

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

October 12, 2023

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 via Zoom on Thursday, October 12, 2023 at 10:00 a.m.

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

The following Committee Members participated:

Groton Utilities: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
Norwich Public Utilities: Christopher LaRose, Robert Staley
South Norwalk Electric and Water: Alan Huth, David Westmoreland
East Norwalk, Third Taxing District: Michele Sweeney

The following Non-Voting Members participated:

Bozrah Light & Power: William Ballinger
East Norwalk Municipal Representative: Pete Johnson

The following CMEEC Staff participated:

Dave Meisinger, CMEEC CEO
Patricia Meek, CMEEC Director of Finance & Accounting
Margaret Job, CMEEC Paralegal and Compliance Manager
Candice DiVita, CMEEC Financial Analyst

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Alan Huth called the meeting to order at 10:00 a.m. noting for the record that today's meeting is being held via Zoom. He requested that all participants' devices remain on mute unless speaking to eliminate confusion and background noise and to 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. Committee Chair Huth confirmed a quorum of the Committee was present.

C Approve the Minutes of the June 8, 2023 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Committee Member Oefinger, seconded by Committee Member Kennedy to Approve the Minutes of the June 8, 2023 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee.

Motion passed unanimously.

D Discussion Topics

D (1) Board and Committee Meeting Schedule Review

Committee Chair Huth walked the Committee through the Board, Committee and Member Delegation proposed 2024 meeting schedules. The Committee requested that the Legislative and Governmental Affairs Committee schedule be edited so that those meetings are displayed in chronological order. The Committee further agreed that the proposed meeting schedules were appropriate for recommendation for approval by the Board at its Annual Meetings on November 16, 2023, edited as noted herein.

D (2) Results of Board Self-Assessment

Committee Chair Huth walked the Committee through the results of the Board Self-Assessments explaining that an overall score of Outstanding was received on all of the evaluation topics. He noted however that a few of the evaluation topics received Satisfactory and Needs Improvement (score of 2 out of 1-2) from a small number of survey respondents.

After lengthy discussion on each of the evaluation topics and accompanying comments made by respondents to the self-assessment, the Committee agreed that CMEEC staff will renew its research on the potential purchase of i-pads or tablets for members of the

Board of Directors that express an interest in receiving one for ease of access and security of Board and Committee materials.

In response to a survey comment associated with material distributed to the Board in the monthly meeting packages, Ms. Meek explained that she worked with the Budget & Finance Committee during 2022 to transition the majority of metrics included in the static PDF format of the monthly meeting package to the dynamic PowerBI platform, which began in 2023, and that this Committee had been tasked with reviewing the information included in the monthly meeting package for relevance and completeness. She offered to lead this review for the Committee. The Committee agreed that Ms. Meek will lead this review and work with this Committee to accomplish this task beginning at its meeting on November 2, 2023.

In response to survey comments associated with in-person versus Zoom meeting participation, Mr. Meisinger explained that currently three in-person meetings are being considered to be held in 2024 however the locations have not all been confirmed. He noted that the three locations do not include the CMEEC offices due to size limits. He explained that the remainder of the Board and Committee meetings will be held at the CMEEC offices and via Zoom and as always, Board members are welcome and encouraged to join CMEEC staff there.

After discussion, the Committee agreed that CMEEC should move towards scheduling quarterly in-person Board meetings and continue Zoom as an option for participation.

In connection with survey responses to Board Composition, the Committee agreed that Mr. Meisinger and Mr. Silverstone will work together to review the current job descriptions that had been created by this Committee and reviewed by the Board in early 2022 for various positions on the Board and the Board's Committees. Mr. Silverstone also agreed to provide his thoughts on Board strengths and weaknesses at the November 2, 2023 meeting of this Committee.

Finally with respect to the Committee's discussion related to Board Members' self-reporting of conflicts of interests or ethics complaints, the Committee agreed that it will recommend that the Board Chair will make a one-time report at the beginning of each year on the prior year's activities. The report will include the conflict or ethics violation along with any resolution of each. Committee Chair Huth added that no names will be included in the report.

D (3) Board Interest Survey: Development of Slate of Board Officers and Committee Members for Joint Annual Meeting

Committee Chair Huth led the discussion on the results of the Interest Survey for the development of a slate of CMEEC and CTMEEC Board officers and Committee Membership. After discussion, and confirmation that Member Representative Kevin Barber agreed to continue as Board Chair for 2024, along with the remaining incumbent officers continuing in their respective officer positions, the Committee agreed that it would recommend that the current CMEEC / CTMEEC Joint slate of officers be renominated for another one-year term in 2024.

The Committee next reviewed a draft Committee membership roster that was developed based on the results of the Board Interest Survey. The Committee made additional edits by adding certain Member Utility staff to continue their membership on their respective Committees. The Committee also recommended that each of the Member Utilities nominate additional utility staff members as doing so could expand the level of available experience and expertise and also aid in Board succession planning.

Committee Chair Huth explained that the slate of officers and Committee membership will be updated to reflect today's discussion.

E New Business

Ms. Meek explained that as discussed at a recent Audit Committee meeting, and in connection with CMEEC's Ethics and Conflicts of Interest Policy and the New Vendor email that the full Board and Staff receive from CMEEC, the Audit Committee recommended that this Committee would be tasked with addressing the frequency of the review of the CMEEC current vendor list to aid in identification and report of potential conflicts of interest. Ms. Meek added that the Audit Committee recommended that a list of all CMEEC active vendors be reviewed once per year by all Board members and CMEEC staff, and that this review be added to the onboarding process for both the CMEEC Board and staff. She added that staff would be sending out materials for this review by early November so that results could be compiled and a report of any identified conflicts would be made to the Audit Committee at its meeting in January 2024. The Committee agreed with this approach.

F Adjourn

A motion was made by Committee Member Demicco, seconded by Committee Member Gaudet to adjourn.

Motion passed unanimously.

The meeting was adjourned at 11:18 a.m.