

MINUTES OF THE MEETING
JOINT ETHICS SUB-COMMITTEE
BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE and
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY
COOPERATIVE

April 4, 2018

The Joint Ethics Sub-Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) met at the CMEEC offices on Wednesday, April 4, 2018.

Committee Chairman Jeffrey Godley called the meeting to order at 10:00 a.m.

The following Committee Members participated:

Groton Utilities – Jeffrey Godley, Keith Hedrick
Jewett City – Louis Demicco (by phone at 10:15 a.m.)

The following individuals from CMEEC participated:

Drew Rankin, CMEEC, Chief Executive Officer
Robin Kipnis, CMEEC, General Counsel
Scott Whittier, CMEEC, Director of Enabling Services
Ellen Kachmar, CMEEC, Office and Facility Manager

Other Participants:

Robert Fricchione, The Human Resources Consortium, LLC
William Kowalski, Municipal Electric Consumer Advocate (by phone)

Ms. Kachmar recorded.

Committee Chairman Godley began by stating the objective of the meeting was to review and hopefully finalize the Draft Ethics Policy in front of the Committee for submission to the Board of Directors for their review and approval, hopefully at the May Board meeting, but that a Governance Committee meeting would be scheduled prior to that to review the materials.

Chairman Godley noted the Business Travel, Events, and Retreat Policy and Board Expense Management be referenced in the Ethics Policy, but not reside there.

The committee reviewed and discussed specific language and determined its implications in various sections of the draft Ethics Policy. Chairman Godley suggested that the Travel Policy stand on its own and the Board Expense Management be included in the revised Bylaws. The Committee Members and balance of meeting participants agreed.

The Board Expense Management provision was the next discussion topic. Mr. Rankin indicated CMEEC plans to include comprehensive Board Expense information and associated line items in the Net Non-Fuel Operating Expense report section of the monthly Board of Directors package. Mr. Rankin noted this will be public information as part of the Net Non-Fuel Operating Expense budget and on-going reporting. Mr. Rankin asserted this information will be included in the annual budget metrics to be provided to the Legislative body as required by Public Act 17-73 beginning in the 2019 budget and reporting year.

The Governance Committee will process the materials and ultimately the Member Delegation will have to approve the Bylaw change containing the Board Expense Management policy. Mr. Rankin suggested a Member Delegation meeting be scheduled in early May to review Distribution Eligible Equity available and to process changes to the Bylaws. He also suggested a meeting of the Board of Directors be held as well to discuss the additional policies. Mr. Rankin remarked an alternative to having two Board Meetings for discussion purposes would be to have a Governance Committee meeting to discuss all of the topics and invite the entire Board.

A conversation followed about the criticality of communication and training on the policies. It was agreed that training of the Board Members and staff must be complete, clear, and understandable. Mr. Rankin suggested a plan be developed for each document and brought back to the Ethics Committee to determine steps for implementation, and then on to the Governance Committee to be included in the Charter.

There being no further business to come before this committee, the meeting was adjourned at 11:05 a.m.