



KYMEA Committees

KYMEA Board Chairman – Ron Herd

KYMEA General Counsel – Charlie Musson

May 28, 2020

KYMEA Committees

- 1. Executive Committee**
- 2. AR Project Committee**
- 3. Board Risk Oversight Committee**
- 4. Budget Committee**
- 5. CEO Compensation Committee**
- 6. FERC Litigation Committee**

KYMEA Committee Appointments

- **Committee Appointments: At Annual Meeting (Odd Years)**
- **Last Committee Appointments (May 2019 Annual Meeting)**
 - **Term: June 2019 – May 2021**
- **Review Appointments: At Annual Meeting (Even Years)**
 - **Additions, Resignations, Change of Chair**

Executive Committee

KYMEA BYLAWS - ARTICLE IV Section 1 – September 24, 2015.

- **Chairman, Vice Chairman and at least one Director elected by the Board**
 - **President & CEO is non-voting ex officio member**
 - **Presently, Ron Herd (Chairman), Josh Callahan (Vice Chairman), Chris Melton (Secretary), Kevin Howard (Treasurer) serve on Executive Committee**
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BOARD ACTION

Adding an at Large Member (5th Committee Member out of 11 KYMEA Members)

- **Nomination – Gary Zheng**
- **Other Nominations**

AR Project Committee

KYMEA BYLAWS - ARTICLE V Section 1 – September 24, 2015.

- **All members participating in Project serve on Committee (Voting Members)**
 - **Staff (2): President & CEO and Vice President Finance/Accounting & CFO (non-Voting Members)**
 - **Chris Melton: Current Chairman of AR Project Committee**
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BOARD ACTION

No Action Required

Board Risk Oversight Committee (BROC)

KYMEA Enterprise Risk Management Policy – SECTION 1.5 – March 28, 2019.

Board Risk Oversight Committee (the “BROC”)

- **Comprised of five voting members as follows:**
- **Staff (3): President & CEO, Vice President - Finance/Accounting & CFO, Legal Counsel**
- **Board Members (2)**
 - **AR Project Committee Member – Gary Zheng (Chairman)**
 - **Board Member (Director or Alternate Director) – Tim Lyons**

BOARD ACTION

Chairman

- **Nomination – Gary Zheng**
- **Other Nominations**

Budget Committee

Board Resolution Establishing KYMEA Budget Committee – March 22, 2018

- **Comprised of three voting KYMEA Board members as follows:**
 - **Chris Melton (Chairman), Josh Callahan, Mike Withrow**
 - **Staff (2): President & CEO, Vice President - Finance/Accounting & CFO**
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BOARD ACTION

Adding an Additional Member (4th AR Project Member out of 8 Members)

- **Nomination – Gary Zheng**
- **Other Nominations**

Budget Committee Chair

- **Nomination – Chris Melton**
- **Other Nominations**

CEO Compensation Committee

KYMEA Board Motion – May 23, 2019

- **Motion: CEO Compensation Committee shall consist of members of the Executive Committee**
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BOARD ACTION

No Action Required

FERC Litigation Committee

KYMEA Board Motion – July 24, 2019

- **Motion: FERC Litigation Committee shall consist of members of the Board Risk Oversight Committee, the Chairman of the AR Project, and KYMEA's FERC Counsel**
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BOARD ACTION

No Action Required