

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 18, 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” and “Transco”) was held on February 18, 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 of via Zoom:

Groton Utilities: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Bozrah Municipal Representative: Joseph Cirrito
Jewett City Department of Public Utilities: Richard Throwe
Norwich Public Utilities: Robert Staley
South Norwalk Electric and Water: David Westmoreland
Third Taxing Ditriect, East Norwalk: Michele Sweeney

The following Non-Voting participated telephonically or via Zoom:

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

The following CMEEC staff participated telephonically or via Zoom:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, 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 10:03 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 name before speaking for clarity of the record.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call

Committee Chair Ronald Gaudet conducted roll call and confirmed a quorum was present.

C Approve the Minutes of the January 14, 2021 Regular Meeting of the Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Jeffrey Godley to approve the Minutes of the January 14, 2021 Regular Meeting of the Joint Governance Committee.

Motion passed unanimously.

D Discussion: CEO Authority to enter into Employment Agreements

After discussion, the Committee agreed that CMEEC staff will draft a resolution identifying parameters within which the CEO has authority to enter into "employment agreements." The Committee will discuss the resolution at its meeting on May 13, 2021, likely for recommendation for approval by the Board at its meeting on May 27, 2021.

E Discussion: Strategic Planning Initiative: Board and Board Committees Succession Plan (to include Board Member Knowledge Capture and Sharing Process (Off Boarding))

Ms. Kipnis explained that the development of Board and Board Committee Succession planning is a goal that came out of last year's strategic planning work. She stated that the onboarding process is a step toward succession planning that provides sufficient knowledge about CMEEC to new Board members. The Governance Committee already contributes to the succession planning process as it creates and recommends officer and committee slates each year.

Ms. Kipnis further stated that there is no plan in place that identifies missing skillsets to assist in determining make up of Board and Committee membership. She noted that this Committee could task itself to develop skillsets to aid in developing future membership.

Ms. Kipnis discussed the development of Board and Committee Chair job descriptions. Having job descriptions in place will aid this Committee in identifying Board members suitable for positions in Committees. A board member job description would also aid in filling vacancies on the Board. She added that officers appointed by this Committee should have an understanding that such an appointment may lead to future leadership positions, potentially even succession to the Board Chair position. A Board officer that does not want to move into such a leadership position should provide advance notice to this Committee.

After lengthy discussion, Ms. Kipnis stated she will draft a draft succession plan for Board members as a working document for this Committee's meeting on May 13, 2021. Committee Chair Gaudet added that perhaps an interview process could be developed in further discussions at that meeting.

F Discussion: Strategic Planning Initiative: Establish a formal Board and Committee Self-Evaluation (and Engagement) Survey Process (Board Performance)

Mr. Whittier walked the Committee through the form of CMEEC Board Self-Evaluation provided to the Committee in advance of today's meeting. He explained that this Committee's Charter charges it with facilitating Board self-evaluation. The Charter further requires that a part of one meeting per year be devoted to evaluation of the Board's performance and development of performance improvement plans.

Mr. Whittier identified the topics and the ranking metrics on the Self-Evaluation form. Committee Chair Gaudet stated the Board self-evaluation should be different than the Committee evaluation.

After discussion, the Committee agreed to work with Mr. Whittier on editing the form by reducing the number of answers and providing more space for comments. The Committee also agreed that after completion of the self-evaluations, the results will be discussed with the Board and possibly developed into a process improvement plan.

G Review of Evergreen Special Committee Recommendations

Ms. Kipnis explained that she reviewed the Special Committee recommendations to determine if there were any that required annual review. She noted that there were no such requirements. She stated that the recommendations related to creation of policies addressing transparency have been developed and implemented into committee processes and CMEEC reporting.

Committee Chair Gaudet raised a concern that new Board members not involved in the Special Committee recommendations process may not be familiar with it and requested that the grid developed to track completion of the recommendations be included in the

meeting packet of this Committee's meeting on May 13, 2021. He also requested the grid be added to the Board onboarding materials.

H Committee Planning and Prioritization Session

- **Review of Committee Structure**
- **CMEEC Member Buy-in Requirements**
- **Board Package Review**

Committee Chair Gaudet walked through each of the three sub-bullets for discussion today.

Ms. Kipnis noted that in connection with the Board Package Review, the Governance Committee could task itself with reviewing the agenda to ensure it covers all topics that the Board would like to discuss. She asked the Committee if a consent agenda should be considered. Discussion followed.

Mr. Meisinger reminded the Committee that the Budget & Finance Committee has been tasked with Board Package Review which is an initiative under the Strategic Plan.

In connection with the review of Committee structure, Mr. Meisinger explained this topic came from a previous discussion related to a question of whether CMEEC has the right number of Committees and whether there is an opportunity to combine any of them. He added that a review of committee structure can be a discussion at future meetings over the course of this year. He added that all Committee charters can be provided to this Committee for review of any potential cross-over areas that could potentially lead to a recommendation to consolidate one or more committees.

In addressing the CMEEC Member Buy-in Requirements, Mr. Meisinger explained this item will require a review of CMEEC Bylaws and Member Agreements that would be best to conduct after the current Cost of Service Study is complete.

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 Godley, seconded by Committee Member Richard Throwe to adjourn.

Motion passed unanimously.

The meeting was adjourned at 11:21 a.m.