# **Director Education**

Build on your knowledge and experience today.

Prepare your community for tomorrow.

Whether you're new to the board or have years of experience, our certificate programs for directors (offered in three levels from fundamental to advanced) will continually build on your community and industry knowledge.



#### **Credentialed Cooperative Director**

#### **5 Core Courses**

Your election says a lot about your community's trust in you. Our Credentialed Cooperative Director (CCD) Certificate builds on your strong foundation with courses focusing on governance and the essential skills required of directors.

#### **Board Leadership Certificate**

#### **CCD + 10 Course Credits from Specialty Areas**

Now that you've been on the board a few years, it's time to build your \_knowledge. With our Board Leadership Certificate (BLC), you can fill in information gaps and go deeper on emerging challenges such as risk management and ratemaking.

#### **Director Gold**

#### CCD + BLC + 3 Additional Credits from BLC Courses (every 2 years)

The Director Gold credential shows your fellow board members and your community that you're determined to stay at the forefront of the energy industry—and be a leader in the vitality of your community.





## CREDENTIALED COOPERATIVE DIRECTOR CERTIFICATE (CCD)

2600 Director Duties and Liabilities

2610 Understanding the Electric Business

2620 Board Operations and Process

2630 Strategic Planning

2640 Financial Decision Making

## BOARD LEADERSHIP CERTIFICATE (BLC)

#### **Communications**

909.1 Effective Governance in the Face of Crisis

943.1 Conversation Skills Outside the Boardroom

944.1 Giving and Receiving Effective Feedback

950.1 Practical Communication Strategies for Directors

#### **Cooperative Business Model**

913.1 Cooperative Fundamentals, Legacy and Economic Impact

919.1 Cooperative Structure: A Strategic Advantage

#### **Financial**

974.1 Rate Making Strategies and Policy Decisions for Electric Cooperative Boards

975.1 Capital Credits Issues and Decisions

977.1 Equity Management and Boardroom Decision Making

#### Governance

901.1 Basic Parliamentary Procedure for Directors

903.1 The Role of the Board Chair in Conducting Effective Meetings

905.1 Assessing Governance: Taking a Continuous Improvement Approach to Governing Your Co-op 925.1 Co-op Bylaws: Guiding Principles & Current Issues

929.1 Current Governance Issues in Policy Development

930.1 Ethics and Governance: Implementing the New Accountability

935.1 Appraising and Compensating the CEO

937.1 Applying Emotional Intelligence in the Boardroom

941.2 The Gettysburg Leadership Experience

946.2 Lewis and Clark Experience

951.1 Developing Effective Boardroom Decision Making

952.1 Increasing Influence and Building Board Consensus

953.1 Improving Board Decision Making Quality

955.1 Your Board's Culture: Its Impact on Effectiveness

957.1 How to Evaluate and Improve Board Performance

958.1 Succession Planning: Developing the Purpose-Driven Organization

959.1 Boardroom Challenges: Connecting Theory to Action

960.1 Value of the Generation, Transmission, and Distribution Relationship

973.1 Moving the Fence: A Guide to Shared Services, System Mergers and Territorial Acquisitions

979.1 ESG and the Cooperative Difference

984.1 The Road to Resilience: The Board's Responsibility

988.1 The Board's Role in Safety

990.1 CCD Refresher

#### **Power Supply**

961.1 Cooperative Power Supply: An Industry in Transition

#### **Risk Management**

921.1 Risk Oversight: The Board's Role in Risk Management

927.1 Cybersecurity: The Board's Oversight Role

928.1 Artificial Intelligence and Electric Cooperatives

965.1 Electric Vehicles: Strategy and Policy Considerations

985.1 Considering Broadband: The Due Diligence Process

#### CCD COURSES

#### **2600 Director Duties and Liabilities**

Boards are responsible for directing the affairs of the corporation. This course discusses and explains the duties of loyalty, obedience, and due care, and the need for directors to acquire the minimum knowledge and skills necessary to fulfill their responsibilities within the cooperative context.

#### **2610 Understanding the Electric Business**

This course is designed to provide the electric distribution director with an understanding of the operational challenges electric cooperatives face. The course also presents a set of tools to facilitate due diligence in boardroom decision making on these issues.

#### **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.

#### 2630 Strategic Planning

Boards have ultimate responsibility for ensuring and evaluating the long-term health of the organization. They help fulfill this duty through strategic thinking, identifying goals through strategic planning and authorizing the appropriate allocation of resources through the adoption of financial policies, budget review and approval and monitoring management's progress toward strategic goals. This course teaches directors how to participate effectively in strategic thinking and planning processes.

#### 2640 Financial Decision Making

This course is designed to help directors assess their cooperative's financial position via financial statements used in financial reporting and planning, as well as key ratios developed from these financial statements. Participants will also recognize how board decisions impact their co-op's financial position.

#### **BLC COURSES**

#### **Power Supply**

### 961.1 Cooperative Power Supply: An Industry in Transition

Electric co-op boards face a rapidly evolving and uncertain energy landscape that is having significant implications for electricity suppliers and consumers. At play are six fundamental dynamics: regulatory/legislative, markets, fuels, power technology, transmission, as well as customer expectations and preferences. This course focuses on building competencies and strategies boards can pursue in the face of this uncertainty including understanding what members want, working closely with power suppliers, communicating with members and being their trusted energy advisor.

#### **Cooperative Business Model**

### 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.

### 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.

It is suggested but not required that participants first take Cooperative Fundamentals, Legacy and Economic Impact (913.1)

#### Governance

### 901.1 Basic Parliamentary Procedure for Directors

This course provides an overview of what directors need to know about parliamentary procedure to become more effective participants in board meetings. Participants will understand the purpose and use of proper procedure in business meetings and become familiar with the basic structure and content of Robert's Rules of Order.

### 903.1 The Role of the Board Chair in Conducting Effective Meetings

The board chair has the responsibility for organizing the meeting, creating a productive atmosphere, allowing for the free exchange of opinion, presenting the issues to be resolved, bringing the decisions to resolution, and moving the cooperative forward. This course focuses on the skills necessary to run an effective meeting, with group activities to practice handling common presiding problems. The material is presented in a practical framework in compliance with Robert's Rules of Order.

#### 905.1 Assessing Governance: Taking a Continuous Improvement Approach to Governing Your Co-op

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.

### 925.1 Co-op Bylaws: Guiding Principles & Current Issues

The continuing evolution of the structure 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.

### 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.

### 930.1 Ethics and Governance: Implementing the New Accountability

In this era of corporate accountability, boards and management are expected—and in some cases required—to implement standards, programs, and procedures addressing such issues as ethical behavior, document retention, whistle-blower protection, fraud risk assessment, and financial transparency. This course explains the background of these issues and presents practical strategies to help electric cooperatives design and develop plans and programs that address new governance expectations.



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.

### 937.1 Applying Emotional Intelligence in the Boardroom

Emotional intelligence is a skill. And like any other skill, individuals can get better at it with training and practice. This course focuses on the four core competencies of emotional intelligence: self-awareness, self-management, social awareness/empathy, and relationship management. Directors will learn how to develop and implement these competencies to enhance their ability to interact with fellow directors and their CEO. By increasing their awareness of social and emotional behaviors directors will learn how to adapt and manage their responses to real world boardroom situations.

#### 941.2 The Gettysburg Leadership Experience

This program is part of the Signature Leadership Experiences offered by FCCS. These experiential programs use historic events to explore the decisions and practices that develop visionary leaders.

Designed for relevance and directed by seasoned guides and instructors, this program takes experiential learning to a higher level. This multi-day course examines the leadership styles, decisions and principles displayed by military leaders before, during and after the battle. Through classroom discussion, video illustrations and visits to the Gettysburg battlefield, participants will learn how to apply these timeless leadership lessons to current organizational situations and challenges.

#### 946.2 Lewis and Clark Experience

This program is part of the Signature Leadership Experiences offered by FCCS. These experiential programs use historic events to explore the decisions and practices that develop visionary leaders.

The Lewis & Clark Experience Program is designed for a diverse audience to build a learning team that will benefit from each other's unique perspectives, backgrounds, experiences and levels of leadership experience. It is for all professionals aspiring to utilize the power of collaboration and diversity to achieve greater results.

#### 951.1 Developing Effective Boardroom Decision Making

The primary purpose of a board of directors is to make decisions. In today's complex energy industry, effective boardroom decision making is a must. Directors need the tools to assess today's challenges and to determine the best choice for the long-term interests of the cooperative's membership. This course provides directors with the techniques and skills needed to listen, identify issues, engage in constructive discussions and resolve conflicts so that the board can reach satisfactory solutions.

### 952.1 Increasing Influence and Building Board Consensus

Electric cooperative boards face new challenges in finance, technology, and energy transition while navigating shifting population demographics. This course provides directors with the skills necessary to successfully meet these complex challenges. Through group discussion and case studies, participants will learn negotiation techniques, how to navigate difficult power asymmetries, establishing influence, and the importance of team diversity in avoiding group think.

### 953.1 Improving Board Decision Making Quality

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.

### 955.1 Your Board's Culture: Its Impact on Effectiveness

All organizations, groups, and teams have a culture - weak, strong, positive, negative, or somewhere in between. Boards of directors are no exception. Effective boards follow logical rules when making decisions while ideally maintaining a collaborative atmosphere, but they are also affected by their cultures - the set of norms and values ingrained in the local boardroom. Some boardroom cultures promote effectiveness, but others skew toward complacency or conflict and this can lead to the board's inability to discuss, deliberate, and weigh the potential outcomes of its decisions. This course helps directors gain an awareness of their board's culture, helps them understand how cultural factors affect the board, and how the culture can be strengthened to produce better results.

### 957.1 How to Evaluate and Improve Board Performance

All effective organizations, corporations and institutions have at least one thing in common: They implement a formal process to evaluate their performance to find areas where they can improve. Increasingly, corporate boards are following suit. The board of directors is the globally recognized system for directing the affairs of a company or corporation and for ensuring its long-term health.

Designed for cooperatives and public power district boards, this course will show them how to evaluate their own processes, including how they communicate with and appraise the chief executive; how they educate new directors; how they conduct strategic planning; how they govern themselves through the policy making process; and how they ensure they meet the long-term needs of the membership.

### 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.

### 959.1 Boardroom Challenges: Connecting Theory to Action

Governance challenges come in all shapes and sizes. This course provides directors with the opportunity to connect the theory of good governance to the action of practical problem solving. Directors will have the opportunity to address contemporary boardroom challenges by applying the skills learned in previous courses to electric co-op focused case studies requiring problem definition, negotiation techniques, and consensus building.

While it is not required that directors complete 951.1 Developing Effective Boardroom Decision-Making and 952.1 Increasing Influence and Building Board Consensus before enrolling in this course, the skills learned in these courses will be helpful in completing 959.1 Boardroom Challenges: Connecting Theory to Action.

### 960.1 Value of the Generation, Transmission, and Distribution Relationship

This course is designed for all electric cooperative directors and CEOs. It places particular emphasis on directors and CEOs selected by their boards to serve on the G&T's board. Given the complexity of today's electric industry, all directors and CEOs should have a holistic understanding of the challenges and risks faced by G&Ts in their mission to provide their member systems with reliable and economical power supply. This fast-paced, dynamic and interactive course features practical discussions about the G&T board's oversight responsibilities and how those responsibilities differ from those of the distribution board.

## 973.1 Moving the Fence: A Guide to Shared Services, System Mergers and Territorial Acquisitions

Co-op service territory is generally viewed as static and unchanging, presenting few growth opportunities or scale for performance improvement. However, opportunities abound through cooperatives collaborating in "shared services" agreements, examining the advantages and benefits of merger or consolidation, partial territorial acquisition of an IOU, or completely purchasing and absorbing a municipal electric system. This course is designed to help directors navigate the pros and cons of each of these strategies.

#### 979.1 ESG and the Cooperative Difference

Electric co-op boards are operating in what may be one of the most challenging business environments any generation of directors has ever known. Energy transition, member interest in Environment, Social, and Governance and Beneficial Electrification (BE) are three of the concepts that bring electric cooperatives challenges as well as opportunities. This course is designed to help directors navigate these and other concepts as electric co-ops fulfill the consumer-centric utility model.

### 984.1 The Road to Resilience: A Board's Responsibility

Succeeding in today's electric industry requires more than the safe delivery of reliable and affordable energy. It requires resilience. This highly interactive course will define resilience, how building it is vital for cooperatives now and discuss the role of the board in creating it. Participants will discuss the oversight role in building resilience in such areas as power supply, cybersecurity, supply chain, workforce (winning the war for talent), and grid hardening. The course closes with a focus on personal resilience and how it can be built on a personal level as well as in the boardroom.

#### 988.1 The Board's Role in Safety

Establishing a culture of safety is the first responsibility of an electric cooperative board. Together with the CEO, the board must continually and carefully provide oversight of safety performance to establish and maintain a culture of safety. Many boards are challenged to find the balance between positively influencing safety performance and becoming entrenched in cooperative operations. This course is designed to help distribution cooperative boards find that balance and to fulfil their safety oversight responsibilities.

#### 990.1 CCD Refresher

The five CCD courses provide a solid foundation for all directors, but over time directors may want to refresh themselves on key concepts discussed in the curriculum. This BLC course uses co-op specific case studies that reflect the challenges electric co-op boards face today to draw upon a director's knowledge of CCD concepts combined with the knowledge and experience directors have gained throughout their service on the board. Whether you completed your CCD two years ago or twenty, this course is designed for you.

#### **Financial**

#### 974.1 Rate Making Strategies and Policy Decisions for Electric Cooperative Boards

It is often said that the rate making process is part art and part science. The process includes many mathematical calculations, but wisdom and judgment are also critical aspects of the process. Today, the rate making process requires Boards of Directors, CEOs, and staff to develop fair and equitable rates that will produce margins necessary to meet financial goals and lender requirements, member reliability, and service requirements amid competitive pressures in an era of rising costs, flat or declining sales, or member bases impacted by economic circumstances, energy efficiency, or energy conservation.

Participants will work through the rate making process, focusing on the critical strategy and policy decisions Boards face.

#### 975.1 Capital Credits Issues and Decisions

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 cooperative's capital credits policy and be able to explain to members who have questions why it was adopted and how.

### 977.1 Equity Management and Boardroom Decision Making

This course is designed to help directors assess their cooperative's capital position through a thorough understanding of the balance sheet and the three key levers that the board has at its disposal: rates, capital credits, and asset growth. Participants will also receive an understanding of how board decisions impact their financial position.

#### **Communications**

### 909.1 Effective Governance in the Face of Crisis

This course is designed to help electric cooperative directors to recognize the landscape of a public relations crisis. Participants will learn to evaluate crisis management plans, oversee communication strategies, and navigate legal compliance. Interactive exercises will bolster skills in stakeholder engagement, with a focus on developing resilience and strategic responses for long-term crisis management. This training is tailored to enhance the directors' ability to maintain cooperative integrity and member trust during challenging times

#### 943.1 Conversation Skills Outside the Boardroom

Many co-ops are getting member requests for information as the energy industry evolves toward a consumer-centric model. Co-ops are well positioned as their members' trusted energy advisor to provide education and information on the changing energy landscape. While directors are not the co-op's official spokespersons they are sometimes asked questions by members when they are out in the community. This course provides directors with skills and guidance on how to handle such situations by either responding or referring questions to their co-op's CEO or designated spokesperson. Participants will observe and practice how (or how not) to communicate their co-op's policies, plans, and positions on such timely matters as rates, distributed energy resources, or the benefits of belonging to a consumer-centric cooperative utility.

#### 944.1 Giving and Receiving Effective Feedback

Giving and receiving feedback is a necessary part 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 giving and receiving feedback from one another in boardroom discussions is a critical element for effective boardroom dialogue. 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.

#### 950.1 Practical Communication Strategies for Directors

This course discusses the necessary communication skills for effectively participating in boardroom dynamics, focusing on face-to-face communication, the importance of preparation and how to be an impactful 'active listener.' The course will utilize real world examples to teach effective ways to apply communication and other soft skills such as empathy.

#### **Risk Management**

### 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, reputational, cyber and economic to technology and changing member demographics as well as the emergence of Environment, Social and Governance criteria. 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 electric cooperatives.



### 927.1 Cybersecurity: The Board's Oversight Role

As a result of a rapidly changing cyber-threat landscape and the growth of digitization, electric cooperatives recognize the need to effectively manage cyber risks. Boards face a balancing act with cybersecurity and continued pursuit of digital innovation, transformation, and meeting consumer-member needs. Together with the CEO and management, the electric cooperative board must carefully assess how much cyber risk it is willing to accept in order to pursue its overall strategy. This course is designed to help distribution cooperative directors find that balance and fulfill their cybersecurity oversight responsibilities.

### 928.1 Artificial Intelligence and Electric Cooperatives

Artificial intelligence has moved rapidly into the electric industry including electric cooperatives by accelerating a variety of functions such as the processing of vast amounts of meter data, automated functions that increase reliability and enhanced member satisfaction. This course will provide electric cooperative directors a foundational understanding of AI, its jargon, implications, its applications, and strategic importance so that they can engage in conversations about AI in their boardroom and decide if this rapidly evolving technology has a role to play at their cooperative.

### 965.1 Electric Vehicles: Strategy and Policy Considerations

Electric vehicles continue to receive increasing attention globally and within the United States through gradually increasing sales, an increase in the number of models available, and an abundance of media campaigns. EV's are also receiving increased attention within the electric cooperative industry, as topics in strategic planning sessions, board meetings and with many cooperatives owning at least one electric vehicle. This course is designed to improve a board's ability to make strategy and policy decisions regarding EVs and their impact on their cooperatives.

### 985.1 Considering Broadband: The Due Diligence Process

National momentum to bring broadband internet service to our nation's rural areas continues to grow. An increasing number of electric cooperatives have entered the retail broadband business or are considering a broadband strategy. Major technology upgrades such as an expansion of broadband coverage come with significant, and sometimes unprecedented, challenges and costs. This course walks participants through key parts of the due diligence process to better prepare boards to make a "go" or "no go" decision on a broadband strategy.

# Contact

What can we help you with?

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