

MINUTES OF THE  
SPECIAL MEETING OF THE  
JOINT GOVERNANCE COMMITTEE  
OF THE  
BOARDS OF DIRECTORS OF  
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE  
AND  
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

August 19, 2021

A Special Meeting of the Joint Governance Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Electric Energy Cooperative (“CTMEEC” dba “Transco”) was held telephonically and via Zoom on Thursday, August 19, 2021, at 1:00 p.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  
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

**The following CMEEC Staff participated telephonically or via Zoom:**

Dave Meisinger: CMEEC CEO  
Robin Kipnis: CMEEC General Counsel  
Patricia Meek: CMEEC Director of Finance & Accounting  
Margaret Job: CMEEC Paralegal

**Others participating telephonically or via Zoom:**

David Silverstone, Esquire, Municipal Electric Consumer Advocate (entered the meeting at 2:06 p.m.)

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 1:04 p.m. He explained that today's meeting is being held telephonically and via Zoom. 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 May 13, 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 May 13, 2021 Regular Meeting of the Joint Governance Committee.**

**Motion passed unanimously.**

#### **D Discussion: CMEEC Committee Structure**

Committee Chair Gaudet proposed after discussion and review that it seemed there was consensus that the Compensation Committee could be dissolved. Instead, an ad hoc committee could be created to conduct the CEO evaluation and determine CEO compensation and which would be chaired by the Chairperson of the Board. He added that the Budget and Finance Committee could absorb the Committee's responsibilities related to salaries and raises, if any. Any remaining Compensation Committee responsibilities would be delegated to other Committees. Committee Chair Gaudet further discussed sunsetting the Strategic Planning Committee because it has accomplished its purpose, with the Governance Committee taking over responsibility to monitor the Strategic Plan.

Ms. Kipnis further discussed that at the last Governance Committee meeting, the Committee discussed eliminating the Risk Management Committee as a separate committee and merging its functions among the Audit and Budget and Finance Committees. She explained that an argument could be made that the Audit Committee is already tasked with establishing internal controls with respect to financial matters and the Budget and Finance Committee analyzes budget associated with a project.

After lengthy discussion, the Committee agreed to recommend the dissolution of the Compensation Committee and to sunset the Strategic Planning Committee. The

Committee also agreed that the Risk Management Committee should remain as a separate committee.

Committee Chair Gaudet entertained a motion to recommend to the full Board of Directors: 1) the dissolution of the Compensation Committee, with the assurance that an ad hoc committee would be created for the sole purpose of conducting CEO evaluation and determination of CEO compensation; and 2) to sunset the Strategic Planning Committee, with the assurance that the Governance Committee would task itself with monitoring the CMEEC Strategic Plan.

**A motion was made by Committee Member David Westmoreland, seconded by Committee Member Godley to recommend the modifications to the CMEEC / CTMEEC Joint Committees described above to the full Board of Directors.**

**Motion passed unanimously.**

**E Discussion: Succession Plan for Board Members (Strategic Plan Initiative)**

Ms. Kipnis explained that discussion was held in previous meetings related to succession planning for Board members. She added that it is difficult to ensure continuity because CMEEC does not appoint its Board Members, rather they serve at the desire of the Member appointing authorities. She explained that there were some thoughts on changing the nomination process so that when a Board member is appointed Vice Chair, they know that upon nomination that it is expected that they will be willing to move into the Chair position on a temporary and then a permanent basis.

Ms. Kipnis explained that at the last meeting of this Committee they discussed the development of description of roles and responsibilities for the Chairpersons of the CMEEC Boards of Directors and CMEEC Board Committees, which documents were provided to the Committee in advance of today's meeting.

Discussion followed.

Committee Member David Westmoreland stated that it would be helpful to have a job description for Chair, Vice Chair, Board Members, and Municipal Representatives as well as a list of Board Committees and the expected commitment of a member or Chair of such Committees. He added that a visit by the CEO or Board Chair to the commissions or utility boards to provide an update on CMEEC Board activities and an overview of what each position means might help with succession planning.

**F Discussion: Board Survey Results**

The Committee discussed the results of the Board Survey highlighting that a comment was made on the survey related to the Board package and its accessibility on SharePoint. Discussion followed related to alternative electronic platforms on which to share Board and Committee material. Committee Chair Gaudet stated that the Committee will address an alternative electronic platform at future meetings.

The Committee also noted that comment was made related to the size of the Board package. Committee discussed possible alternative ways to present the material including an Agenda package which contains the agenda and corresponding agenda items. The additional supporting material currently a part of the Board package could be presented separately from the agenda package and uploaded to SharePoint separately. Mr. Meisinger added that a review to condense the Board package is tied to the Metrics Initiative of the Strategic Plan. Discussion followed.

Committee Chair Gaudet explained that he and Ms. Kipnis will create a synopsis of the responses to the Board Survey and add discussion to the agenda of the Board meeting on August 26, 2021.

## **G New Business**

- **Investment Policy and Ethics and Conflicts of Interest**

Committee Chair Gaudet explained that the Joint Budget & Finance Committee recently reviewed the Investment Policy. He explained that ethics-related language was removed from the policy because it is addressed more fully in the CMEEC Ethics and Conflict of Interest Policy which was approved after the Investment Policy was first approved. The Budget & Finance Committee asked this Committee to review the Ethics Policy to ensure the ethics language was sufficiently contained in it.

Ms. Kipnis explained that although she did not prepare a written analysis, she confirmed that the provisions deleted from the Investment Policy were mapped to the Ethics Policy. She explained further that language in the Ethics Policy is broader than the language deleted from the Investment Policy

Committee Chair Gaudet explained that the next meeting of this Committee is on October 21, 2021 and inquired if discussion of the slates will be conducted then. Ms. Kipnis stated that she will check the timing on the Board slate survey and will work to begin the process.

## **H Adjourn**

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 Richard Tanger to Adjourn.**

**Motion passed unanimously.**

The meeting was adjourned at 2:30 p.m.