



Travel and Accommodations

Winter School Nashville, Tennessee | Dec. 13-18, 2019

Gaylord Opryland Resort & Convention Center
2800 Opryland Drive, Nashville, TN 37214 | (615) 889-1000

- Reservations:** 877-491-7397
NRECA room rate: \$204 plus taxes and fees
Rate cut-off date: November 14, 2019
- Check-in: 3 p.m.
 - Check-out: 11 a.m.

Nashville International Airport (BNA)

Airport Phone: +1 615-275-1600
Hotel direction: 8.3 miles N
Airport shuttle service, scheduled, fee: \$19 USD (one way)
Shuttle Phone: +1 615 883-2211
Estimated taxi fare: \$30 USD (one way)

Parking

- \$5 USD discount off self-parking rates for overnight guests
- Electric car charging stations: 4, Complimentary
- On-site parking, fee: \$32 USD daily
- Valet parking, fee: \$40 USD daily

Director's School 2019 [winter]

Winter School
Nashville, Tennessee
Dec. 13-18, 2019



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Classes are forming now.
Register today!

Reach the pinnacle of governance excellence with **Director Gold!**

If you've already earned your **CCD** and **BLC** credentials, but still need the additional three credits to earn **Director Gold**, take advantage of 2019 Winter School to get the credits you need.



Visit www.cooperative.com and register now.
Space is going fast!

Directors School [winter]



Schedule *(subject to change)*

Winter School
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Registration: 7-8 a.m. | Class hours: 8 a.m.-4 p.m. (unless noted)
 Fee: \$619 per course (unless noted)

- Course Categories**
- Risk Management
 - Governance
 - Power Supply
 - Communications
 - Technology
 - Business Model
 - Financial
 - Cooperative Business Model
 - Grassroots

FRIDAY Dec. 13	SATURDAY Dec. 14	SUNDAY Dec. 15	MONDAY Dec. 16	TUESDAY Dec. 17	WEDNESDAY Dec. 18
Board Leadership Certificate Courses (BLC)					
913.1 Cooperative Fundamentals, Legacy, and Economic Impact	905.1 Assessing Governance: Taking a Continuous Improvement Approach to Governing Your Co-op	935.1 Appraising and Compensating the CEO	901.1 Rules and Procedures for Effective Board Meetings	903.1 The Role of the Board Chair in Conducting Effective Meetings	914.1 Cooperative Communications and Public Opinion: The Director's Perspective
925.1 Co-op Bylaws: Guiding Principles & Current Issues	929.1 Current Issues in Policy Development	953.1 Improving Board Decision Making Quality	918.1 Maximizing Your Grassroots Strategy	921.1 Risk Oversight: The Board's Role in Risk Management	919.1 Cooperative Structure: A Strategic Advantage
963.1 Strategic Technologies and Their Impact on the Cooperative	956.1 \$926 Crucial Conversations in the Boardroom	961.1 The Evolution of Electric Cooperative Power Supply	943.1 Conversation Skills Outside the Boardroom	944.1 Giving and Receiving Effective Feedback	958.1 Succession Planning: Developing the Purpose-Driven Organization
974.1 Rate Making Strategies & Policy Decisions for Electric Co-op Boards	975.1 Capital Credits: Issues and Decisions	977.1 Equity Management and Boardroom Decision Making	955.1 Your Board's Culture: It's Impact on Effectiveness	951.2 <i>(1.5 days) \$860</i> Developing Effective Boardroom Decision Making <i>Day 1: 8 a.m.-4 p.m. Day 2: 8-11:30 a.m.</i>	
Credentialed Cooperative Director Courses (CCD)					
2600 Director Duties and Liabilities	2620 Board Operations and Process	2640 (1.5 day class) \$850 Day 1: 8 a.m.-4 p.m. Day 2: 8-11:30 a.m.		2610 Understanding the Electric Business	2630 Strategic Planning

2019 Winter School Courses

The **Credentialed Cooperative Director (CCD)** certificate gives you the knowledge and skills you need to meet the typical challenges you'll face on today's board.

The **Board Leadership Certificate (BLC)** takes your knowledge and skills to an even higher level. NRECA recommends that you earn the CCD certificate before you start taking courses toward the BLC.

CCD 2600 DIRECTOR DUTIES AND LIABILITIES

This course, the first of the required CCD courses, explains the board's duties of loyalty, obedience and due care, and the need for directors to acquire the knowledge and skills necessary to fulfill their responsibilities. We'll review the co-op business model, today's electric utility business, legal and regulatory concepts and the importance of maintaining an effective CEO-board relationship.

CCD 2610 UNDERSTANDING THE ELECTRIC BUSINESS

The electric utility industry is an evolving high-tech system. Such a system must be designed and engineered to meet regulatory and consumer standards for reliability, quality and safety. This requires appropriate investments on a planned and ongoing basis. Participants will learn about the key components of the electric utility industry.

CCD 2620 BOARD OPERATIONS AND PROCESS

The board of directors is responsible for managing the affairs of the corporation. In fulfilling its duties, the board typically can only take official action via majority vote in a duly convened meeting. This course focuses on the legal requirements for holding board meetings and also on the human factors and group processes that make such meetings productive and effective. There are no prerequisites for this course.

CCD 2630 STRATEGIC PLANNING

Boards have ultimate responsibility for ensuring and evaluating the long-term health of the organization. To achieve this goal, directors use strategic planning. They also authorize the appropriate allocation of

resources through the adoption of financial policies and by budget review and approval. This course teaches directors how to conduct an effective strategic planning process.

CCD 2640 FINANCIAL DECISION MAKING (1.5 DAYS)

This course helps directors understand the role of the board in financial planning, including identifying the basic documents used in financial planning and reporting, assessing the issues that drive financial decisions, balancing competing goals and taking responsibility to monitor and evaluate results.

BLC 901.1 RULES AND PROCEDURES FOR EFFECTIVE BOARD MEETINGS

To equip directors to participate more effectively in board meetings, this course introduces them to the rules of parliamentary procedure as contained in Robert's Rules of Order. Topics covered include the essential rules of debate; the key elements of agendas and minutes; and procedures for voting, elections and secret ballots.

BLC 903.1 THE ROLE OF THE BOARD CHAIR IN CONDUCTING EFFECTIVE MEETINGS

Course participants will learn how board chairs run successful meetings, including how to organize the meeting, present the issues, encourage the free exchange of opinion among board members and lead the decision-making process to a successful resolution. The material presented complies with Robert's Rules of Order Newly Revised, the parliamentary authority used by more than 95 percent of the groups in the United States.



Look for the **CCD** symbol that indicates which courses count toward this certificate.



Look for the **BLC** symbol that indicates which courses count toward this more advanced certificate.



BLC 905.1 ASSESSING GOVERNANCE: TAKING A CONTINUOUS IMPROVEMENT APPROACH TO GOVERNING YOUR CO-OP *NEW!

Putting a governance assessment on your board's to do list may be a good idea. Similar to a board performance evaluation, a governance assessment is a thoughtful and thorough review of governance bylaws, policies, practices and legal requirements. Doing this from time to time can help ensure that your co-op is keeping up with evolving member preferences and changes in the law. This course is designed to walk directors or boards through a governance assessment process.



BLC 913.1 COOPERATIVE FUNDAMENTALS, LEGACY AND ECONOMIC IMPACT

Understanding the unique aspects of the cooperative business model better prepares directors to lead organizations with purpose, not profit, at their core. Course participants will explore the cooperative principles and define how they provide a competitive advantage for today's co-op organizations.



BLC 914.1 COOPERATIVE COMMUNICATIONS AND PUBLIC OPINION: THE DIRECTOR'S PERSPECTIVE

Electric co-ops need to communicate effectively to maintain member loyalty. Whether it's communicating future rate increases or advertising your co-op's participation in renewables, strong communication programs strengthen your identity with your consumers and build customer

loyalty. This course explains the roles and responsibilities of directors for communications during a crisis or controversy. It also covers how to manage public opinion.



BLC 918.1 MAXIMIZING YOUR GRASSROOTS STRATEGY

Effective political engagement at all levels of government requires significant planning and is vital to empowering member-owners to protect and advance the interests of their cooperative. The power of distribution cooperatives to influence policymakers is vital to their continued success. This course helps directors connect the dots between what they as individual directors can do on behalf of their cooperative while maximizing relationships with their statewide and with NRECA to make sure the co-op voice is heard on Capitol Hill and in the regulatory agencies.



BLC 919.1 COOPERATIVE STRUCTURE: A STRATEGIC ADVANTAGE

The cooperative business model provides unique advantages to electric co-ops in today's challenging and shifting energy environment. Electric cooperatives that live their purpose and operate in accordance with the cooperative business model empower their members to improve their quality of life. This course is designed to help directors to tap into the strategic advantage of the cooperative structure through greater understanding and use of the cooperative principles and values.



BLC 921.1 RISK OVERSIGHT: THE BOARD'S ROLE IN RISK MANAGEMENT

Electric co-op boards are operating in what may be one of the most challenging business environments any generation of directors has ever known. The array of risks ranges from financial, regulatory, cyber and economic, to technology and changing member demographics. This course is designed to provide directors with the principles and tools to improve their processes for overseeing the cooperative's risk management activities. Using co-op examples and real-world case studies, this interactive

course discusses the unique role of board and management to identify, manage and mitigate risk with processes that are appropriate to the characteristics of individual cooperatives.



BLC 925.1 CO-OP BYLAWS: GUIDING PRINCIPLES AND CURRENT ISSUES

The continuing evolution of the electric industry in the U.S. has brought about increased scrutiny by consumers and regulators. As a result, many electric cooperatives are being challenged to make sure their bylaws adequately address new situations, including changing membership, "large load" exceptions to some state territorial laws, diversified services, distributed generation and changes in some state or federal laws and regulations. This course will assist directors, CEOs and agents of electric cooperatives in undertaking a comprehensive review of the co-op's bylaws and highlight the implications that these changes, issues and challenges bring to bear in future bylaw revisions.



BLC 929.1 CURRENT GOVERNANCE ISSUES IN POLICY DEVELOPMENT

Policies set the standard for board behavior. Attendees learn to view policies as proactive tools to establish a standard of board behavior required for governance in today's electric cooperative boardroom. This course revisits the fundamentals of governance and the roles policies play in contributing to effective governance. Participants take part in discussions about current issues facing rural electric cooperatives and how the governance function contributes to the cooperative and adds value. As these issues are discussed and debated, a sample set of policies are used to show examples of policies relevant to addressing today's governance issues.



BLC 935.1 APPRAISING AND COMPENSATING THE CEO

The board is responsible for appraising and compensating the chief executive officer. Appraisal is the process of using agreed-upon measures to evaluate the CEO's performance.

Compensation is the process of developing a salary range and approving a salary based on the appraisal. This course focuses on helping directors to fulfill these responsibilities to ensure a sound board-CEO relationship.



BLC 943.1 CONVERSATION SKILLS OUTSIDE THE BOARDROOM

Many co-ops are facing increasing member requests for information about rates, solar options, energy efficiency and similar topics. Directors are being called upon to answer questions, explain policies and even defend their co-ops in a host of venues including director-to-member, speaking in public, a media interview or in the digital space. This course will provide directors with guidance on how to handle such situations—emphasizing the importance of establishing and following co-op policies. Participants will learn and practice how to communicate their co-op's policies, plans and positions on matters like rates, distributed energy resources or the benefits of belonging to a consumer-centric cooperative utility.



BLC 944.1 GIVING AND RECEIVING FEEDBACK

Is feedback necessary? Studies show that giving and receiving feedback is a requirement of any functional relationship. Yet many lack the confidence and skill to both deliver and receive it successfully. Electric co-op boards must give feedback to the CEO if the relationship with its only employee is to be effective and productive. Directors receiving feedback from members is the bedrock principle of co-op democracy and member engagement. This course will provide valuable skills and instructor-guided practice opportunities to sharpen the skills needed to successfully give and receive both types of feedback.



BLC 951.2 DEVELOPING EFFECTIVE BOARDROOM DECISION MAKING (1.5 DAYS)

Effective decision making is a must for today's co-op boards. Directors need the tools to assess today's challenges, identify options and determine

the best choice for all involved. This course shows directors the techniques and skills needed to identify issues, hold constructive discussions and resolve conflict effectively.



BLC 953.1: IMPROVING BOARD DECISION MAKING QUALITY *NEW!

Boards exist to make decisions on behalf of the members. At a time when cooperative governance is under scrutiny, boards are looking for ways to demonstrate that their decisions are grounded in fair process and with appropriate objectivity and due diligence. Recognizing, and avoiding, the common pitfalls of decision-making can increase the likelihood of the board making a good decision while decreasing the risks of making bad ones. This course delves into the hurdles, traps and minefields that can negatively impact boardroom decision-making and provides strategies for how to counterbalance them.



BLC 956.1 CRUCIAL CONVERSATIONS IN THE BOARDROOM

This highly interactive one-day course teaches directors skills for creating alignment and agreement in the boardroom by fostering open dialogue around high-stakes, emotional or risky topics. Using rea



BLC 955.1 YOUR BOARD'S CULTURE: ITS IMPACT ON EFFECTIVENESS

Directors have official responsibilities, but they also tend to conform to the unique culture of their boardroom. Some cultures can promote board effectiveness, but others lead to conflict, complacency or similar counterproductive behaviors. This course explains the concept of boardroom culture through an examination of real board case studies and discusses why directors should understand and monitor their own boardroom cultures.



BLC 958.1 SUCCESSION PLANNING: DEVELOPING THE PURPOSE-DRIVEN ORGANIZATION

Board, CEO and staff succession planning are essential to ensuring tomorrow's purpose-driven organization. Personnel change is inevitable in every organization. Often, such change can be challenging, especially when vacancies occur in leadership positions. This course focuses on the board's responsibility and role in ensuring that the cooperative has a succession plan in place for the CEO and its overall leadership. Also discussed is the board's role in ensuring that the CEO has a process in place to ensure ongoing development of the organization's workforce potential and a plan to ensure leadership continuity and quality.



BLC 961.1 THE EVOLUTION OF ELECTRIC COOPERATIVE POWER SUPPLY

Electric co-op boards face a rapidly evolving energy landscape where power supply decisions are more complex, involve greater risks and have greater cost consequences for members than ever before. The Clean Power Plan (CPP) effectively phases out the use of coal as a future generation resource in the U.S. This is a dramatic shift and has significant implications for the diversity of the U.S. electricity generation portfolio, for electricity suppliers and for their customers. This course will focus on strategies boards can pursue in the face of this uncertainty, including understanding what your members want, working closely with your power supplier, communicating with members and being the trusted partner providing guidance and advice.



BLC 963.1 STRATEGIC TECHNOLOGIES AND THEIR IMPACT ON THE COOPERATIVE

This course focuses on the importance of technology planning by examining today's emerging technologies using four questions: What will the technology do for the membership? What will it do for the business of the cooperative? Is it cost effective? How well

will it integrate with existing systems? This course explores a wide variety of technologies, the role of management versus the board in technology planning and strategies to get the most out of technology investments.



BLC 974.1 RATE MAKING STRATEGIES AND POLICY DECISIONS FOR ELECTRIC COOPERATIVE BOARDS

The jointly developed (NRECA and CFC) publication titled Rate Strategies for 21st Century Challenges; A Guide to Rate Innovation for Cooperatives is featured in this course. Directors will discuss the complex issues that they must balance when considering business plans, financial policies and alternative rate philosophies and strategies.



BLC 975.1 CAPITAL CREDITS ISSUES AND DECISIONS

(Directors are encouraged to complete Course 2640 before taking this course)
Adopting and implementing a capital credits policy are key responsibilities of a co-op's board of directors and management. As the elected representatives of the members, directors must understand the co-op's capital credits policy and be able to explain why it was adopted and how it works.



BLC 977.1 EQUITY MANAGEMENT AND BOARDROOM DECISION MAKING

This class has the board member consider common board room decisions and how these decisions impact the cooperative's financial strength. In one day, you will cover a year's worth of key financial decisions and how they affect the cooperative's equity position. Concepts will be reinforced through practical and strategic exercises designed to give attendees a theoretical understanding they can apply to situations back at their own co-ops.