



Frequently Asked Questions

Proposed Governance Restructuring

October 2024



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Why is PLMA restructuring its Governance at this time, especially as the organization is clearly successful in its current format?

PLMA's current Board of Directors includes over 160 members and because of this unwieldy size, in this current format, the Board is not able to perform its governance function effectively, despite this being its primary responsibility. PLMA has accommodated the growing size of the Board over the years by providing twice annual report-outs while reallocating the governance function to its current Executive Committee. However, as the energy industry transitions and PLMA's industry role continues to grow, this approach to governance is not a sustainable, long-term solution.

Hence, at this important juncture, PLMA believes it is time to create a true governing Board of Directors from which the organization can most effectively gain the engagement and input of our member companies. At the same time, PLMA would also like to enhance the opportunity for its leaders to enjoy the value and benefits that a "true Board experience" provides.

How did PLMA determine the proposed new governance model?

Once PLMA identified the clear need for a new governance structure, it assembled a volunteer "Governance Taskforce" of members, and sought input from an expert governance consultant, and an attorney. It also extensively researched governance best practices for nonprofit associations. Over the course of multiple collaborative meetings and many hours of research, the Taskforce developed the following new governance structure for consideration by today's Board of Directors:

- **An elected Board of Directors** of 18 people (with an option to increase it to 24 people).
- **A Leadership Council** made up of PLMA member representatives (both Sustaining and Advisory) to elect the Board of Directors, and to provide it with ongoing advice and counsel.
- **A Member Assembly Meeting** that will convene all interested PLMA member practitioners to receive twice annual PLMA report-outs.

In practice, this governance structure would look like this:

PROPOSED NEW PLMA GOVERNANCE STRUCTURE



Why did PLMA choose this specific way to update its governance? How do we know this will work better than what we currently do?

The proposed new governance structure has been researched and vetted by PLMA’s Governance Taskforce, by governance experts, and has also drawn from documented best practices for nonprofit associations. Other industry associations that function with this form of governance have thrived as result of the access it provides for greater knowledge, insights, capabilities, collaboration, and leadership opportunities.

PLMA believes a smaller decision-making Board of Directors of 18 to 24 people, supported by Board Committees and by a Leadership Council that provides advice and counsel, will ensure our ability to advance PLMA’s important mission. PLMA and the experts we have consulted believe the proposed new structure will be more effective than our current “work-around solution” to Board governance.

What will the new Board of Directors and Leadership Council do? How will they work together? What is the proposed meeting cadence for these groups?

The Board of Directors

Responsibilities: The Board of Directors has full governance and fiduciary responsibility for PLMA. It serves as PLMA’s decision-making body.

Size: 18 to 24 elected members

Committees: Includes, at a minimum, four Standing Committees (Executive, Finance, Membership, Governance). Ad hoc committees may be added on an as-needed basis.

Option: The Board Committees (standing and potentially ad hoc) can invite Leadership Council members to participate on their committees.

Elected by: the Leadership Council

Host: PLMA Board Chair

Terms: Three years (up to two consecutive terms)

Meets: Four times a year with both in person and live online options

The Leadership Council

Responsibilities: The Leadership Council's role is to elect the 18-24 member Board of Directors from among its own ranks, on behalf of all PLMA member companies. It is also responsible for providing advice and counsel to Board on strategic and industry matters.

Size: One representative per PLMA member organization; size is commensurate with the total number of PLMA members.

Option: The Leadership Council can invite the participation of Interest and Affinity Group Co-Chairs, thereby providing the greatest opportunity for active members to learn and engage in the process of making recommendations to the Board of Directors.

Selected by: Council members are selected by their employers who are the PLMA Sustaining and Advisory members.

Host: PLMA Board Vice Chair

Terms: No term limits apply to members of the Leadership Council

Meets: Twice a year in person at the PLMA Spring and Fall Conferences

The Member Assembly Meeting

Responsibilities: No governance role. This is a twice-annual update meeting, held live online, to provide all attending PLMA members with a robust overview of PLMA activities, progress, and industry-relevant updates.

Option: Member Assembly attendees may choose to build on their knowledge and interest in PLMA by possibilities that may include getting involved with PLMA's many volunteer opportunities and eventually stepping up to represent their employer on the Leadership Council.

Size: All PLMA members with an interest are welcome

Host: PLMA Leadership

Meets: Twice a year, live online

What are the Board Committees?

PLMA's new governance model includes four standing Board Committees which are formed from among the Board Members to focus on specific tasks. The Board is also able to appoint ad hoc committees, as needed, to address specific situations as they arise. Under the new governance structure, the standing Board Committees will be as follows:

a. Executive Committee

This committee is made up of the four Board Officers: Chair, Vice Chair, Treasurer and Secretary. In 2025, these Officers will remain those who were elected by PLMA members for the 2023 to 2025 Officer term. Starting in January 2026, the proposed new 18-member Board of Directors will elect its own four Officers from among its ranks.

The Executive Committee, led by the Board Chair Rich Barone, meets monthly to review and address key organizational and operational issues, and is responsible for providing guidance and direction to PLMA’s Executive Director and Staff. The Executive Committee can be expanded on an ad hoc or permanent basis (up to six people) for various reasons, such as bandwidth constraints, special projects, or other reasons, at its own discretion. This committee is also responsible for preparing Board Meeting materials.

b. Finance Committee

This committee is led by PLMA’s Board Treasurer, Troy Eichenberger. It meets once a month to review budgets, expenses, revenues, cash flow, and other key financials to monitor and ensure the well-being of the organization.

c. Membership Committee

This is a new board committee that would be launched under the new governance model. Its responsibilities include defining PLMA’s member recruitment targets, identifying potential PLMA members (both companies and industry segments), ensuring the diversity of PLMA membership and leadership, and managing PLMA’s “leadership bench.”

d. Governance Committee

This is a new committee to be launched under the new governance model. It serves as the board’s primary resource on governance issues and is jointly led by the Board Vice Chair Robin Maslowski and Board Secretary Ruth Kiselewich. Its responsibilities include overseeing all PLMA bylaws and policies, managing candidate approvals for elected and appointed positions, and monitoring the effectiveness of board operations and board performance.

What happens to my role and my company’s role in the new governance model?

If the current Board of Directors approves the new governance structure, the following changes will take place on November 11, 2024:

- a. Following a vote to approve**, all current Board Members will immediately become members of the new Leadership Council. The new Leadership Council consists of each PLMA Sustaining and Advisory Member’s own selected representative. Your company therefore retains its leadership voice, which will be expanded to ensure the governance of PLMA.

- b. The Leadership Council will meet immediately following the Board Meeting on November 11, 2024 and will vote in person, onsite, to elect a new 18-person Board of Directors. This newly elected Board of Directors will serve as PLMA’s 2025 governing body and will meet for the first time in early 2025.
- c. To ensure continuity through this transition, the new 2025 Board of Directors’ four Officers will continue to be the four who were unanimously elected for the 2023 to 2025 term. They are:
 - i. Rich Barone, Oracle (Chair)
 - ii. Robin Maslowski, Trillium Energy Consulting (Vice Chair)
 - iii. Troy Eichenberger, TVA (Treasurer)
 - iv. Ruth Kiselewich, ICF (Secretary).
- e. The currently existing Executive Committee (which was elected for the 2022 to 2024 term and consists of the current four Officers and eight EC members) will continue to serve as PLMA’s leadership through December 31, 2024.

How do I decide whether I should run for the Board, remain on the Leadership Council, or just attend the Member Assembly?

Choose to run for the Board of Directors if . . .	You want to be part of the core decision-making body that holds legal and fiduciary responsibility for PLMA. You may self-nominate to serve as a Board Member for the new governance structure.
Remain on the Leadership Council if . . .	You and your organization want a lower level of commitment but want to play the important role of electing PLMA’s Board of Directors and providing it with advice and counsel. Members of the Leadership Council are well positioned to run for future Board roles.
Attend the Member Assembly Meeting if . . .	You and your organization want to stay informed of PLMA progress and would like to have a better overall understanding of the organization and its work. All PLMA members and practitioners are invited to the Member Assembly Meetings.

How do my opportunities to get involved in PLMA change within the new governance?

The new governance structure brings additional opportunities for volunteer participation and offers all members greater flexibility in determining your level of involvement as a volunteer. Whether you are interested in a hands-on leadership role with decision-making and fiduciary responsibility, OR in electing the board and providing it with advice and counsel, OR in simply choosing to be in-the-loop on all of PLMA activities, there will be industry peers and a role to meet your interest level and capacity.

In addition to the new opportunities that come with the proposed governance structure, PLMA will continue to offer volunteers opportunities including serving on Strategic Initiative Taskforces, conference abstract scoring, award nominations scoring, Interest and Affinity Group co-chairing, conference and symposium co-chairing, and mentoring training classes.

PLMA's goal is to build on its organization strength, capabilities, and industry leadership through this enhanced volunteer leadership model.

What is the transition plan that gets PLMA from its current governance to the proposed new structure?

In November 2024:

PLMA will present the new governance proposal at an in-person Board of Directors Dinner Meeting in Brooklyn, NY on November 11, 2024. A vote will be held at this meeting to adopt the new governance structure. If the vote to adopt the new governance structure passes, PLMA will pivot to host a short follow-up Leadership Council meeting. This is possible because with a vote to approve the proposed new governance structure, all current Board Members will become immediate members of the Leadership Council. In this first meeting, the new Leadership Council will elect PLMA's new 18-person Board of Directors for 2025.

If the vote to adopt the new governance structure fails, PLMA will retain its existing governance structure and will adjourn the Board Meeting. PLMA governance will continue, in its current format, into 2025 and beyond.

In January 2025:

If the new governance structure is approved, PLMA will kick off 2025 with a suggested cadence of governance meetings as shown below. The new 18-person Board of Directors will be empowered to revise this schedule according to its needs:

New Governance: **Suggested Meeting Cadence**

2025	Meeting and Format
January	
February	MEMBER ASSEMBLY, live online
March	18-member BOARD OF DIRECTORS, live online
April	18-member BOARD OF DIRECTORS, live online
May	LEADERSHIP COUNCIL, in person
June	
July	18-member BOARD OF DIRECTORS, live online (or in-person?)
August	MEMBER ASSEMBLY, live online
September	
October	18-member BOARD OF DIRECTORS, live online
November	LEADERSHIP COUNCIL, in person
December	

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As a utility representative on the current PLMA Board of Directors, how do I explain to my boss the value and importance of our organization’s new role on the “Leadership Council”? What makes the Leadership Council significant to PLMA’s new governance structure?

As a current PLMA Board Member, you have experienced the size and growth of the current Board meetings which offer a bi-annual update presentation and a Q&A. PLMA’s proposed new governance model has been specifically designed to provide greater participation opportunities for all PLMA members, and especially for those who become actively engaged in the Leadership Council’s work.

The new Leadership Council will provide a much greater leadership opportunity, as its name suggests, through electing the 18-member Board of Directors and then providing this Board with ongoing advice and counsel, based on your industry experience and perspectives. In addition, as a Leadership Council member, you may also be invited to participate on Board Committees and Taskforces.

How will PLMA ensure that the new Board of Directors is well-balanced on several dimensions, including percent of utilities, male to female ratio, geography, age, depth of skill and industry knowledge, and more? How about DEI considerations?

Recognizing the importance of creating a governance structure that represents all of PLMA, the Board of Directors’ Membership Committee and PLMA’s strategic focuses on both DEI and member engagement will be responsible for member recruitment and engagement.

We expect recruitment and engagement processes to evolve over time so that over a three-to-five year horizon, PLMA leadership and membership will achieve a strong balance of diversity, inclusion,

skills, geographies, and more. In addition, with Board term limits, annual elections, and a focus on succession planning, we expect to thoughtfully infuse PLMA with new and talented leaders and members.

How will information and ideas flow throughout the Board of Directors, its committees, and the Leadership Council? How will PLMA capture and share important ideas, opportunities, and observations coming from the Leadership Council, and other groups across PLMA?

PLMA will rely on both formal and informal means to achieve strong cross-pollination of information and ideas. From a formal perspective, standard notifications, agenda procedures, and a responsible facilitator and Staff member will be part of every meeting we host. Official meetings will also include recordings and published minutes, and these will be available via PLMA's new website portal.

In addition, Staff will play a key role in sharing information across all groups and flagging opportunities for collaboration throughout. More informally, PLMA will continue to encourage and support extensive networking and sharing among leaders and members; a key element of PLMA's culture and success to date.

How will PLMA communications work going forward? How will I hear from PLMA, and how will I communicate with PLMA?

PLMA will continue to provide a weekly "What's Up at PLMA" eblast to all members and stakeholders. In addition, there will continue to be Monthly Updates for the Board of Directors and the Leadership Council, as well as members and visitors. PLMA Staff will continue to be responsible for day-to-day operations and programming and will continue to respond to email and phone calls from members and other stakeholders, as it does now.

Staff will also support the communications needs of the new Board of Directors, its committees, and the Leadership Council, as well as the Strategic Planning Taskforces, and the Interest and Affinity Groups. PLMA's new website and new member portal, scheduled to roll out in early 2025, will include additional and enhanced communications resources.

Can my company have employees who are simultaneously serving on the Board of Directors and on the Leadership Council? Who should attend the Member Assembly Meetings?

Yes! Your company can have two different employees serving on the Board of Directors and on the Leadership Council. All PLMA members are strongly encouraged to attend the Member Assembly Meeting, which exists to provide PLMA updates twice a year.

For a member organization with employees on both the Board of Directors and Leadership Council, which employee has the highest level of authority? If there are disagreements between a member organization’s governance reps, how do these get resolved?

The individually elected members of PLMA’s Board of Directors have a primary responsibility to determine what is in both PLMA’s and the energy industry’s best interests; their commercial and work interests should be secondary. In the case of a conflict of interest on any issue, PLMA will continue to encourage recusals, a practice we currently use extensively the scoring of both abstracts and award nominations.

Under PLMA’s current governance structure, Associate and Academic members are represented on the current Board by an “At-Large Director.” How are Associate and Academic members represented under the proposed new governance?

At-Large Representatives are invited to Leadership Council meetings and can participate in these discussions although they WILL NOT have a vote. However, At-Large Leaders will be able to vote in Board of Director elections. The first of these elections will occur on November 11, 2024.

Do all of the PLMA member levels and passes remain the same after this change in governance? Are all levels of PLMA membership eligible to serve on the Board and the Leadership Council? Will there still be “At-Large Directors”?

It’s important to note that the proposed new governance structure does not in any way change PLMA’s membership structure, levels, or benefits. Opportunities to serve on the Board of Directors, Leadership Council, and to attend the Member Assembly Meetings are available to all PLMA members. Please note that the current “At-Large Directors” will remain in place to represent the At-Large Members, but they will be renamed At-Large Leaders.

What happens if someone on the Board or Leadership Council changes companies? How will they be replaced? Can my company substitute in our own choice to replace a departing Board Member?

If a Board Member leaves their current employer, they have 90 days to find a position with another member company, assuming their new employer is willing to appoint them to serve as its PLMA representative. This is how the current Executive Committee works.

If a Leadership Council member leaves their current employer, the employer (who is the PLMA member organization) can select a new person to represent it on the Leadership Council. This is how

the current Board of Directors works.

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What are the risks to PLMA of implementing this new governance plan? Is there a financial impact to PLMA of these changes?

Updating PLMA’s governance does not create a financial risk to the organization as the new governance model does not impact PLMA’s membership structure, membership dues, conferences or programming. These will all remain unchanged.

However, the governance restructuring will require additional staff support to manage, as well as new software and administration tools to ensure communications, collaboration, and workflows across all groups. PLMA will make a 2025 budget provision for an appropriate level of tools and people to support the organization’s growth and new governance.

How does fiduciary responsibility apply to this new governance model? What kinds of checks and balances will exist for each Board Committee?

Fiduciary responsibility continues to belong to the Board of Directors.

The four Board Committees are not decision making bodies; they make recommendations to Board of Directors. Each Board Committee will be led by a Board Member who will report back to the Board of Directors. The exceptions are the new Executive Committee and also the Finance Committee, which will both be able to make short-term decisions, based on timing and circumstances. However, their decisions will always need to be ratified in the next Board of Directors meeting.

As is standard practice for all nonprofit associations, PLMA will continue to purchase “Director & Officer” insurance to protect PLMA leaders from personal liability. PLMA also plans to add “Errors and Omissions” insurance for an additional layer of protection for its leaders.

Still have questions about how this governance plan will work?

During the week of October 21, 2024, please plan to attend one of our three open online Q&A conversations. Register for one these three 45-minute meetings to attend and we'll dig into your questions and address any aspect of the governance planning that needs additional clarity.

Monday, October 21 | 3:00 to 3:45 pm ET

[Register Here!](#)

Wednesday, October 23 | 4:00 to 4:45 pm ET

[Register Here!](#)

Friday, October 25 | 3:00 to 3:45 pm ET

[Register Here!](#)

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