

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

June 9, 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, June 6, 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, Scott Murphy
Third Taxing District: Michele Sweeney

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

Norwich Public Utilities: Christopher LaRose

The following CMEEC staff participated in person:

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 10:00 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

After Ms. Job conducted roll call, Chair Gaudet confirmed a quorum was present.

C Approve the Minutes of the January 20, 2022 Regular Meeting of the CMEEC / CTMEEC Governance Committee

A motion was made by Committee Member Jeffrey Godley, seconded by Committee Member Louis Demicco to Approve the Minutes of the January 20, 2022 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee.

Motion passed unanimously.

D Board Package Review

Ms. Kipnis explained that a review of the Board package materials is a goal under the Organizational Development initiative of the Strategic Plan. She explained that the purpose is to review the level of detail and content of the monthly Board package. Ms. Kipnis added that today's presentation is a preview of some proposed changes being considered to the manner in which the Board material is presented each month. She added that a discussion of a proposed change in the style of Board agenda will follow.

Ms. Meek then walked the Committee through the sample view of the Board package, stating that it is proposed that the monthly reports be provided in a 'live' format in which Board members can 'drill down' to supporting information that provides details behind the actual and projected information provided in what is being proposed as a Master Dashboard to replace the current monthly Objective Summary. Ms. Meek then proceeded to demonstrate how to expose the supporting information behind the metrics in the report.

Ms. Meek stated that clarification of metrics titles and adding metrics that are used in the calculations but not currently provided in the current Objective Summary, are also being considered.

Ms. Meek explained that the information that is found when drilling down is currently available in the Board material in report form located in tabs at the back of the hard copy Board package. Implementing a live Board package will allow the Board to drill down to see the back up information versus looking for it in the pages in the back of the hard copy material. Ms. Meek add that presenting the Board material as a live document could potentially eliminate an estimated 25 pages or 22% from the current method of delivering the Board material each month. She further added that the group working on the revision of the Board material is working to determine the best way to present the comments to the metrics and graphs which are currently included with the hard copy Board material.

Discussion then followed with respect to the presentation of the Board material for public purposes in compliance with the Freedom of Information Act.

Ms. Meek further explained that this new proposed format will be presented to the Budget & Finance Committee at its meeting in July. She added that different, currently available software on which to launch the new format is being reviewed to facilitate a user-friendly monthly report.

Ms. Kipnis next discussed adding a consent agenda to the Board agenda. She explained that routine matters such as Committee reports to the Board could be added to a Consent agenda which would include a physical report rather than a verbal report. The Board would have the opportunity to review the report prior to the meeting and ask any questions they might have. Committee minutes (or drafts thereof) can also be included with the Board materials under a Consent agenda. Ms. Kipnis explained that annual, routine actions can be added to a Consent agenda such as health insurance renewals or resolutions approving changes to retirement plans resulting from changes in laws affecting those plans.

After discussion, Ms. Kipnis suggested that the Committee keep a proposed Consent agenda in mind over the next few months' Board meetings and revisit the topic at its meeting in October. She added that a Consent agenda is not required to be used at each Board meeting. Ms. Kipnis recommended that a written policy be created to clarify when a Consent agenda would be appropriate to use.

E Semi-Annual Review of Strategic Plan

Mr. Meisinger walked the Committee through the presentation of the development of the Strategic Plan that was presented to and approved by the full Board in October 2020 to inform the Committee where CMEEC is in the process adding that CMEEC is currently in the Action Plan stage of the Strategic Planning process. He added that progress reports have been made on a quarterly basis and that status of the initiatives under the Strategic Plan identified on the Gantt chart provided to this Committee in advance of today's meeting will be discussed today. Mr. Meisinger then proceeded to remind the Committee of the process followed to create the Strategic Plan. He then highlighted the status of each of the initiatives identified on the Gantt chart.

Among the initiatives highlighted by Mr. Meisinger, the Communication/Image initiative garnered Committee discussion related to a communication resource plan and how CMEEC should staff its communications role. Mr. Meisinger added that the comments made by participants at today's meeting will be taken into account, and that he appreciated the input of the Committee members.

F New Business

Annual Onboarding Session

Ms. Kipnis reminded the Committee that the last Board onboarding session was held in September of 2020. With the appointment of new Board members since that time, an onboarding session is due to be conducted. Ms. Kipnis explained that the onboarding materials have been updated since 2020. Discussion followed related to whether the onboarding session should be required of all members of the Board, or only those newly appointed members with the optional participation by current Board members. The Committee also considered how to hold the session, whether it be in person or via Zoom or a hybrid.

Review Board Compensation for Changes: Return to In-Person

Ms. Kipnis explained that in response to the Covid-19 Pandemic and meetings being moved to Zoom participation, the Joint Compensation Committee met on January 12, 2021 and agreed that Board compensation participation at Board meetings would be made at the established in-person rates of \$600.00 for Board meeting participation and \$250.00 for Committee meeting participation. She asked the Committee if they felt compensation should stay as approved in January 2021 or if different compensation levels should be considered for Zoom versus in-person participation. Ms. Kipnis offered several suggestions related to Board compensation structure which the Committee discussed at length. She explained that whatever decision is made by this Committee, changes would not be made effective until 2023.

After lengthy discussion, Committee Chair Gaudet suggested that CMEEC staff prepare a proposal for discussion at this Committee's meeting in October that highlights a proposed Board compensation or stipend plan.

Committee Chair Gaudet further suggested that the Annual Meeting, or an alternative Board meeting, be held in person and that it potentially include a discussion of Strategic Planning initiatives.

G Adjourn

A motion was made by Committee Member George Kennedy, seconded by Committee Member Alan Huth to adjourn.

Motion passed unanimously.

The meeting was adjourned at 11:52 a.m.