

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

October 18, 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” and “Transco”) met at the CMEEC offices located at 30 Stott Avenue, Norwich, CT on Friday, October 18, 2019 at 2:00 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
Groton Municipal Representative: Mark Oefinger
East Norwalk, TTD: Debora Goldstein
South Norwalk Electric & Water: David Westmoreland (via telephone)

The following Non-Voting Members were also present:

Bozrah Light & Power: Ralph Winslow
Norwich Public Utilities: Chris LaRose

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/Paralegal

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 2:00 p.m. He noted for the record that this 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 Attendance Comment Period

No public comment was made.

B Approval of the Minutes of the September 11, 2019 Special Meeting of the Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Debora Goldstein to approve the Minutes of the September 11, 2019 Special Meeting of the Governance Committee.

Motion passed with Committee Member David Westmoreland abstaining.

C Discussion and Recommendations for Slate of Board Officers and Committees for Annual Meeting

Scott Whittier, CMEEC Director of Enabling Services, provided a history of the process for developing the slates of officers and committee membership. He stressed that the process focused on ensuring that each member system was and is fully represented in both the officer slates and committee membership.

Mr. Whittier explained that each member of the CMEEC Board of Directors was provided a link to a survey on which they could choose to be considered for an officer position and what committee they would like to be considered to serve on for the 2020 calendar year.

Discussion related to the election of committee chairs at that committee's first meeting of the year resulted in confirmation that the existing chair of committees would act as interim chair of that committee until a new chair is elected at the first meeting of the committee.

The Committee proceeded to develop a draft slate of CMEEC Officers and Committee membership and will provide the draft to the full Board of Directors for review and comment.

Committee Chair Gaudet stated that this Committee will meet at a future date prior to the November 2019 Board of Directors' meeting to finalize the slate based on discussion at the October 2019 Board of Directors meeting. The final slate will then be provided to the Board at its November 2019 Board of Directors' meeting for approval.

D Board Member Onboarding Process Discuss Next Steps

Attorney Kipnis provided an explanation of the Board Member Onboarding package being assembled. It is intended that Tim Blodgett, who is conducting the CMEEC Board Governance Training on Wednesday, October 30, 2019 at the Courtyard by Marriott in Orange, Connecticut, will discuss onboarding during that training.

E Board of Directors Strategic Planning Session Agenda Development

Committee Chair Gaudet explained that this item was also on the last meeting's agenda however it was coupled with governance training. The Committee agreed that a strategic planning session should be separate from governance training.

After considerable discussion, the Committee agreed that strategic planning session planning would be delayed until a new CEO is hired and new committee membership is completed for calendar year 2020.

A motion was made by Committee Chair Gaudet, seconded by Committee Member Mark Oefinger to table Agenda Items F and G until a future meeting in the interest of time.

Motion passed unanimously.

The Committee discussed scheduling a meeting in early November to review, among other things, the results of discussion at the October Board of Directors' meeting in connection with the slates of officers and committee composition. The Committee determined that Friday, November 8, 2019 at 10:00 a.m. would work for all members.

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 Oefinger, seconded by Committee Member Richard Tanger to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 3:57 p.m.