November 13, 2019

**TO:** Parliamentary Committee Members

**FROM:** Rae McQuade, President and COO, Bill Boswell, NAESB General Counsel & Jonathan Booe, NAESB Executive Vice President & CAO

**RE:** MC Recommendations Concerning the NAESB Governance Documents 2.0 Activities

This work paper has been prepared in response to the recommendations of the NAESB Managing Committee as discussed during their October 22, 2019 conference call. During that conference call, the Managing Committee discussed the need to clearly communicate the organization’s expectations concerning the NAESB Board Member qualifications. It was recommended that the NAESB Parliamentary Committee consider including a provision in the NAESB Bylaws, as currently reflected in the NAESB Bylaw Addendums, that describes qualifications of NAESB Directors. Specifically, the following language was identified for consideration.

To be eligible to serve as a representative on the NAESB Board of Directors, the Member's representative must:

1. be willing to commit the time and resources necessary;
2. have the authority to fulfill the obligations as a Director;
3. be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 9.7(f), and any other applicable provisions, as set forth in the NAESB Bylaws;
4. have a broad understanding of the energy industry and have sufficient authority to make decisions on behalf of the organization represented; for example, a representative of a corporate entity should ideally be an executive of that corporation;
5. have a working knowledge of the NAESB process; and
6. disclose their interest, or their employer's interest, in the energy industry and the relationship with other entities with which the employer may be affiliated.

The work papers for the conference call can be found through the following hyperlinks:

* Board Members Work Paper 1: <https://naesb.org/pdf4/managing102219w1.docx>
* Board Members Work Paper 2: <https://www.naesb.org/pdf4/managing102219w2.docx>

The notes from the meeting can be found through the following hyperlink:

* Meeting Notes – October 22, 2109: <https://www.naesb.org/pdf4/managing102219notes.docx>