

**Minutes of the Energy Northwest
Board of Directors Ad Hoc
Outside Director Selection Committee Meeting
Holiday Inn Express – Syrah / Merlot Room
4525 Convention Place
Pasco, Wash.
April 27, 2016**

The meeting of the Ad Hoc Outside Director Selection Committee of the Energy Northwest Board of Directors was called to order at 8 a.m. by Committee Chair Curt Knapp.

Committee Members Present:

Curt Knapp, Chair
Jim Malinowski
Judy Ridge
Kathy Vaughn
Terry Brewer ex-officio

Others Present: Board of Directors member – Diana Thompson.

Staff Present: Mark Reddemann and Angela Smith.

Committee Discussion

Committee Chair Curt Knapp opened the floor for discussion of lessons learned.

Mr. Jim Malinowski questioned if there can be staggered terms for the five Board of Directors elected to the Executive Board. Discussion ensued including that the BOD has looked into this in the past and there is state statute that addresses this. To change the revised code of Washington legislative action would be required.

Committee Chair Knapp addressed the possibility of amending the BOD Rules section 9.1 where it discusses the BOD appointing one person to the Executive Board with nuclear experience. Discussion ensued on whether the definition of nuclear experience should be changed to either broaden or narrow. Discussion ensued on whether there should be at least two directors on the executive board with nuclear experience. Per Committee Chair Knapp's request, Mr. Mark Reddemann, Energy Northwest Chief Executive Officer, shared his experience of what other boards have for nuclear expertise.

The committee agreed that these topics should be further discussed with the full BOD at a future meeting.

Committee Chair Knapp confirmed he would make a motion during today's BOD meeting to re-appoint Sen. Tim Sheldon as the Executive Board outside director.

Commitment Review/Provide Majority-based Direction

- Include time on a future BOD agenda for discussion on amending BOD Rules 9.1 regarding nuclear expertise – Angela Smith

**Special Meeting of the
Ad Hoc Outside Director
Selection Committee of the
Board of Directors**

- 2 -

April 27, 2016

Hearing no further discussion, the Ad Hoc Committee meeting adjourned at 8:36 a.m.

Respectfully submitted,

Angela Smith
Board Relations