

MINUTES OF THE
REGULAR MEETING OF THE
GOVERNANCE COMMITTEE
OF THE
BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

January 16, 2020

A Regular Meeting of the Joint Governance Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” and “Transco”) met at the CMEEC offices located at 30 Stott Avenue, Norwich, CT on Tuesday, January 16, 2020, at 10:00 a.m.

The meeting was legally noticed in compliance with Connecticut General Statutes and all proceedings and all actions hereafter recorded occurred during the publicly open portions of the meeting.

The following Committee Members participated:

Groton Utilities: Ronald Gaudet, Mark Oefinger, Jeffrey Godley
Norwich Public Utilities: Robert Staley

The following Non-Voting Member Representatives were also present:

Jewett City Department of Public Utilities: Louis Demicco (via telephone)

The following CMEEC Staff participated:

David Meisinger, CMEEC CEO
Michael Lane, CMEEC CFO
Robin Kipnis, Esquire, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Ellen Kachmar, CMEEC Office and Facility Manager

Ms. Kachmar recorded.

Ronald Gaudet, the 2019 Interim Committee Chair for the Joint Governance Committee, called the meeting to order at 10:05 a.m. noting for the record there was a quorum and that the meeting is being held in person and via telephone at CMEEC offices located at 30 Stott Avenue, Norwich, CT. Interim Chairman Gaudet asked that those participating identify themselves for the benefit of all participating in the meeting.

Specific Action Item

A Public Comment Period

Interim Chairman Gaudet asked for Public Comment to which there was none.

B Selection of Joint Governance Committee Chair

Committee Member Godley nominated Mr. Gaudet for the position stating that as chair for 2019, he did a great job and should continue as Chair of the Governance Committee in 2020.

There being no other nominations, **a Motion was made by Committee Member Oefinger, seconded by Committee Member Godley to elect Committee Member Gaudet as Chairman for 2020.**

Motion passed unanimously.

C Approve Minutes of the November 8, 2019 Special Meeting of the Joint Governance Committee

A Motion was made by Committee Member Godley, seconded by Committee Member Oefinger to approve the Minutes of the November 8, 2019 Special Meeting of the Joint Governance Committee.

Motion passed unanimously.

D Review Joint Governance Committee Charter

Chairman Gaudet began with a review of the purpose and responsibilities noted in the Charter, specifically noting that one member of the Committee assumes the role and responsibilities of primary Board governance expertise. Committee Member Oefinger was assigned the role. The group discussed the value the Board Directors acquired at the Board Governance Training and how the trainer could be engaged for a session on strategic planning. That discussion spun off into the concept of creating an ad hoc committee or permanent committee for strategic planning purposes. The group vetted the idea, agreed it would be beneficial, and decided to propose the creation of a Strategic Planning Committee to the full Board at the next meeting.

E Review and Discussion Regarding Update to Travel and Expense Policy for Non-Employee / Non-Board Member Travel: Possible Vote to Recommend (Special Committee Recommendation)

The Committee reviewed the draft of the Travel and Expense Policy which had been provided to the Committee members as part of their meeting package. Robin Kipnis walked the Committee through the red-line versions of the Travel, Events and Retreat Policy adopted by the Board which had been edited to incorporate travel by third parties on CMEEC business.

A Motion was made by Committee Member Godley, seconded by Committee Member Staley to accept the language in the policy prior to forwarding it to the Audit Committee for final modifications and submission to the full Board.

Motion passed unanimously.

F Review Status of Committee Work on Special Committee Recommendations

The Governance Committee then reviewed the recommendations made by the Special Committee. This included the topic of onboarding new Board members. The group decided the full Board should hold a session to review the Onboarding book as a group. Going forward any new Board members would attend an onboarding session with CMEEC's CEO, potentially the Chairman of the Board, and selected CMEEC staff. Each new Board member would be introduced at their first Board meeting and inform the Board about their capabilities and experience.

As there was no further business to come before the Governance Committee, a Motion to adjourn was made by Committee Member Godley, seconded by Committee Member Staley.

Motion passed unanimously.

The meeting was adjourned at 11:30 a.m.