

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

September 11, 2019

A Special 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” or “Transco”) was held on Wednesday, September 11, 2019 at the CMEEC offices located at 30 Stott Avenue, Norwich, CT 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:

Bozrah Light & Power: Richard Tanger
Groton Utilities: Ronald Gaudet, Jeffrey Godley, Mark Oefinger
Jewett City Department of Public Utilities: Richard Throwe
East Norwalk TTD: Debora Goldstein (via telephone)

The following CMEEC Staff participated:

Michael Lane, CMEEC CFO and Interim CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Margaret Job, CMEEC Executive Assistant and Paralegal

The following also participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate (via telephone)

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 1:05 p.m. For the record he noted that the meeting was taking place at the CMEEC offices located at 30 Stott Avenue, Norwich, CT. He asked those participating by telephone to identify themselves. He determined that a quorum was present.

Specific Action Item

A Public Attendance Comment Period

No comment was made.

B Approval of the Minutes of the August 15, 2019 Special Meeting of the Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Richard Tanger, to approve the Minutes of the August 15, 2019 Special Meeting of the Joint Governance Committee with Committee Member Jeffrey Godley abstaining.

Motion passed.

C Board Member Onboarding Process; Review Proposed Table of Contents; Next Steps

Committee Chair Gaudet explained that he, Attorney Kipnis and Mr. Lane worked together to draft a proposed table of contents for the new Board member book being developed to conduct onboarding of new members of the CMEEC Board of Directors.

Ms. Kipnis provided a brief overview of the table of contents provided to the Committee prior to today's meeting identifying certain items that would be discussed in more detail during onboarding activities. She explained that certain documents found in the monthly Board package would be included in the onboarding book.

Upon the suggestion of Committee Member Oefinger that a Freedom of Information and ethics sections be added to the book, the Committee agreed unanimously to include those sections.

Discussion followed with respect to additional information to be added to the onboarding book, including adding a Board roster and how board stipends work. Additional discussion followed in connection with the order of items appearing on the table of contents.

Upon inquiry by Attorney Silverstone, Attorney Kipnis explained that annual reporting to the Connecticut Legislature and the description of the Consumer Advocate and the requirement for an annual report by the Consumer Advocate to rate payers among other topics is covered in the enabling statutes section of the table of contents as well as in the Board Committees Structure and Charters section of the table of contents.

Discussion followed with respect to presenting the first draft onboarding book to the full Board of Directors and scheduling the onboarding training.

Upon recommendation by Committee Member Debora Goldstein to also create an abbreviated version of the book for MEU members who are not also CMEEC members, Committee Chair Gaudet stated that was a good idea that could be addressed later.

D Board of Directors: Strategic Planning Session Agenda Development

Committee Chair Gaudet explained that the goal of this agenda item was to begin discussions on scheduling a facilitated governance training session for the Board of Directors. He added that this is not a discussion on strategic planning.

Committee Chair Gaudet explained that Mr. Lane has been in contact with Tim Blodgett of Hometown Connections and that they discussed a one-day training session with a full agenda containing public power information structured for utility commissions and Joint Action Agency boards of directors.

Discussion followed with respect to participation by Board and Staff and how the training should be structured. Committee Chair Gaudet commented that because staff drives board discussion, they should be invited to the training session.

After lengthy discussion, the Committee determined that October 30, 2019 worked best for Mr. Blodgett and the Board schedule. The Committee will report that information to the full Board of Directors for their input at their meeting scheduled for September 26, 2019. A centrally located venue will be sought to hold the training session.

Discussion followed concerning the on-boarding sessions. It was determined that the on-boarding sessions would not take place prior to the governance training sessions and that a draft on-boarding binder would be created based on the table of contents discussed at today's meeting. The draft binder would then be provided to Mr. Blodgett to be used by him to structure the governance training session specific to CMEEC.

E Discuss CMEEC / CTMEEC Board Officer Selection Process for Upcoming Annual Meeting

Committee Chair Gaudet provided a brief overview of the process followed last year.

Scott Whittier, CMEEC Director of Enabling Services, explained that a survey was sent to the Board of Directors last year to garner interest in serving as a Board officer or on a Board committee. Committee Chair Gaudet added that the Governance Committee ensured that all Members were represented when filling the slates of officers and committees.

The Committee agreed that an email from the Governance Committee Chair would be sent to the full Board of Directors that would include a link to an online survey for completion by October 1, 2019.

Committee Chair Gaudet added that this agenda item will be included on the agenda for the next meeting of this Committee.

F Review Status of Committee Work on Special Committee Recommendations

Lengthy discussion took place on the status of this Committee's work on the Special Committee Recommendations. This Committee was tasked with assigning the recommendations to the appropriate CMEEC committees. The Committee reviewed the status of each of the items on the grid that was provided to this Committee in advance of today's meeting.

With respect to the recommendation assigned to the Governance Committee to examine policy around travel and expense reimbursement for non-employees / non-Board members, Committee Member Goldstein stated that she would submit a draft of her understanding of what the policy should address.

Committee Chair Gaudet suggested that the order of the items on the grid be altered to identify completed recommendations with a separate section identifying incomplete recommendations. He also suggested that each section be re-numbered.

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

A motion was made by Committee Member Jeffrey Godley, seconded by Committee Member Richard Tanger to adjourn the meeting.

Motion passed.

The meeting adjourned at 2:25 p.m.