

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

February 20, 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” 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: Ralph Winslow (via telephone)
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 & Water: David Westmoreland

The following Non-Voting Members participated:

Jewett City Department of Public Utilities: Louis Demicco (via telephone)
South Norwalk Electric & Water: Eric Strom (via telephone)

The following CMEEC staff participated:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Michael Lane, CMEEC CFO
Scott Whittier, CMEEC Director Enabling Services
Margaret Job, CMEEC Executive Assistant / Paralegal

Other participants:

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

Committee Chair Ronald Gaudet called the meeting to order at 10:00 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 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 January 16, 2020 Regular Meeting of the Joint Governance Committee

A motion was made by Committee Member Jeffrey Godley, Esquire, seconded by Municipal Representative Mark Oefinger to approve the Minutes of the January 16, 2020 Regular Meeting of the Joint Governance Committee.

Motion passed unanimously.

C Discussion of Process for CMEEC and Transco Board Evaluation per Governance Committee Charter

Committee Chair Gaudet began the discussion stating that the Governance Committee Charter (the "Charter") states that the Board will evaluate its performance annually both collectively and individually through the Governance Committee. The evaluation is to be conducted on performance and performance improvement. Committee Chair Gaudet explained that Board performance should be evaluated against the provisions set forth in the Charter and Membership Agreements. He further explained that the Governance Committee is tasked with developing the process by which the Board is evaluated and how it evaluates itself.

Lengthy discussion followed regarding the size and the content of the monthly Board package. The Committee discussed the possibility of introducing the concept of issuing each Board member a CMEEC-owned iPad or other personal computing device which would contain access only to the monthly Board package and various other governing documents such as the Bylaws, enabling statutes and Membership Agreements; it is also expected that the devices would be used for Committee meeting packages. The Committee agreed that CMEEC staff would conduct due diligence researching the cost to CMEEC of these devices versus the cost of producing the paper version of the monthly board package. Further, the Committee agreed that it would make a recommendation at

an upcoming Board of Directors meeting to consider purchasing iPads or other personal computing devices for each Board member.

With respect to the process for conducting a Board evaluation, the Committee discussed whether the use of an outside facilitator to conduct an evaluation survey would be more conducive to garnering responses versus an internal survey. After lengthy discussion the Committee determined that staff would coordinate with Tim Blodgett, Hometown Connections, who facilitated the recent Board Governance Training. The Committee also determined the first facilitated Strategic Planning session with Mr. Blodgett could be utilized for a board evaluation session which would include input from CMEEC employees who interact frequently with the Board and Attorney Silverstone.

D Review Status of Committee Work on Special Committee Recommendations including Establishing Date for Board On-Boarding Session

Committee Chair Gaudet walked the Committee through the status of the grid outlining the Special Committee's Recommendations provided to this Committee in advance of today's meeting. Michael Lane, CMEEC CFO, explained that two remaining items assigned to the Audit Committee will be addressed at its meeting in March.

Lengthy discussion followed in connection with the establishment of a date to conduct a Board on-boarding session. Attorney Kipnis stated that discussion to determine a date for Board on-boarding was postponed until CMEEC hired its new CEO, Dave Meisinger, so that he could be included in discussions. Ms. Kipnis noted that the outline for the session would be the same as that provided in the binder of materials provided to the Board at its Governance Training session with Mr. Blodgett. She stated that the sessions would include review of the CMEEC Bylaws, RPSC and enabling statutes and that this portion would be led by her and that other subject matter experts within CMEEC would provide overview of other CMEEC functions.

Further discussion followed regarding the timing of strategic planning and on-boarding. Committee members felt that the Board, especially new Board members, should receive on-boarding before conducting strategic planning sessions to provide them with relevant education regarding the CMEEC governing documents. Dave Meisinger suggested that an on-boarding session be conducted following the March Board of Directors' meeting. Committee Chair Gaudet added that a two hour on-boarding session could take place after a short break following the Board meeting.

E Governance Committee Planning

Committee Chair Gaudet next guided the Committee through discussion on future Committee agenda items, which included:

- Board data management/personal computing devices; and
- Review of Membership Agreement.

Upon inquiry regarding the review of Membership Agreements, Committee Chair Gaudet explained the task would be to review all governing documents that address how a member is able to join CMEEC. Committee Chair Gaudet suggested reviewing all the governing documents. Discussion followed with respect to what documents to review. Mr. Meisinger stated that any changes made to these documents would not be retroactive.

Discussion followed regarding tasks for the Governance Committee to take on over the next year, including review of Governance Committee performance.

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 Robert Staley to adjourn.

Motion passed unanimously.

The meeting was adjourned at 11:28 a.m.