of the ten candidates on the ballot, each eligible member company must select five. Ballots are sent no later than 21 days prior to the date of the fall Board of Directors meeting. Only the primary member can cast the company's vote. The five candidates that receive the highest vote totals shall be deemed elected. In the event of a tie for the fifth Board position, the Board position is deemed to be vacant and shall be filled by election of the Board of Directors with a minimum of eleven affirmative votes. The vacancy must be filled from those nominees who tie for the fifth Board position. The Nominating Committee chair verifies the returns and reports the results of the election to the Board of Directors at its fall Board meeting (November).

Only members that are of the Generators, Service Industry or Supporting member levels, and are members in good standing, are eligible to serve. Therefore, no candidate who has joined the Association as an individual is eligible to run for election.

In selecting candidates for consideration, the Nominating Committee is charged to ensure representation from the following groups: manufacturers and suppliers, developers, contractors, consultants and engineers, industry, municipalities, public and private utilities and independent power producers. Representation should be regionally balanced as best as is possible. In addition, the Nominating Committee is asked to select strong leaders from companies that are committed to providing the necessary resources to support the active involvement of the candidate, including attendance at 4-5 Board of Director meetings each year. The Nominating Committee is also asked to consider each class and the potential for prospective officer candidates to ensure a strong and effective Executive Committee in future years.

Officer Election: In addition, the Nominating Committee also has the responsibility to develop a slate of officers for Board consideration. The officers, consisting of Chairman, Vice Chairman, Secretary and Treasurer, are elected by the sitting voting Board of Directors at the fall (December) Board meeting. Term of office is for one year with the term commencing in January.

Nominees for the office of Chairman and Treasurer shall be individuals who during their term of office for which they are nominated shall be one of the 20 elected Directors and shall have served on

the Board as an elected or Advisory Director for at least one year during the seven years prior to their prospective term of office.

Nominees for the offices of Vice Chairman and Secretary shall be individuals who during their terms of office for which they are nominated shall be one of the 20 elected Directors.

Nominees for elected officer positions must be an individual of a company or organization during their term of office which is a Generator or Service Industry or Supporting member of NHA. In selecting candidates for consideration, the Nominating Committee shall consider representation from each of the individual categories listed for candidates to serve on the Board of Directors with particular attention to ensure balance not only from the various sectors of the industry but also from the various regions.

Election of officers shall take place at the fall Board of Directors meeting with a quorum of Board members present. A majority vote of the Directors shall constitute election.

Advisory Board Election: In addition, there are up to five members of the Board who serve in a non-voting capacity. These individuals serve a one-year term and are appointed by the sitting Board at the fall (December) Board meeting.

The consent of each candidate for the Board and officer positions must be obtained before his or her name is placed on the ballot for election.

4.3 Executive Committee

The Executive Committee shall consist of the elected officers of the Board of Directors: Chairman, Vice Chairman, Secretary and Treasurer, along with the immediate Past Chairman. Both the President/CEO and General Counsel are appointed officers of the Association. The General Counsel shall be the chief legal officer of NHA. The President/CEO and General Counsel shall attend all meetings of the Board of Directors and Executive Committee in an advisory capacity.

The Executive Committee shall: 1) have general supervision of the affairs of the NHA between meetings of the Board of Directors; 2) conduct business that may be referred to it by the Board, 3) consult on committee, council and other appointments by the Chairman as provided in the bylaws; 4) formulate recommendations and policies to be submitted for approval by the Board; and 5) have authority to adopt special rules of order or standing rules to govern its own proceedings. It shall also perform other duties as defined in the NHA bylaws or as specified by action of the Board of Directors or the membership in a general meeting.

Three members, including at least the Chairman or Vice Chairman, of the Executive Committee shall constitute a quorum.

4.4 Standing Committees

There are six standing committees of the Association. These are: the Legislative Affairs, Public Affairs, Regulatory Affairs, Hydropower Technical Community (HTC), Markets Committee and the Regional Meetings Committee. The chairs of these committees are appointed by the Association's

incoming Chairman. Appointment is for one year. No member shall serve as chair of more than one Standing Committee.

The Board of Directors shall review the organization of established Standing Committee periodically. A strategic plan, developed in consultation with the Standing Committees, shall be adopted annually by the Board outlining the goals and initiatives of the Standing Committees. Written reports of committee work, including the Executive Committee, shall be provided to the Board of Directors at each Board meeting, unless excused by the Chairman or President/CEO. Committee membership shall be open to all Generators, Service and Supporting members of NHA, and to such other NHA members as may be directed by the Board. The Chairman shall be a member of all standing committees.

In addition, there are five councils within the Association: Marine Energy Council, Small Hydro Council, Pumped Storage Development Council, CEO Council and the Water Power Innovation Council.

Membership in NHA Committees and Councils is open to any NHA member in good standing. Good standing is generally defined as any member whose dues are current. There is no limit as to the number of committees and councils, any member or individual company may serve. The committee and council members are expected to participate actively in committee and council activities. To serve on a committee or council, members submit a request to the Association's President/CEO who, in turn, ensures that the member receives all relevant information regarding the committee's or council's meeting schedule and objectives.

4.5 Advisory Committees

Association advisory committees follow the same procedures as the Association Committees and are ultimately responsible to the Board for any policy recommendations they may wish to further. These committees and councils are encouraged to work closely with the appropriate Board standing committees to meet the Association's goals and in proposing new policy positions.

4.6 Standing Advisory Task Force

There are two standard advisory task force of the Association; Legal Affairs Task Force and the Task Force on the Valuation of Hydropower. These task forces serve to advise the Association's President/CEO. The General Counsel Serves as chair of the Legal Affairs Task force and the chair for the Valuation of Hydropower Task Force is appointed by the Chairman.

4.7 Extended Executive Committee

The Extended Executive Committee advises NHA's Chairman. The committee consists of the committee chairs, staff and officers of the Association and serves to facilitate communications among the committee chairs on policies and programs in which they are engaged. This committee also serves to ensure consistency among the work products of the Association. The Extended Executive Committee meets monthly via conference call.

4.8 **Advisory Task Forces**

The Association's Board, or any of its standing committee chairs, may establish advisory task forces to assume particular assigned tasks. The Association's advisory task forces follow the same procedures as the Association's committees and councils and are ultimately responsible to the Board for any policy recommendations they may wish to further.

5.0 **Standing Committees (Jurisdiction Descriptions)**

With the exception of the HTC, the leadership consists of the chair(s), who also acts as liaison to the Board of Directors, and the Vice Chair(s). The chair (co-chairs) and vice chair(s) positions are appointed by the NHA Chairman. The chair(s) participate in Board strategic discussion on policy matters on an advisory capacity basis. The chair(s) also participate in extended executive committee calls. The subcommittee chairs of the various committees are appointed by the chair.

Staff support is provided by the Association's as necessary.

5.1 **Legislative Affairs Committee**

The Legislative Affairs Committee advises the Board on the development and implementation of NHA legislative policy. It develops recommendations on positions regarding legislation before the Congress, and advises on strategy to seek legislative change designed to improve or strengthen the industry as a whole. It seeks consensus of the Association's position on federal legislation under consideration that affects the hydropower industry and promotes the Association's position on legislative proposals with Congress and the Administration. The committee also coordinates the Association's policy and legislative positions with other organizations.

Membership in the Legislative Affairs Committee is open to all NHA members in good standing.

The Legislative Affairs Committee is supported by the governmental affairs staff and the President/CEO. When legislative issues arise that require quick decisions from the Legislative Affairs Committee, the Chair is authorized to confer with the committee leadership to make such decisions on behalf of the Board. NHA support staff participates in the conference. On highly controversial issues, the chair consults with the Executive Committee on the committee's recommended position.

5.2 **Regulatory Affairs Committee**

The Regulatory Affairs Committee develops policy recommendations and devises strategies on matters dealing with regulatory policies or procedures set by federal regulatory agencies affecting the hydropower industry. The Committee seeks consensus on its recommended positions on federal regulations that affect the hydropower industry and promotes that position. This Committee is the primary communication vehicle with the federal regulatory agencies governing hydro operations, licensing and relicensing.

Membership in the Regulatory Affairs Committee is open to all Association members in good standing.

The Regulatory Affairs Committee is supported by the NHA's policy staff, including NHA Executive Deputy Director and regulatory staff as well as the President/CEO.

5.3 Public Affairs Committee

The Public Affairs Committee develops recommended strategies in promoting hydropower, its potential for growth, the important role it plays in our energy mix, and its many benefits. The Committee is responsible to implement a national public affairs/communication strategy in furthering the Association's policy goals.

Membership in the Public Affairs Committee is open to any NHA member in good standing.

The leadership of the committee consists of the Chair and the Vice Chair appointed by the NHA Chairman. The chair serves as the liaison to the Board of Directors.

Staff support to the Public Affairs Committee is provided by the public affairs staff with the assistance of the President/CEO.

5.4 The Hydropower Technical Community

The Hydropower Technical Community (HTC) includes the following major functions within its scope:

1. Coordinate the collection and sharing of technical and operational information, best practices, and lessons learned to support operational excellence throughout the industry.
2. Provide forums for the membership to exchange technical information related to license implementation and compliance, engineering, operations, construction, maintenance, environmental performance, and safety (dam, employee, and public) of hydroelectric facilities.
3. Serve as the liaison between NHA and other industry technical groups and associations, and federal entities, particularly FERC's Division of Dam Safety and Inspections (D2SI), and the Department of Homeland Security's Dam Sector Coordinating Council, among others.

The committee, formerly a committee under EEI's umbrella, selects its own leadership, a Chair and Vice Chair position. The proposed leadership is then presented to the NHA Chairman for consideration and appointment. Unlike NHA's other standing committees, the HTC leadership appointment is for a term of two years.

The Chair is responsible for ensuring the mission of the HTC is fulfilled and oversees all aspects of the HTC's work, such as, but not limited to, subcommittee activities and selecting subcommittee leadership, planning HTC meetings, reporting on HTC activities to the NHA Board of Directors and participating in the strategic planning of NHA, and serving as the liaison to other NHA Committees, task forces, or initiatives, and other industry and federal technical groups. The Chair is also an ex-officio member of NHA's Waterpower Innovation Council (WIC). The Chair can exercise his or her discretion and delegate such responsibilities to the Vice-Chair or other members within the Executive Group.

HTC membership consists of individuals with varying responsibilities for management of conventional hydroelectric and pump storage facilities, marine energy installations, plant engineering and engineering service providers, product and equipment manufacturers, licensing and compliance professionals, contractors, and other service companies to the industry.

The HTC normally meets twice a year with one meeting in the spring in conjunction with the NHA Annual Conference and a Fall Retreat. The Fall Retreat is normally hosted or co-hosted by an owner-operator member company and held at various locations around the country.

Membership in the Hydropower Technical Community is open to all Association members in good standing.

5.5 Markets Committee. The Markets Committee is dedicated in obtaining greater value recognition for both the environment and reliability benefits that hydropower provides to the electric grid. The committee monitors developments in wholesale markets and regional and state governments and engages on issues to the benefit of the hydropower industry as a whole.

5.6 Regional Meetings Committee

Established in 2008, the Regional Meetings Committee schedules, plans, and executes regional outreach meetings (NHA Regional Meetings) on behalf of the Association. Committee leadership helps identify locations and possible hosts and sponsor. Leadership participates in planning calls to shape regionally focused agendas and reaches out to industry experts to moderate and populate panels.

5.7 Future Leaders of Waterpower (FLOW)

FLOW stands for Future Leaders of Waterpower, NHA's newest ad-hoc networking/career development group. The ultimate goal of FLOW is to attract and support talented, diverse professionals by creating a welcoming and safe environment and by providing a clear pathway for professional growth. Learn more by visiting the FLOW website [here](#).

FLOW members will have the opportunity to help create content, identify speakers, and shape agendas for NHA events. They'll also get a chance to meet and collaborate with the waterpower industry's current thought leaders.

FLOW will organize ahead of NHA events to host meet-ups, happy hours, and dinners to facilitate networking and making friends within the waterpower industry. This group will plan career development webinars, knowledge-sharing sessions, hydro 101 workshops, and other activities to cultivate the next generation of industry leaders. FLOW is open to members and non-members.

6.0 Board Committees (Jurisdiction Descriptions)

6.1 Revenue Committee

The Revenue Committee focuses on three main areas:

- 1) Fiscally sound practices which keep the organization financially healthy,
- 2) Membership recruitment and retention which helps maintain a financial base for the organization to carry out its programs; and
- 3) Development of non-dues revenue which promotes products and services that help bring our members closer to their goals as well as to help ease the dues burden on members.

The following are the key tasks the Revenue Committee will be responsible for:

- 1) Provide feedback on development of the annual budget. Membership should include the current and prior year's NHA Treasurer to maintain consistency.
- 2) Assist in identifying market opportunities and provide support in the development of marketing materials for potential members. Coordinate with the Public Affairs Committee in preparing this marketing material.
- 3) Provide insight for the revenue diversification plan through creative methods, and investigate and propose a variety of different non-dues revenue programs that may be viable for NHA.
- 4) Provide input in the development the Association's annual budget that is approved by the Board at the fall meeting. The budget provides budgetary guidance for the Board and staff for the year, however the President/CEO has the authority to move up to \$10,000 between the charts of accounts without prior approval from the Board while keeping the Treasurer informed.

Leadership of the Revenue Committee consists of the Chair, who also acts as liaison to the Board and a Vice Chair. The Chair is appointed by the NHA Chairman.

The Revenue Committee is supported by the administrative staff, the Director of Member Services, and the President/CEO.

The Association has an Accounting Manual which delineates the Association's accounting procedures. These procedures are regularly updated and strictly adhered to.

6.2 Compensation Committee

The Compensation Committee is composed of 3-5 Board members or previous Board members who have the responsibility to benchmark NHA salaries on a regular basis and report recommendations to the Board regarding compensation market issues, including NHA's overall benefits program.

7.0 Councils (Jurisdiction Descriptions)

The Board has the authority under the bylaws to create special task forces and committees. Under that authority, the Board has created several Councils. These Councils are open to NHA members and generally focus on a specific theme. All policy recommendations furthered by the Councils are to be referred to the standing committees for finalization and recommendation to the NHA Board of Directors.

With the exception of MEC the leadership consists of the chair(s), who also acts as liaison to the Board of Directors, and the vice chair(s). The chair (co-chairs) and vice chair(s) positions are appointed by the NHA Chairman. The chair(s) participate in Board strategic discussion on policy

matters on an advisory capacity basis. The chair(s) also participate in Extended Executive Committee calls.

7.1 Marine Energy Council

NHA's Marine Energy Council (MEC) focuses on wave, current (ocean, tidal, river) and ocean thermal energy conversion energy technologies.

The Council was formed by industry to be the unified voice of the marine energy industry. The Council collaborates with NHA's membership, leadership, and Board to provide a forum to discuss, direct, and implement actions to overcome the challenges facing marine energy technologies.

Areas of focus include:

- Advocating for Department of Energy funding and providing input to the DOE on how best to leverage available funds to further the marine energy industry.
- Supporting legislative efforts to secure the long-term inclusion of marine energy technologies in tax incentives for renewable energy including the Production Tax Credit, the Clean Renewable Energy Bonds (CREBs) program and others.
- Recognizing these new technologies in clean energy programs, such as a Renewable Portfolio Standard.
- Developing a smart and expeditious permitting scheme
- Creating or increasing research, demonstration and development programs at other federal agencies that provide funding and support for these emerging technologies
- Promoting the important role emerging technologies can play in meeting increased demand for clean energy

The Council leadership consists of the Chair and Vice Chair both elected by members of the MEC. The Chair of the Council serves as the official liaison to the Board. Additional leadership positions are determined and elected by current members of the MEC.

Membership in the Marine Energy Council is open to all Association members in good standing.

7.2 Pumped Storage Development Council

The Pumped Storage Development Council (PSDC) serves as a resource on pumped storage information; providing support to NHA staff in responding to member companies, industry members, media and the general public on matters regarding pumped storage. PSDC also assists in the development of educational information on the importance of pumped storage and the growing need for this technology as the Nation grows its variable renewable resources.

The Council is led by a Chair named by the NHA Chairman. The Council is staffed by the policy staff and is responsible to provide leadership, advice and counsel to the standing committees on appropriate and relevant issues.

As with the other standing committees, the PSDC Chair(s) participate in Board strategic discussion on policy matters on an advisory capacity basis. The Chair(s) also participate in Extended Executive Committee calls.

7.3 CEO Council

The CEO Council is charged to serve as forum to bring hydropower senior executives together to share information about industry challenges, brainstorm on strategy, and offer potential solutions. The Council enhances the voice NHA and the hydro industry with Congress, the Administration and the general public by engaging in NHA's advocacy work; and serves as a key initiative leader to identify particular projects that would strengthen the Association's advocacy work and leverage resources to successfully implement strategy.

The CEO Council is composed of NHA member companies in the Leadership Categories. Membership is open to senior level executives only, including the Chief executive and Vice Presidents of member companies within the leadership category. The Council is led by a Chair, or Co-chairs, one representing generator community and the other representing the service/manufacturing sector, both are named by the NHA Chairman. Similar to the HTC, the Chairman seeks a recommendation from the Council before naming its leadership. The Council is staffed by NHA's President/CEO and his/her executive assistant, and in close working relationship with the NHA Chairman. The work of the Council is closely coordinated with the standing committees to avoid conflict or duplication.

7.4 Small Hydro Council

The Small Hydro Council is charged to serve as forum for the exchange of information on conventional small hydropower development, share best practices, keep staff apprised of new developments; provide focus and leadership on the issue; and provide advice and counsel to the Association on matters dealing with policy issues effecting development.

The Chair(s) are supported by policy staff and the Chairs are responsible to provide leadership, advice and counsel to the standing committees on appropriate and relevant issues.

7.5 Water Power Innovation Council

The Council is responsible for identifying industry needs and developing recommendations to promote focused technological and environmental research, development and demonstration (RD&D) that will serve to strengthen the waterpower industry.

It tracks and evaluates major RD&D currently underway at national laboratories, government agencies, academia or other entities (e.g. EPRI, CEATI, etc.) in the water power area, and disseminate this information to industry.

The Council can help reduce duplication of effort and identify synergies of ongoing research.

The Council will work with other NHA Councils to reach out externally to advocate for external funding in order maintain a strong waterpower program within the DOE and other agencies.

Membership in the Water Innovation Council is open to any NHA member in good standing.

8.0 Special Task Forces

The Board has the authority to establish special task forces to carry out specific objectives. For the most part, these task forces are temporary with a specific task and are disbanded once the task is completed. However, the Association has several special task forces that are permanent.

8.1 Strategic Issues Task Force

The Strategic Issues Task Force is an ad hoc advisory body that serves at the pleasure of the Board. Its members consist of representatives from the Legislative Affairs and Regulatory Affairs Committees, Public Affairs, Revenue and Technology/Research and Development Committees as well as Board members as appointed by the Chairman and approved by the Board. The charter of the task force is as follows: “The Strategic Issues Task Force is available to convene at the direction of the Board or the request of any NHA committee chair to

- 1) address the coordination of policy issues;
- 2) recommend means for reconciling any potential conflict or overlap in activities of NHA committees; and
- 3) provide a forum for creative strategic planning on policy issues specified by the Board.

9.0 Role of the Council and Committee Chair

The committee chair is responsible to the Association’s Chairman and Board of Directors. He or she calls and chairs all of the committee meetings and works with the designated staff to establish the committee agenda. He or she reports to the Board on the committee activities and serves as the committee liaison to the Board. The chairs work with the President/CEO to provide policy guidance to the staff. Committee chairs, working with staff and the committee membership, develop recommendations for strategic goals for Board consideration. Chairs work with staff to interpret policy positions and coordinate their committee activities with the Association’s committee leadership. Committee chairs keep the President/CEO and NHA staff apprised of all their activities on matters dealing with Association business. Committee chairs may represent the Association on policy matters before Congress, public policy-makers, the general public, and the press; however this representation is limited to those matters for which the Association has an established official position. Chairs should keep the staff apprised of these activities. Committee chairs cannot speak on behalf of the Association on matters for which NHA has not developed a position or for which there is no general consensus or agreement.

To be successful, committee chairs are encouraged to form a strong team with the Board, the President/CEO, the other committee chairs, and staff. Frequent communications are encouraged among the chairs, the Association’s Chairman, Officers, President/CEO and staff. As such, monthly conference calls are held for the Association’s Chairman, the President/CEO, committee chairpersons and staff to review progress on Association goals and to discuss new policy issues or potential programs, and to devise team approaches.

The chairs shall seek to schedule quarterly meetings at a minimum. At least one of the meetings shall be in person and could be held in conjunction with regional/national meetings where possible.

10. Role of the Staff

The NHA President/CEO is an Officer and member of the Board and is responsible for the day-to-day management of the Association. He/she reports directly to the Board through the Association's Chairman. The NHA staff report directly to the Association's President/CEO. NHA staff activities are managed and coordinated by the President/CEO.

The NHA staff provides support to the committee chairs, which includes managing the committee lists, providing notification of the meetings and distribution of the meeting notes. Staff also works with the committee chairs to advise on policy recommendations and to devise implementation strategies for approved policy and projects.

For the fall Board meeting, NHA staff reports on all vendor contracts; renewal periods, cost increases and viability of maintaining each contract into the next budget year. The staff presents this information along with a proposed budget for the next fiscal year at the fall Board of Directors meeting.

NHA staff is responsible for the implementation of the Association Strategic Plan to the best of NHA's ability. To accomplish this task, the Association places great emphasis on team approaches. Individual program staff will devise and communicate their implementation strategies, working with their fellow staff members and NHA's President/CEO. The President/CEO, Board, staff and committee leadership, work as a team in conducting the Association's activities.

11. Antitrust Policy

NHA committees, its leadership and members, agree to abide by all federal and state antitrust laws in all of their activities involving the Association. NHA does not tolerate any violation of such laws, intentional or unintentional, and accepts no responsibility for such actions.

The NHA Board of Directors will maintain the highest ethical standards in the conduct of the Association's affairs. The intent of this policy is that each Board member will conduct the Association's business with integrity and comply with all applicable laws in a manner that excludes considerations of personal advantage or gain.

As such, NHA offers the following guidelines:

Compliance with antitrust laws is a serious business. Antitrust violations may result in heavy fines for corporations, and in fines and even imprisonment for individuals. NHA members bear the ultimate responsibility for assuring that your actions comply with federal and state antitrust laws. Members are encouraged to consult their own in-house counsel for additional guidance.

Avoid any discussions that might violate the antitrust laws or even raise an appearance of impropriety. Do consult your counsel about any documents that touch on sensitive antitrust subjects, such as pricing, market allocation, refusals to deal with any company, and the like.

Committees, Councils, special task forces and the Board of Directors are encouraged to use an agenda and take accurate meeting minutes. Do not have discussions with other member companies

about: your company's pricing or prices charged by your competitors, costs, discounts, terms of sale and profit margins; or any customers' territories or productions and sensitive information covering your own company or competitors.

Do not stay at meetings or any other gathering if those kinds of discussions are taking place.

12. Conflict of Interest Policy

Board members should avoid any situation which involves or may involve a conflict between their personal interest and the interest of the Association. As in all other facets of their duties, Board members dealing with customers, suppliers, contractors, competitors or any person doing or seeking to do business with the Association are to act in the best interest of the Association.

Each Board member shall make a prompt and full disclosure in writing to the President/CEO and the voting members of the NHA Board of Directors of any potential situation which may involve a conflict of interest. Such conflicts may include, but are not limited to:

- 1) Serving as a director, officer, partner, consultant, or in a managerial or technical capacity with an outside enterprise which does or is seeking to do business with or is a competitor of the Association.
- 2) Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Association's or its interests.
- 3) Any other arrangements or circumstances, including family or other personal relationships, which might dissuade the Board member from acting in the best interest of the Association.

The President/CEO shall make a quick and full disclosure to the NHA Chairman of any situation posing a potential conflict of interest. As in the case of all members of the Board of Directors, the President/CEO shall act in the best interest of the Association.

While NHA seeks to discourage any situation which involves or may involve a conflict between a current Board member's personal interest and the interest of the Association, NHA may enter into a business transaction with a current Board member¹ only if:

- 1) the transaction and terms are fair and reasonable to the Association and are fully disclosed and transmitted in writing to the Executive Director and NHA Board of Directors in a manner which can be reasonably understood by both;
- 2) the transaction was competitively bid in compliance with the Association's procurement policies;
- 3) the NHA Board of Directors is given a reasonable opportunity to seek the advice of the General Counsel and/or independent counsel in the transaction;

¹ A "current Board member" includes those persons, who at the time of the transaction, are: voting Board members; Advisory Board members; Committee chairs; past presidents (for the previous three years); and the General Counsel.

- 4) the Association, by a majority of the voting members of the NHA Board of Directors², consents in writing.

NHA shall avoid any conflict of interest in all procurement practices, including the hiring of consultants, special contractors and in hiring new staff. NHA shall strictly adhere to its Personnel Policies in all hires, including avoiding any supervisory role over family members. As such, no member of the NHA staff shall serve as a direct or immediate supervisor of a family member, as defined in the Personnel Manual, including spouse, parent, daughter or sibling etc., and shall not have any authority to establish rate of pay, recommend or execute promotions, or be involved in performance evaluations of such family members.

13. Organizational Structure

NHA has an approved organizational plan. A chart depicting that organization is attached as Attachment 1.

14. NHA Staff

NHA has fourteen full-time positions. The Association's approved personnel manual provides information on the Association's personnel practices and procedures. The fourteen staff positions are:

President/CEO
VP of Member and Industry Engagement
Director of Regulatory Affairs and Markets
Director of Legislative Affairs
Director of Strategic Communications
Director of Meeting and Events
Director of Operations
Sales and Membership Engagement Manager
Meeting Planner and Diversity, Equity, and Inclusion (DEI) Lead
Manager, Policy and Communications
Legislative Affairs Manager
Content Development Specialist
Program Specialist
Program Manager

15. Lines of Authority

The NHA President/CEO serves at the pleasure of the Board of Directors and works for the Board. He/she reports to the Board of Directors through the Chairman of the Association who provides direction on behalf of the Board. The President/CEO is responsible for the day-to-day operations of the office, financial management of all Association's funds, overall management of NHA's programs, and the management of staff and Association resources. The President/CEO receives

² The Board member with whom the Association is considering a business transaction shall recuse himself/herself from voting on the matter.

guidance through a number of mediums, including but not limited to Board of Directors approved budgets, strategic plans, strategic priorities, Board established policies, policies and procedure manuals, performance evaluation objectives as well as through frequent communications with the Board of Directors and/or the Association's Chairman and Executive Committee.

The NHA staff work for and serve at the discretion of the President/CEO. Staff report directly to the President/CEO. The President/CEO is responsible for personnel administration and overall program management. The President/CEO and staff are responsible to work with the committee chairs in developing strategic plans, goals and objectives for Board approval. The President/CEO and staff are responsible to develop the implementation plans and ensure that the Association's meets its overall objectives.

Program management and implementation strategies fall within the purview of the program manager or director working with the President/CEO. Individual staff members are responsible for their assigned program areas and meeting their annual objectives as set by the strategic plan and their performance goals as set by the President/CEO. All staff is responsible to ensure that the Association has met its program priorities as laid out by the Board each year. The President/CEO is responsible to oversee the management of the programs among all staff, to lead the staff team in meeting the broad organizational goals, and to ensure that individual program objectives are met. The President/CEO serves as the linchpin to ensure coordination and teamwork among the Association's staff, committee leadership and Board in directing all of the Associations activities and ensuring adequate use of the Association's resources.

Performance expectations are clearly articulated in staff job descriptions, the performance evaluation process, and the approved Association's strategic plan and objectives, policies and procedures manuals. Together these documents form the road map of expected objectives for the Association, as a whole, and for each individual staff member.

16. Association Procedures

NHA has developed particular procedures to set policy, develop the strategic plan and devise budgetary recommendations.

16.1a Procedures for Developing the Association's Annual Budget

The NHA Revenue Committee and NHA's Treasurer carry the responsibility to work with the President/CEO and his/her delegated staff to develop a budget. The process places heavy emphasis on input from the program staff and the committee/council chairs. Committee/council chairs are asked to report to the President/CEO on recommendations for budgetary line items necessary to carry out anticipated expect goals. Committees are asked to provide recommendations for both the upcoming budget cycle as well as three-year projections.

16.1b Protocol for Developing NHA Financials

i. **The Team** --The development of NHA's financials involves the delegated staff members, the Treasurer, and the President/CEO. The Director of Member Services provides information to the President/CEO with regard to dues status and newly recruited members. The Revenue Committee Chair and Treasurer provide oversight and support in the development and maintenance of the Proforma. The NHA bylaws holds the Treasurer responsible to keep the Board apprised of the association's fiscal status and permits the Treasurer to delegate some of his/her responsibility to NHA staff.

ii. **Background** -- Full financial reports are developed quarterly. These financial reports are primarily prepared by the delegated staff, in consultation with the President/CEO, and approved by the Treasurer, prior to their distribution to the NHA Board.

iii. **Content** -- The financials shall include a full financial accounting of the Association's revenue and expenditures to date, a comparison of actuals to budget, projections to year end, a balance sheet, a status on cash availability and a narrative. The Proforma is included in the winter Board Meeting report and at any other meetings as needed.

iv. **Process** -- A single set of financials shall serve as the working document as the report is developed. This set is first prepared by designated staff, in consultation with the President/CEO. The report is reviewed by the President/CEO before it is submitted to the NHA Treasurer for comment and approval.

Development of the financial report is a fluid process. Changes will most likely be made by the President/CEO and the Treasurer. In order to ensure that changes are captured in each of the iterations of the report, all suggested changes or corrections shall be made **using a single working document**. With each change, the document is dated (time and date), **older versions are removed and archived**, and the most recently updated set becomes the working document that is shared among the team. **This becomes the "working file" on which the next set of corrections or comments will be made.**

This same process shall be followed in the preparation of the narrative, cash analysis and all documents relating to the report. These procedures will ensure that all changes are incorporated in each of the iterations and that archived and dated reports are available for reference when necessary. Most importantly, they will reduce the opportunity for error to avoid distributing the wrong material to the Board.

In addition, this procedure shall be applied in the development of all spreadsheets from which the report is developed, including the membership dues reporting spreadsheet. Each report developed by the Membership Coordinator and submitted to the Manager of Administration, shall be dated and established as the "working file."

After inputting all the necessary data, the designated staff shall submit a draft of the report to the Treasurer for review and comment. All efforts will be made to ensure that the draft is as

accurate as is possible. The Treasurer will provide his/her feedback on the “working document” and redlined with clear, concise instructions.

Communication is key to ensure accuracy and timely completion of the report, particularly with regard to development of the snap shot section. To ensure that there is complete understanding about the content of the report, about specific questions regarding particular program areas, or specific information required for the snap shots section, the Treasurer and designated staff should establish strong communication channels.

v. **Timeline for Development** -- Development of the financials begins with the receipt of the bank statements and the reconciliation of the bank accounts. These statements can be obtained through on-line banking by the 5th of each month.

Staff will require sufficient time to develop the reports internally before sharing the draft with the Treasurer. This gives the staff time to reconcile the bank statement and most importantly, to reconcile the purchase and settlement of investments in order to develop the cash analysis and balance sheets.

Our goal is to ensure that the Board receives accurate information in a timely fashion so it can appropriately exercise its fiscal oversight responsibility. To that end, we should endeavor to provide the Board at least one full week of review prior to the meeting. In order to facilitate ample time for development of accurate data, an interactive process of review between the designated staff, the President/CEO and the Treasurer, and timely distribution of the material, the entire development process should take no longer than 7-9 working days.

17. Procedures for Developing Policy

The Association has devised specific procedures in establishing new policy. These procedures clarify the role of the Board, committees and staff. Please see NHA’s Policy Plank.

18. Other Policies

In addition to the policies and procedures established in this manual, the Association has developed set procedures on accounting practices and financial management, policy development, procurement and travel, and personnel practices and policies. Staff, and the Board members, should familiarize themselves with the procedures and policies established in these documents.

Attachment 1

The National Hydropower Association Organizational Chart

The Board of Directors of the National Hydropower Association is responsible for setting policies for its employees. The President/CEO manages the employees, implementing policies approved by the Board. National Hydropower Association employees are ultimately accountable to the President/CEO, through whom all communication to the Board is channeled.

All employees are encouraged to provide input and suggestions concerning the overall operation and programs of the National Hydropower Association, following the proper channels of communication. The National Hydropower Association operates in an “open-door” manner. All employee input is considered and can be presented without fear of personal recrimination on the employee or his or her position.

