

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

October 8, 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”) was held via Zoom and telephonically at 1:00 p.m.

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

The following Committee Members participated via Zoom and Telephonically:

Groton Utilities: Ronald Gaudet, Jeffrey Godley, Esquire
Groton Municipal Representative: Mark Oefinger
Norwich Public Utilities: Robert Staley
Jewett City Department of Public Utilities: Richard Throwe
South Norwalk Electric and Water: David Westmoreland

The following Non-Voting Members of the Board participated via Zoom and Telephonically:

Norwich Public Utilities: Christopher LaRose
South Norwalk Electric and Water: Alan Huth

The following CMEEC Staff participated via Zoom and Telephonically:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Patricia Meek, CMEEC Interim Director of Finance & Accounting
Scott Whittier, CMEEC Director of Enabling Services
Margaret Job, CMEEC Executive Assistant / Paralegal

Other participants participated via Zoom and Telephonically:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job Recorded.

Chair Ronald Gaudet called the meeting to order at 1:02 pm. He explained that today's meeting is being held via Zoom and telephonically. He explained that all participants' devices should remain on mute unless speaking to eliminate confusion and background noise. He requested that those speaking state their name before speaking for clarity of the record.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call

Ms. Job conducted roll call with each participant responding individually as their names were called. Chair Gaudet confirmed a quorum was present.

C Approve the Minutes of the July 9, 2020 Regular Meeting of the Joint Governance Committee

A motion was made by Committee Member Jeffrey Godley, seconded by Committee Member Richard Throwe to approve the Minutes of the July 9, 2020 Regular Meeting of the Joint Governance Committee, with Chair Gaudet abstaining.

Motion passed.

D Committee Discussion Topics

1) Results of Interest Survey: Development of Slate of Board Officers and Committee Members for Joint Annual Meeting

Chair Gaudet led discussion on the results of the Interest Survey for the development of a slate of CMEEC Board officers and Committee Membership.

Discussion followed related to the Strategic Plan and the importance of ensuring its implementation and which CMEEC Board Committee is responsible for oversight. After discussion, the Committee agreed that the Strategic Planning Committee would continue as a committee for the purposes of ensuring implementation of the Plan and its ongoing oversight as long as that task is identified in its Charter and approved by the Board. Upon suggestion by Committee Member Mark Oefinger, those members of the

Governance Committee who are also members of the Strategic Planning Committee were queried to determine their willingness to remain on the Strategic Planning Committee to oversee implementation of the Strategic Plan. Each affirmatively agreed to remain on the Strategic Planning Committee.

The Committee reviewed the draft slate of CMEEC Officers and Committee Membership provided to the Committee in advance of today's meeting. After lengthy discussion including the pros and cons of the existing slate of officers be renominated for an additional term, the Committee proceeded to develop a draft slate of CMEEC Officers that provided continuity into the next term and to fill out the Committee Membership. Asked about next steps, Mr. Whittier explained that the Committee will meet on November 6, 2020 to confirm the draft slate. The final slate will then be brought before the full Board at its Annual Meeting on November 19, 2020 for approval.

2) Review Status of Special Committee Recommendations

Chair Gaudet stated that the Special Committee Recommendations Grid provided to the Committee in advance of today's meeting has been addressed with the Board on-boarding session held last month. Ms. Kipnis explained that the Committee will report at the next meeting of the Board of Directors that all recommendations have been addressed and a copy of the completed grid will be included with their Board materials for their reference.

3) Results of Governance Committee Self-Evaluation: Next Steps

Chair Gaudet explained that the Governance Committee tasked itself with creating a Committee self-evaluation survey that would be used for each CMEEC Board Committee. The Governance Committee agreed it would complete the self-evaluation first to garner pros and cons of the format of the self-evaluation and to consider any improvements.

Upon inquiry by Chair Gaudet, Ms. Kipnis explained that Mr. Whittier compiled the responses while she developed the questions. She added that she included a fillable comment section in response to a request for that at a previous meeting of this Committee in order to facilitate discussion of the Committee's performance.

Discussion followed with respect to the frequency and timing of CMEEC Board Committees completing the self-evaluation. Following discussion, the Committee agreed to distribute the self-evaluation survey to all existing CMEEC Committees edited to include space for each Committee to add goals for 2021. The Committee also agreed to instruct each Board Committee that it will be required to set goals for the year at its first meeting with the understanding that these goals will become part of the Committee's evaluation process at the end of the year. Committees will also be instructed to review their Committee structure to determine if it should be functioning differently, and whether it should perhaps be expanded or consolidated with another Committee, or dissolved, altered, merged, etc.

4) Review Draft Nepotism Policy

Ms. Kipnis walked the Committee through the draft Nepotism Policy. She reminded the Committee that at the last meeting of this Committee, the Committee had reviewed a memo on Nepotism, and they requested that she create a policy based on that memo for this Committee to review. Discussion followed in connection with the definition of “Close Family Member” and the term “other relatives”. The Committee agreed to amend the Policy by amending the definition of “Close Family Relative” by inserting the word “close” after the word “other”.

After discussion, Mr. Meisinger pointed out that the policy does not require Board approval to hire a Close Family Member of a Related Party, as defined in the policy. The Committee agreed that should such an individual be hired, documentation acknowledging justification of such a hire is required in accordance with the policy, and that documentation should be included in the new hire’s employee file. The policy also requires a report to the Board by the CEO under such circumstances.

Chair Gaudet entertained a motion to recommend the Nepotism Policy, as amended, to the Board of Directors for Adoption at its meeting on October 22, 2020.

A motion was made by Committee Representative Mark Oefinger, seconded by Committee Member Godley to Recommend the Adoption of the Nepotism Policy, as amended, by the Board of Directors at its meeting on October 22, 2020.

Motion passed unanimously.

5) Review Role of Alternate Board Members

Ms. Kipnis walked the Committee through her memo titled “Role of Alternate Board Members on CMEEC Board of Directors” provided to this Committee in advance of today’s meeting.

She explained the history of the addition of Alternates stating that the bylaws had been revised each time an additional Alternate was added to the Board. She reviewed the history of Alternates in terms of attendance, and whether they participated as voting or non-voting members, at Board meetings over a 7-year period. She included a brief discussion on the practice of paying Alternates and all Board members for attendance/participation at Board meetings.

Ms. Kipnis offered some recommendations with respect to the future of the Alternate position on the Board of Directors. Lengthy discussion followed.

The Committee agreed that during its report to the Board at its meeting on October 22, 2020 it would review today’s discussion that this Committee would recommend reducing the number of Alternates per member from two to one, with the understanding that all

current Alternates would be grandfathered in and remain as Alternates. Ms. Kipnis noted that this change would require an amendment to the Bylaws.

Parking Lot

- 1) Discuss Scope of CEO Authority: Employment Agreements
- 2) Review of Monthly Board Package Materials for Relevancy/Frequency

The Committee tabled the items in the Parking Lot and added a third item “Onboarding for New Committee Members” for discussion at a future meeting.

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

A motion was made by Committee Member Throwe, seconded by Committee Member Godley to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 3:03 p.m.