

MINUTES OF THE
REGULAR MEETING OF THE
JOINT GOVERNANCE COMMITTEE
OF THE
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

January 20, 2022

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 telephonically and via Zoom on Thursday, January 20, 2022 at 10:00 a.m.

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 or via Zoom:

Groton Utilities: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Louis Demicco, Richard Throwe
Jewett City Municipal Representative: George Kennedy
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth, Eric Strom
Third Taxing District, East Norwalk: Michele Sweeney
East Norwalk Municipal Representative: Pete Johnson

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

Norwich Public Utilities: Robert Staley

The following CMEEC Staff participated telephonically or via Zoom:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Patricia Meek, CMEEC Director of Finance & Accounting
Margaret Job, CMEEC Paralegal and Compliance Specialist

Others participated telephonically or via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:02 a.m. He explained that today's meeting is being held telephonically and via Zoom. He explained that all participant's devices should remain on mute unless speaking to eliminate background noise. He requested that those speaking state their names before speaking for clarity of the record.

Specific Agenda Items

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 Selection of Joint Governance Committee Chair

Committee Chair Gaudet opened the floor for nominations for the position of Chairperson of the Governance Committee. Committee Member Mark Oefinger nominated Ron Gaudet. There were no other nominations.

A motion was made by Committee Member Oefinger, seconded by Committee Member Louis Demicco to re-elect Committee Chair Ronald Gaudet as Chair of the Joint Governance Committee.

Motion passed unanimously.

D Approve the Minutes of the November 4, 2021 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Committee Member Oefinger, seconded by Committee Member Jeffrey Godley, to Approve the Minutes of the November 4, 2021 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee, with Committee Members George Kennedy, Strom and Godley abstaining.

Motion passed.

E New Committee Member Onboarding

Ms. Kipnis provided an overview of the New Committee Member Onboarding material for the benefit of the new Committee members in attendance at today's meeting. She highlighted that the material contains Committee minutes from the prior year, the current charter, a contact list of the members of this Committee as well as the other CMEEC Joint Committees, and the slate of officers.

Ms. Kipnis discussed the major accomplishments achieved by this Committee over the past year including sought and received approval from the Board to adopt a resolution describing the circumstances and procedure under which the CMEEC CEO is authorized to enter into employment agreements with staff; established a Board onboarding process; and reviewed Committee structure and sought and received Board approval to dissolve the Joint Compensation Committee. She added that with the dissolution of the Compensation Committee, this Committee absorbed some of that Committee's responsibilities which will be highlighted in the discussion of the draft amended Charter later in today's meeting.

F Review of Revised Joint Governance Committee Charter

Ms. Kipnis walked the Committee through the redline edits to the Charter. She explained that certain responsibilities from the Compensation Committee Charter were incorporated and provided a brief discussion of each. Ms. Kipnis also explained that this Committee will review policies surrounding Board and staff compensation which was formerly a responsibility of the Compensation Committee. She added that this Committee will work jointly with the Budget & Finance Committee in this review.

Ms. Kipnis then walked the Committee through the current Charter explaining that this Committee is responsible for developing the slate of officers each year and seeks approval of the slate from the Board at the Annual Meetings held in November each year. She added that a survey is circulated to the Board members seeking their interest to serve as an officer and on which Committee they would like to be appointed to and slates are developed using the responses to the survey.

Ms. Kipnis stated that other new responsibilities are the result of this Committee absorbing responsibilities of the dissolved Strategic Planning Committee.

Finally, Ms. Kipnis explained that the deleted language under Section IV of the Charter conflicted with language of the Bylaws, and she recommended that it be deleted.

There being no further questions or actions by this Committee on the draft amended Charter, Committee Chair Gaudet entertained a motion to recommend the amended Charter for approval by the Board of Directors at its meeting on January 27, 2022.

A motion was made by Committee Member Oefinger, seconded by Committee Member David Eggleston to Recommend the Amended Charter of the Joint

Governance Committee for Approval by the Joint CMEEC and CTMEEC Boards of Directors at their meeting on January 27, 2022.

Motion passed unanimously.

G Discussion: Joint Governance Committee Goals for 2022

Board and Board Committee Succession Plan: Finalize Board Job Descriptions

Ms. Kipnis explained that a draft Board Secretary position description was provided to this Committee in advance of today's meeting however two additional position descriptions were inadvertently omitted from the package of materials. She stated that the Member and Alternate Member and Municipal Representative position descriptions were not included however they are available for discussion at today's meeting. She inquired if the Committee preferred these two omitted position descriptions be tabled and discussed at this Committee's meeting in March, however the Committee agreed that it would perform its review at today's meeting.

Ms. Kipnis then walked the Committee through all three position descriptions allowing the Committee the opportunity to ask questions and suggest edits. After discussion, the Committee agreed that it would present all the Board position descriptions that this Committee has recently reviewed to the full Board of Directors for approval at their January meeting. Committee Chair Gaudet also recommended that, when approved, the position descriptions be uploaded to the CMEEC website in the same location as the CMEEC Bylaws.

A motion was made by Committee Member Pete Johnson, seconded by Committee Member Oefinger to recommend that the Board Chair, Board Vice Chair, Board Treasurer, Board Secretary, Member and Alternate Member and Municipal Representative position descriptions for Approval by the Joint CMEEC and CTMEEC Boards of Directors at their meeting on January 27, 2022.

Motion passed unanimously.

Review of Board Package Presentation

Ms. Kipnis explained that this item has been discussed previously by this Committee and that it is also being reviewed by the Budget & Finance Committee. She added that the Budget & Finance Committee is taking an in depth look at the financial reporting being included in the current Board materials. Ms. Meek added that the Budget & Finance Committee will review the Board package to streamline reporting. She added that a survey may be created to poll the Board about what financial reporting they would like to see in the meeting materials.

Ms. Kipnis explained that this Committee will review the volume of information currently included. Ms. Kipnis also stated that this Committee will review the current

information to determine what might be excluded or add material that isn't already included. She continued to state that this Committee would consider the type of reporting that might be helpful at the Board level and questioned if this Committee and the Board would entertain the use of a consent agenda. She then explained what a consent agenda is and how it is used.

Discussion followed regarding the design of the Board package. The Committee began discussion of the design of the board package with some suggesting that the agenda items be located at the front of the package with the supporting documentation located in an appendix.

Discussion then focused on the current electronic platform in use for the distribution of meeting materials which the Board and Committee access through SharePoint. The Committee discussed alternative platforms and their experience with each.

After discussion, Committee Chair Gaudet noted that this item will remain as a goal for this Committee for the coming year.

Incorporation of Former Compensation Committee Responsibilities

Ms. Kipnis provided a list of former Compensation Committee Responsibilities for this Committee to focus on as goals for 2022. She offered the Committee can determine at what frequency it should review the progress of the Strategic Plan. She also stated that the review of the compensation policy, or the creation of one, can be another goal. She also suggested that items be maintained in a parking lot as was the practice last year by this Committee.

Committee Chair Gaudet offered that this Committee will continue to ensure that Board and Committee self-evaluations are conducted each year. The Committee agreed that self-evaluation surveys would be distributed in November each year. He also suggested that progress on the Strategic Plan be reviewed at least two times per year.

Ms. Meek reminded the Committee that the Compensation Committee agreed that Board compensation would be at the electronic rate because of the pandemic and no in-person meetings having occurred since March 2020. She suggested this might be something this Committee might need to consider going forward. Discussion then followed related to the conduct of meetings for 2022 whether they be in-person, all electronic or hybrid and possible locations if in-person or hybrid. Mr. Silverstone cautioned that it might be difficult to ensure participation by everyone if meetings are conducted in a hybrid forum.

Ms. Kipnis recapped this discussion by stating that this Committee will research ways to meet in person in a larger space and to allow those who want to meet in person to do so.

Committee Chair Gaudet stated that he would speak with Kevin Barber, Chair of the Board of Directors, for his input before getting too far into that research.

H New Business

There was no new business.

I Adjourn

There being no new business to come before this Committee, Committee Chair Gaudet entertained a motion to adjourn.

A motion was made by Committee Member Richard Throwe, seconded by Committee Member Johnson to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 11:31 a.m.