

### BACKGROUND

The Center for Energy Workforce Development (CEWD) was incorporated in March 2006 as a non-profit organization to help ensure that the nation's electric, natural gas, and nuclear energy companies have the workforce to meet the energy demands of tomorrow. CEWD is an organization of electric, natural gas and nuclear energy companies and their associations – American Gas Association, American Public Gas Association, Edison Electric Institute, National Rural Electric Cooperative Association, Nuclear Energy Institute, and the Distribution Contractors Association. CEWD was formed to help member companies work together to develop solutions to the coming workforce demands in the industry. It is the first partnership between utilities, their associations, contractors and unions to focus on the need to build a skilled workforce pipeline that will meet future industry needs.

In addition, CEWD has established partnerships with national education and workforce associations and organizations to leverage resources for existing and new initiatives. CEWD is also working with secondary and post-secondary educational institutions and the public workforce system to create workable solutions to address the need for a qualified, diverse workforce.

### VISION

Where the industry speaks with one voice for a single purpose – Companies are adequately staffed with a diverse workforce with the right skills to safely keep the energy flowing.

### MISSION

Build the alliances, processes, and tools to develop tomorrow's energy workforce.

### SCOPE

- CEWD focuses on energy industry (not individual utility) workforce development issues.
- CEWD will operate under the specific IRS rules and governance guidelines of a 501(c)(3) organization.
- CEWD mobilizes the electric, nuclear, and natural gas utility industry by broadly engaging independent companies and organizations across the industry to achieve its mission.

### STRUCTURE

#### Board of Directors

The Board of Directors approves the strategic plan and budget, monitors overall organization operations and administration, and approves organization policy.

The Board consists of a Chair, Vice Chair and Board members who represent the diversity of CEWD membership. The Board may have up to 20 members. The members will serve a three-year term and can be reappointed when the term has ended.

#### ***Guidelines for Board Member Appointments:***

- Currently serving as an enterprise leader of a US based CEWD member organization, reporting to the C-suite or serving in a role possessing equivalent authority to represent the organization;
  - Exceptions may be made for individuals with a significant history with CEWD.
  - Must have the ability to commit on behalf of the organization with respect to workforce development, including the areas of advocacy, communication, operations, human resources, and labor.
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### ***Expectations of Board Members:***

- Further the understanding within the industry of the impacts of energy industry game changers and organization strategy on the industry's workforce development challenges
- Leverage resources inside and outside the organization to address identified workforce development challenges
- Serve as a champion to advance CEWD's vision, mission and objectives
- Demonstrate passion for championing workforce development solutions in the industry
- Participation in the Workforce Summit and attendance at least one regional meeting a year

The Board may meet four times a year, either face to face or by teleconferences as determined by the Chair.

### **Workforce Development Executive Council**

#### **Council Purpose**

The Executive Council provides 1) strategic guidance on programs, projects, and initiatives critical to fulfilling CEWD's mission to "build the alliances, processes, and tools to develop tomorrow's energy workforce;" and 2) direction for the organization's strategic plan, annual workplan, and budget that are approved by the Board of Directors.

The Council shall serve CEWD members and the industry by:

- Identifying and providing input on resources needed by CEWD member companies to recruit, train, and retain their workforce;
- Identifying solutions to help the industry attract the best and brightest talent to the profession; and
- Identifying and providing input on workforce development solutions that are only possible by collaborative industry action.

#### **Council Composition**

The Council consists of a Chair, Vice Chair and Council members who represent the diversity of CEWD membership. The Council may consist of up to 20 CEWD member company representatives, a representative from each of the Association Members and a representative from unions involved with CEWD. In addition, those who chair CEWD's committees and Communities of Practice shall be invited to Council meetings, though shall not be considered permanent members of the Council.

Council members should be vice-presidents (or at a higher level) within their organizations, though exceptions may be made for individuals with a significant history with CEWD, or those who will bring subject matter expertise to the group's work.

#### **Selection of Council Members**

Council members are recruited through a nominations process that takes place in the fall during which members are invited to nominate interested parties. CEWD staff will recommend new Executive Council members for approval by CEWD's Board. Care will be given in the appointment process to ensure all industry segments are represented on the Council. Members are required to review, understand and sign anti-trust and conflict of interest forms as specified.

#### **Removal of Member**

If a Council member fails to demonstrate a sufficient interest in the work of the Council, fails to meet commitments, or fails to share in the work of the Council, the chair of the Council may remove and replace

the member any time during his/her term.

## **Roles and Responsibilities of Members**

### **Chair**

The Chair is selected on a bi-annual basis by the Governance and Nominating Committee, in consultation with the Chairman of the Board of Directors. The Council Chair works alongside of the Executive Director to set schedules, develop agendas, identify strategies, and communicate out on progress throughout the year.

### **Vice-Chair**

The Vice-Chair will be selected by the Chair and support the Chair with his/her responsibilities, as requested. The Vice-Chair will be considered for Chairmanship on the Advisory Council; however, it is not an automatic progression.

### **Council Members**

- Demonstrate passion for furthering workforce development solutions in the industry and in their member organizations;
- Understand the impacts of industry game changers and organization strategy on the industry's workforce development challenges;
- Bring broad leadership experience in corporate and operations functions to bear in the work of the Executive Council;
- Approve the formation of all workforce development related committees, task-forces, and sub-structures required fulfill CEWD's mission; and
- Attend CEWD's Workforce Summit and at least one regional meeting

### **Meetings**

To remain in good standing, Council members are required to participate in at least 50% of the meetings throughout the year. The number of meetings is determined by the Chair, though the schedule is thought to include three conference call meetings and one face-to-face meeting held in conjunction with CEWD's Workforce Summit.

### **Service Tenure**

Executive Council members will serve a 3-year term (staggered) and can be reappointed when the term has ended. The Chair and Vice-Chair shall each serve a two-year term.

## **ADVISORY BOARDS**

The Board may appoint any number of individuals to one or more committees to advise the Board with respect to (a) appropriate activities and programs to be conducted to further the Corporation, (b) potential donors to the Corporation; (c) any other matters. All members of an Advisory Board shall serve at the pleasure of the Board. Members of an Advisory Board shall have no authority, express or implied, to bind or control the Corporation in any way.

## MEMBERSHIP

- **CEWD Energy Company and Association Members** contribute financial resources. Full members of EEI, NEI, AGA, and NRECA are eligible for energy company membership. Other companies, organizations and associations become members by invitation.
- **International Utilities** may join CEWD.
  - US-based CEWD members with international operations have the option to extend access to CEWD resources and tools to their international workforce within the existing fee structure. Their new membership contribution would include their international headcount.
  - Internationally-based energy companies may join CEWD without being a member of EEI, NEI, AGA NRECA or APPA.
  - In all cases regarding support to international operations, the costs of international travel and translation will be borne separately by the CEWD member.
  - CEWD and its member associations will bear no liability if an independent consultant travels to represent CEWD, and its resources and tools.
  - International members will have access to all CEWD resources.
  - The membership contribution includes designation of a point of contact (POC) for the international member.
- **Contractors** eligible to join CEWD are either:
  - Performing work on site at a utility or other energy service provider or directly on a utility transmission and distribution system such as system engineering, construction, operation and maintenance, equipment testing, refurbishment and repair, and customer service; or
  - Performing work off site for a utility or other energy service provider such as engineering modifications, component fabrication, equipment refurbishment, equipment manufacturing, and equipment testing.
- **Associate** membership is open to any individual, firm, or corporation that supplies products, goods or operation-based services to companies that generate, transmit, supply, store, or otherwise provide energy, and contractors in the energy industry.
- **Partners** have significant common interests, needs, objectives and goals and bring complementary skills and resources to the partnership. Partnerships are negotiated with agreement on specific outcomes and what each partner will provide along with fees or in-kind contributions.
- **Secondary and Post-Secondary Educational Institutions** may become educational members by recommendation of a sponsoring member utility. Educational members agree to share information on curriculum, structure, and results for individual programs.
- **Workforce System and Government Agencies** may become members by recommendation of a sponsoring member utility.