

Section 5.0 OTHER

**5.1 CORPORATE GOVERNANCE ACTIONS RESPONSE PROTOCOL**

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*Adopted: January 13, 2009*

Upon receipt of a request for a Corporate Governance action, which is not directly addressed by existing Board policy, and for which there is not sufficient time in advance of the deadline to convene a Corporate Governance Committee or Board meeting to consider the matter, the General Manager or General Manager designee shall execute the action if one staff member plus one Board Member both agree that the subject to be voted/acted on falls within the letter or spirit of adopted Board policy.

For the purpose of implementing this policy, the Chief Investment Officer (CIO) shall serve as the designated staff member, and the Corporate Governance Committee Chairperson as the designated Board Member. In the absence of the CIO, the General Manager will act as the designated staff member, and in the absence of the Committee Chairperson, the Board President will act as the designated Board Member.