

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

May 13, 2021

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” dba “Transco”) was held on May 13, 2021 telephonically and via Zoom.

The meeting was legally noticed in compliance with Connecticut General Statutes and all proceedings, and all actions hereafter recorded occurred during the publicly open portions of the meeting.

The following Committee Members participated telephonically and via Zoom:

Groton Utilities: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Bozrah Light & Power: Richard Tanger
Jewett City Department of Public Utilities: Richard Throwe
Norwich Public Utilities: Robert Staley
South Norwalk Electric and Water: David Westmoreland

The following Non-Voting Members participated telephonically or via Zoom:

Jewett City Department of Public Utilities: Louis Demicco
Norwich Public Utilities: Christopher LaRose

The following CMEEC Staff participated telephonically or via Zoom:

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

Others participating telephonically or via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:00 a.m. He explained that today's meeting is being held via Zoom and telephonically. He explained that all participants' devices should remain on mute unless speaking to eliminate confusion and background noise. He requested that those speaking state their names before speaking for clarity of the record.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call

Ms. Job conducted roll call with each participant responding individually as their names were called. Committee Chair Gaudet confirmed a quorum was present.

C Approve the Minutes of the February 18, 2021 Regular Meeting of the Joint Governance Committee

A motion was made by Committee Member Jeffrey Godley, seconded by Committee Member Mark Oefinger to Approve the Minutes of the February 18, 2021 Regular Meeting of the Joint Governance Committee.

Motion passed unanimously.

D CEO Authority to Enter into Employment Agreements Possible Vote to Recommend Adoption of Resolution Identifying Parameters

Ms. Kipnis explained that the draft resolution provided to this Committee in advance of today's meeting was drafted to capture discussion this Committee held at its meeting in February covering the topic of granting the CEO authority to enter into employment agreements with Board approval that deviate from normal CMEEC policy and practices. The resolution proposes to provide parameters within which the CEO can deviate from normal CMEEC policy and practices when necessary to attract the best candidate for an open position. Ms. Kipnis then walked the Committee through the draft, which states the general policy that employment agreements are prohibited in the absence of Board approval, and where there are material modifications from normal CMEEC policy and practices, the CEO would seek Board approval to enter into such an agreement.

After considerable discussion, the Committee agreed to recommend to the Board that it approve the resolution with edits as follows:

- Third "Whereas" clause:
 - The word "disfavored" in the first line is deleted and replaced with the word "prohibited."
 - The words "for the CEO" are inserted before the words "to materially" in the third line.
- Paragraph 3:

- The word “may” in the third line is deleted and replaced with the word “shall.”
- The word “and” in the seventh line is deleted and replaced with the word “or.”

A motion was made by Committee Member Godley, seconded by Committee Member Richard Tanger to recommend the resolution for approval by the Board of Directors, as amended at today’s meeting.

Motion passed unanimously.

E Review and Discussion of CMEEC Committee Structure

Committee Chair Gaudet began discussion highlighting each of the seven (7) Board Committees’ responsibilities. He inquired whether any of the Committees could be combined.

Ms. Kipnis discussed her thoughts, if the Committee thought that combining or consolidating Committees would be in the best interests of CMEEC. She identified that the responsibilities of the Compensation and Personnel Policy Committee stating that certain of them could be added to the Budget & Finance Committee, specifically overview of staff compensation plans. She added that the personnel policy review piece could then be transitioned to fall under Governance Committee responsibilities. Discussion followed related to the creation of an ad hoc committee tasked with CEO performance evaluation and compensation. The ad hoc committee would meet once per year and be made up of the Board Chair, Board Officers and Committee Chairs, with Board Chair acting as ex officio Chair of the ad hoc committee. Ms. Kipnis noted that changes in Committee structure would require changes to the Bylaws and affected Committee Charters. She added that it would be preferable for any changes to Committee structure to become effective at the start of a calendar year, such as January 1, 2022.

Committee Member Christopher LaRose stated that as Chair of the Budget & Finance Committee he has no issue with taking on added responsibilities outlined above.

Ms. Kipnis next discussed the possibility of merging the Audit Committee with the Budget & Finance Committee and that this would not be contrary to best practices.

After lengthy discussion, the Committee agreed CMEEC staff would work with Committee Chair Gaudet to develop an outline of proposed new Committee structures for discussion at its meeting on July 8, 2021. The Committee also agreed that conversations with existing Committee Chairs would be beneficial to receive their input on the possible new structures.

F Discussion: Draft Succession Plan for Board Members (Strategic Plan Initiative) Review of Board and Committee Chair Job Descriptions

Ms. Kipnis explained that at its meeting in February, this Committee discussed succession planning for Board Members. One of the topics discussed was the Committee’s desire to develop a job description for Board and Committee Chairs. She stated that the succession plan is a Strategic Plan initiative with a completion date of end

of year 2021. Ms. Kipnis further explained that the documents provided in advance of today's meeting are description of roles versus job descriptions. She added that the Board and Committee Chair documents are substantially the same while identifying the differences. The description of roles will become part of the succession plan package.

After discussion, the Committee agreed that Committee Chair Gaudet and Ms. Kipnis would discuss and determine next steps and bring this topic back for discussion for this Committee at its meeting in July.

G Discussion: Establish a formal Board and Board Committee Self-Evaluation and Engagement Survey Process (Strategic Plan Initiative)

Mr. Whittier explained that this Committee discussed this topic at its meeting in February and the goal of the edits to the survey was to shorten the survey.

After discussion, the Committee agreed to send the survey to the Board after their meeting on May 27, 2021, and that Mr. Gaudet and Mr. Whittier would provide them an overview of the survey during the May 27, 2021 Board meeting.

H Other Business

There was no other business.

I Adjourn

A motion was made by Committee Member Robert Staley, seconded by Committee Member Oefinger to adjourn.

Motion passed unanimously.

The meeting was adjourned at 12:01 p.m.