

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

November 8, 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”) met at the CMEEC offices located at 30 Stott Avenue, Norwich, CT at 10:00 a.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 (via telephone)
Groton Utilities: Ronald Gaudet, Jeffrey Godley (via telephone)
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Richard Throwe (via telephone)

The following Non-Voting Members participated:

Norwich Public Utilities: Christopher LaRose, Robert Staley
Jewett City Department of Public Utilities: Louis Demicco (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

Ms. Kipnis recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:02 a.m. He noted for the record that the meeting is being held at the CMEEC offices located at 30 Stott Avenue, Norwich, CT via telephone and in person. He asked that those participating by telephone and those sitting in the room identify themselves for the benefit of all to know who was present at today’s meeting. Committee Chair Gaudet confirmed a quorum was present.

Specific Action Item

A Public Comment Period

No public comment was made.

B Approval of the Minutes of the October 18, 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 October 18, 2019 Special Meeting of the Joint Governance Committee.

Motion passed with Committee Members Jeffrey Godley and Richard Throwe abstaining.

C Finalization of Slate of Officers and Committee Membership and Committee Meeting Schedule for Board Vote

Committee Chair Gaudet stated he had received no comments from the Board on the proposed slate or committee membership. Additional discussion ensued with Board Alternate Member Representative Robert Staley indicating he would be willing to serve on the Audit Committee given his finance background. Other changes were discussed involving Committee membership. It was also suggested that a short bio of each Board member be added to the on-boarding books.

Committee Chair Gaudet entertained a motion to accept the slate and committee membership as revised at the meeting.

A motion was made by Committee Member Oefinger, seconded by Committee Member Godley to accept the Slate of Officers and Committee Membership as revised at today's meeting.

Motion passed unanimously.

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

After review and additional discussion, the Committee determined that Robin Kipnis, Esquire, CMEEC General Counsel, would attempt to incorporate some of the provisions in the travel policy reviewed by the Committee into the existing travel expense policy adopted by the Board for consideration at the next Governance Committee meeting.

E Review Status of Committee Work on Special Committee Recommendations

The Committee reviewed the status of the Recommendations made by the Special Committee and made updates to the chart which would be part of the upcoming Board package.

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 Godley, seconded by Committee Member Oefinger to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 11:20 a.m.