

VALLEY CLEAN ENERGY ALLIANCE

RESOLUTION NO. 2018-006

A RESOLUTION OF THE VALLEY CLEAN ENERGY ALLIANCE ADOPTING
THE ENTERPRISE RISK MANAGEMENT POLICY

WHEREAS, the Valley Clean Energy Alliance (“VCEA”) is a joint powers agency established under the Joint Exercise of Powers Act of the State of California (Government Code Section 6500 et seq.) (“Act”), and pursuant to a Joint Exercise of Powers Agreement Relating to and Creating the Valley Clean Energy Alliance between the County of Yolo (“County”), the City of Davis (“Davis”), and the City of Woodland (“City”) (the “JPA Agreement”), to collectively study, promote, develop, conduct, operate, and manage energy programs; and

WHEREAS, the ERM policy provides a framework for evaluating and managing risk in the organization’s decision-making process, and

WHEREAS, the ERM policy will allow VCEA to identify risks, mitigate impacts and ensure smooth, ongoing operations and service to customers; and

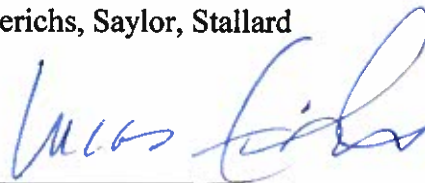
WHEREAS, the Enterprise Risk Oversight Committee (“EROC”) has primary responsibility for the implementation of the policy; and

WHEREAS, the Enterprise Risk Management Policy was introduced to the CAC on January 29, 2018, reviewed by the Board on February 8, 2018 and further clarified and unanimously approved by the CAC on March 12, 2018.

NOW, THEREFORE, the Board of Directors of the Valley Clean Energy Alliance hereby adopts the Enterprise Risk Management Policy (Attachment A).

ADOPTED, this twenty-second day of March, 2018, by the following vote:

AYES: Barajas, Chamberlain, Davis, Frerichs, Saylor, Stallard
NOES: None
ABSENT: None
ABSTAIN: None



Lucas Frerichs, VCEA Board Chair



Zoe Mirabile, VCEA Board Secretary

Approved as to form:



Interim VCEA Counsel



Valley Clean Energy Alliance Enterprise Risk Management Policy

Adopted: March 22, 2018

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1 Introduction

1.1 Background and Purpose

Valley Clean Energy Alliance (VCEA) is implementing an Enterprise Risk Management (ERM) program to provide a structured, disciplined, and consistent approach to risk management that facilitates risk-informed decision making throughout the organization. ERM supports VCEA in aligning strategy, processes, people, and technology for the purpose of evaluating and managing uncertainties in executing its mission. By strategically managing risk, VCEA can proactively reduce the chance of loss, identify and take advantage of opportunities, create greater financial stability, and protect its resources to support its mission and create value for its members.

This policy has been established to ensure appropriate identification and evaluation of risks associated with all VCEA activities, and to ensure that these risks are managed to an acceptable level.

1.2 Enterprise Risk Management Objective

This ERM Policy (Policy) establishes VCEA's ERM Program (Program) and ensures that risk management assessments and decisions are based on a consistent approach and a common language.

The objective of the Policy is to provide a framework for identifying, assessing, responding to, managing, and communicating risks and opportunities to help VCEA achieve its objectives. The framework provides the means to embed risk management as a core competency in VCEA operations, enabling it to apply consistent risk management practices at both the enterprise-wide level and within each program in a way that facilitates risk-informed decision making at all levels.

The ERM objectives are to:

- Provide the VCEA Board with transparency and insight into risks that could impact the ability to execute VCEA's mission.
- Implement well-defined risk management process, tools and techniques.
- Identify current and emerging risks, and prioritize and develop response plans when necessary.
- Increase the likelihood of success in achieving the VCEA's objectives.
- Build credibility and sustain confidence in VCEA's governance by all stakeholders including private, federal, state, and local partners.
- Improve the understanding of interactions and relationships between risks.
- Establish clear accountability and ownership of risk.
- Develop the capacity for continuous monitoring and periodic reporting of risks.

1.3 Statement of Risk Policy and Risk Appetite

VCEA's approach is to conservatively manage its exposure to financial, legal, compliance and regulatory, operational, strategic, and reputational impacts while accepting and balancing risk taking in pursuit of its mission and objectives. It recognizes that its appetite for risk varies according to the activity undertaken, that acceptance of risk is subject to ensuring that potential benefits and risks are fully understood before taking action, and that sensible measures to mitigate risk are established.

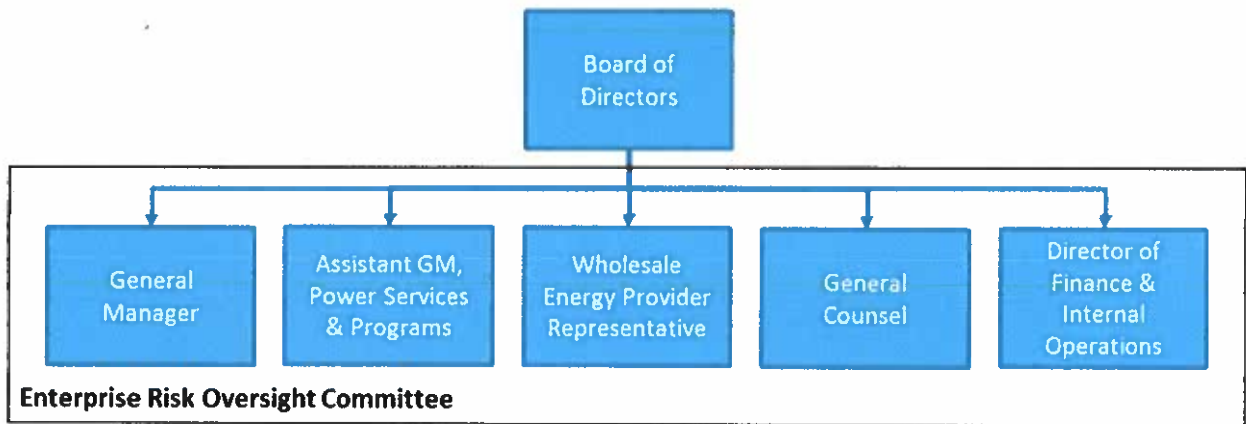
1.4 Policy Administration

The Board must approve amendments to this Policy.

2 ERM Roles and Responsibilities

2.1 Enterprise Risk Management Organizational Structure

Please refer to the Wholesale Power Procurement & Risk Management Policy, Section 3 for the ERM Risk Management Structure.



2.2 Enterprise Risk Oversight Committee (EROC)

In addition to the EROC roles as outlined in Section 3 of the Wholesale Power Procurement & Risk Management Policy, the EROC is also responsible for overseeing the development and implementation of processes used to analyze, prioritize, and address risks across VCEA. The EROC is responsible for establishing risk appetite and risk tolerance levels to ensure that risks are managed to create value for VCEA members in a manner which is consistent with this policy.

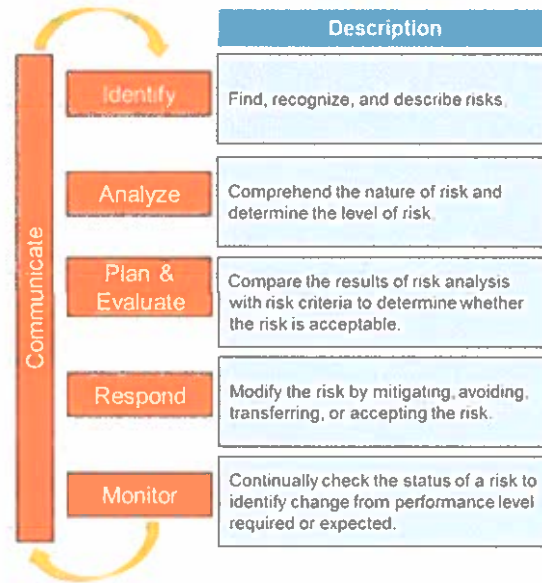
In addition to the authorities outlined in Section 3 of the Wholesale Power Procurement & Risk Management Policy, the EROC maintains the additional authority and responsibility to:

- Work with the Board to develop and establish a list of high priority enterprise risks that will be monitored on an ongoing basis;
- Approve ERM processes and risk appetite and risk tolerance guidelines;
- Receive and review ERM reports as described in this Policy;
- Conduct and coordinate any actions identified as risk mitigation for the management of specific enterprise risks;
- Maintain this Policy; and
- Perform any other activities consistent with this policy and governing laws that VCEA's Board determines are necessary or appropriate.

The Director of Finance & Internal Operations is the staff person that will own the ERM process.

3 Business Practices

To develop a better understand of risks, a formal risk management process will be used (see diagram below).



At each stage of the risk management process, tools and/or techniques appropriate to VCEA's objectives, resources and capabilities shall be used. The Portfolio Manager shall recommend appropriate tools for proper risk identification, assessment and management.

3.1 Identify

The process begins with the identification of risks to the enterprise. Initially a set of risks will be identified through the use of surveys and staff brainstorming sessions. In the course of normal business operations, internal and external risks that could impact VCEA's achievement of set objectives are identified at various points in the business cycle. During strategic/business planning, the Portfolio Manager will help facilitate risk based conversations to help identify risks to the organization's objectives. Throughout the year, risk assessments, scans and/or surveys are performed where appropriate. VCEA risk management staff review the output from internal monitoring and assurance activities to identify gaps and emerging risk areas.

3.2 Analyze

After potential risks have been identified, risks are analyzed, considering likelihood, velocity (timeframe over which a risk could materialize) and impact to VCEA of a given outcome. While much of the risk assessment and analysis may be subjective, where appropriate, tolerance levels are adopted to serve as a guide for managing risks.

3.3 Plan & Evaluate

Based on the outcomes of the Analyze phase, this phase is intended to assist in making decisions about which risks need to be further mitigated and to set the priority for the implementation. During this phase, the results of the risk assessments are compared with the agreed upon risk tolerance levels to determine whether the current level of exposure is acceptable. In addition to consideration of the risk analysis, Staff will consider strategic options that balance the cost of risk mitigation strategy implementation against the benefits to be derived.

3.4 Respond

Risk response is the process of implementing the mitigation identified in the Plan & Evaluate phase. From the strategies laid out during the Plan & Evaluate phase, actions that can be taken to either get ahead of events in order to avoid exposure to the risk, or to respond to events in order to mitigate the impact of such risk are identified. The process ensures that each risk requiring a response has an owner monitoring the response. When considering the response methodology, it is important to recognize the impacts of the decision as well as the capabilities of the organization to implement and maintain the response. Where appropriate, metrics will be established and/or adopted to help serve as early warning signals.

3.5 Monitor

Staff will be responsible for monitoring and measuring risk mitigation recommendations, risk trends and metrics to ensure the cost-effectiveness of the controls and introduce improvements when appropriate. Staff is responsible for reporting to the EROC and to the Board on the status of high priority enterprise risks.

4 Management Reporting and Metrics

The Portfolio Manager will assist the Director of Finance & Internal Operations in working with the EROC to establish an appropriate reporting format and metrics for VCEA staff to use in reporting enterprise risks to the EROC and the Board. The reports will show metrics, status and *additional mitigations where appropriate*. *Emerging risk evaluation and discussion will be integrated into the reporting and monitoring process*. In addition to risk-specific reporting, *consolidated summary reporting on the status of all high priority enterprise risks will be reported out as follows*:

- **Quarterly Report to EROC**

Staff will report quarterly to the EROC on the status of enterprise risks.

- **Semi-Annual Report to Board**

Staff will report semi-annually to the Board on the status of enterprise risks.