

DRAFT SUBJECT TO APPROVAL

**Minutes of the
Joint Governance Committee of the
Board of Directors of
Connecticut Municipal Electric Energy Cooperative
And
Connecticut Transmission Municipal Electric Energy Cooperative**

April 30, 2018

The Joint Governance Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) met at the CMEEC offices on Monday, April 30, 2018.

Committee Chairman Ronald Gaudet called the meeting to order at 1:00 p.m.

The following Committee Members participated:

Groton Utilities – Chairperson, Ronald Gaudet
Jewett City Department of Public Utilities - Richard Throwe
Norwich Public Utilities – Dr. Grace Jones
South Norwalk Electric and Water – Paul Yatcko (via phone)

The following individuals from CMEEC participated:

Drew Rankin, CMEEC Chief Executive Officer
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Ellen Kachmar, CMEEC Office and Facility Manager

Other Participants / Attendees:

William Kowalski, Municipal Electric Consumer Advocate (via phone)
Stephanie Mender, Reporter, Norwich Bulletin
Michael Boucher, Groton Resident

Chairman Gaudet called the meeting to order at 1:00 p.m. and noted three (3) agenda items for discussion; the Ethics Policy, the Travel Policy, and the Bylaws amendments

Ms. Kipnis reported the proposed Ethics Policy was developed by the Ethics Sub-Committee with the assistance of the consultants from the Human Resource Consortium. The intent of the sub-committee was to create a simple but comprehensive Ethics Policy which would be recommended to the CMEEC Board of Directors for adoption.

Motion by Dr. Grace Jones, seconded by Richard Throwe, to move discussion on the Ethics Policy to the Governance Committee.

Mr. Yatcko commented on the section of the policy regarding gifts. He suggested language be improved for clarity of both accepting and giving of gifts, and include vendors.

Mr. Rankin noted Jeffrey Godley led the sub-committee through the draft Ethics Policy, in which Mr. Kowalski, CMEEC's municipal electric consumer's advocate, participated as well. The sub-committee had proposed that the Travel Policy be separate from the Ethics Policy. The Governance Committee decided unanimously to recommend adoption of the Ethics Policy by the Board of Directors.

Motion by Richard Throwe, seconded by Dr. Grace Jones, to move discussion on the Business Travel, Events and Retreat Policy to the Governance Committee.

The Governance Committee briefly discussed the policy and unanimously agreed to recommend its adoption by the CMEEC Board of Directors.

Motion by Dr. Grace Jones, seconded by Richard Throwe, to move discussion on the Bylaws amendments to the Governance Committee.

Ms. Kipnis, CMEEC's General Counsel, reported she is working with outside counsel and Mr. Kowalski on the indemnification section of the Bylaws. Mr. Rankin pointed out that the more detailed format of Board related expenses will be published monthly in the Board of Directors materials starting in 2019, as the increased level of detail is currently not budgeted to that finite degree. The Governance Committee unanimously agreed to recommend Bylaws amendments adoption by the CMEEC Member Delegation.

There being no further business to come before this Committee, Chairman Gaudet entertained a motion to adjourn.

A motion was made by Mr. Throwe, seconded by Dr. Jones, to adjourn the meeting.

Meeting was adjourned at 1:50 p.m.