

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 13, 2024

A Regular Hybrid 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 in person at 30 Stott Avenue, Norwich, CT and via Zoom on Thursday, June 13, 2024.

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 via Zoom:

Bozrah Light & Power: Scott Barber
Groton Utilities: Ronald Gaudet
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
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth
East Norwalk, Third Taxing District: Michele Sweeney

The following Non-Voting Members participated via Zoom:

Bozrah Light & Power: William Ballinger
Jewett City Department of Public Utilities: James Derusha
South Norwalk Electric & Water: Scott Murphy
Third Taxing District, East Norwalk: Kevin Barber
East Norwalk Municipal Representative: Pete Johnson

The following CMEEC Staff participated via Zoom and in person:

Dave Meisinger, CMEEC CEO via Zoom
Patricia Meek, CMEEC Director of Finance & Accounting, in person

The following CMEEC Staff participated via Zoom and in person (Cont'd):

Candice DiVita, CMEEC Financial Analyst, via Zoom
Margaret Job, CMEEC Director, Administrative Services, in person
Lauren Gaudet, CMEEC Administrative and Sustainability Specialist, in person
Chantal Maxwell, CMEEC Administrative Services Coordinator, in person

Others participated via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate, via Zoom

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 in person and via Zoom. He requested that all participants' devices remain on mute unless speaking to eliminate confusion and background noise and to 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

Ms. Job conducted roll call. Committee Chair Huth confirmed a quorum of the Committee was present.

C Approve Minutes of the March 21, 2024 Regular Hybrid Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Committee Member Kennedy, seconded by committee Member Oefinger to Approve the Minutes of the March 21, 2024 Regular Hybrid Meeting of the CMEEC / CTMEEC Joint Governance Committee.

Motion passed unanimously.

D Semi-Annual Review of Strategic Plan

Mr. Meisinger provided a high-level review of recent progress made on the Strategic Plan that was approved by the Board of Directors in October 2020. Mr. Meisinger walked the Committee through the slides highlighting the status of the initiatives under each goal. He noted that the Decarbonization Policy under the Power Supply goal was approved the by the Board in November 2023. He added that under this goal, to be most transparent,

adaptable and cost-effective power supplier in New England, CMEEC has been active in several relevant regulatory dockets and agency discussions.

Mr. Meisinger further explained that under the Growth goal, amendments to the Enterprise Risk Management Program have been approved by the Board in January 2024 and that CMEEC has instituted a fixed price full requirements load-following offering to MEU retail special contract customers.

Under the Financial/Balance Sheet goal, Mr. Meisinger highlighted the five-year financial plan noting that reviews continue with expected Board approval of the plan to occur by the end of 2024.

The Communications/Image goal is lagging somewhat, but positive changes in staffing that can facilitate attention and growth in this area have recently occurred. Mr. Meisinger noted that with the recent staffing additions along with current staff, CMEEC will begin to conduct more internal and external activity related to this goal. He added that the Annual Report is now fully created and published in-house with increasing success each year. Mr. Meisinger noted that CMEEC staff member Richard Gaudet along with the Finance & Accounting department and other staff have been fully involved in this annual initiative.

Work under the Member Services goal included a revival of the CMEET group meetings, focusing on decarbonization based ratepayer programs. He added that a battery RFP was distributed, and a standardized residential solar offering remains under consideration.

Finally, under the Organizational Development goal, Mr. Meisinger explained that process improvements and revamped forms related to staff performance reviews has been conducted and new forms have been utilized in this year's employee self-evaluation and supervisor performance appraisal process. He added that an employee engagement survey is expected to be developed this year. Mr. Meisinger also noted there has been increased visibility of CMEEC staff and MEU members at ratings agencies and at industry associations.

Mr. Meisinger then highlighted future planning under the Strategic Plan to include periodic review to ensure the plan is being followed. He added that CMEEC has made substantial progress on goal completion and will continue to do so. Mr. Meisinger noted next steps likely including a broader review of the Strategic Plan in 2025.

Discussion followed in response to an inquiry from Committee Member Staley about goals that have not been achieved to date.

E Attendance Reports for 2023 Board and Committee Meetings

Committee Chair Huth walked the Committee through the Member Utility Board and Committee Meeting attendance sheets for 2023 highlighting those Board/Committee members who have not met their 70% participation requirement.

F Discussion re Possible Modifications to CMEEC Business Travel, Events and Retreats Policy

Mr. Meisinger walked the Committee through the slide deck highlighting proposed revisions to the CMEEC Business Travel, Events and Retreats Policy. He noted that the proposed changes stem from an inquiry as to a requirement of the Audit Committee charter to review ‘exceptions’ to this policy. The question posed looked for the definition of a ‘reportable exception.’ Mr. Meisinger explained that CMEEC staff recommended revisions to the policy which include an allowance of an up to 15% variance from total approved travel expense amount before requiring additional approval; requiring approvals for greater variances and/or “emergency travel” prior to reimbursement; and proposed additional clean-up and removal of ambiguities as well as the addition of enforcement provisions at the end of the policy.

After lengthy discussion, the Committee agreed to vote to recommend the proposed revisions to the policy to the Board for its approval.

A motion was made by Committee Member Gaudet, seconded by Committee Member Eggleston to recommend the revised CMEEC Business Travel, Events and Retreats Policy as presented at today’s meeting to the Board of Directors for Approval at their Regular meeting on June 27, 2024.

Motion passed unanimously.

G Discussion re Recording of Meetings

Proposed Executive Session Pursuant to C.G.S. §§ 1-200(6)(E) and 1-210(b)(1), (b)(5) and (b)(10)

Prior to voting on entering Executive Session, Mr. Meisinger asked Chair Huth to entertain a vote to amend the Agenda to add a second Executive Session discussion of issues related to the CMEEC 401(k) and 457(b) retirement plans. He added that discussion of these topics fall under the statutory rational as noted above as part of the original Agenda.

A motion was made by Committee Member Kennedy, seconded by Committee Member Eggleston to amend the agenda to include discussion of the above stated plans under the same statutory rational as noted above.

Motion passed unanimously.

Prior to a lengthy discussion related to the appropriateness of discussing the potential recording of CMEEC meetings and the issues related to the CMEEC 401(k) and 457(b) plans, the motion to enter Executive Session was moved and seconded. Following this motion, lengthy public discussion ensued about whether to move into Executive Session, which resulted in the Committee agreeing to take a roll call vote to determine if these topics should be discussed in Executive Session resulting in the following outcome:

Aye:
Committee Member Gaudet
Committee Member Demicco
Committee Member Huth
Committee Member Kennedy
Committee Member Sweeney
Committee Member Eggleston
Committee Member LaRose
Committee Member Barber

Nay:
Committee Member Oefinger
Committee Member Staley

With the Aye's being greater in number than the Nays, the motion to enter Executive Session was adopted.

The basis for entering Executive Session is as noted above.

Members of the Committee, as well as non-voting members present, CMEEC staff in attendance and Mr. Silverstone remained.

Mr. Silverstone agreed to be bound by the terms of his Non-Disclosure Agreement dated May 24, 2021.

The Committee entered Executive Session at 11:38 a.m.

The Committee re-entered Public Session at 12:19 p.m.

Committee Chair Huth acknowledged that no actions were taken during Executive Session.

Recording of CMEEC Meetings

During Executive Session, the Committee discussed at length whether CMEEC should record its meetings. The Committee was split on whether or not to begin this practice and agreed to take a roll call vote resulting in the following:

Aye:
Committee Member Huth
Committee Member Kennedy
Committee Member Oefinger

Nay:
Committee Member Gaudet
Committee Member Demicco
Committee Member Sweeney

Aye (Cont'd):
Committee Member Staley
Committee Member LaRose

Nay (Cont'd):
Committee Member Eggleston
Committee Member Barber

The results of the roll call vote were tied therefore the motion died.

The Committee agreed to vote to present the confidential attorney / client privileged memo containing counsel advice on the factors to consider in deciding whether or not CMEEC should record its meetings to the Board at its meeting on June 27, 2024 for their discussion and review.

A motion was made by Committee Member Kennedy, seconded by Committee Member Staley to present the confidential attorney/client privileged memo discussed in Executive Session today containing counsel advice on the factors to consider in deciding whether or not CMEEC should record its meetings to the Board of Directors for their input and discussion at its meeting on June 27, 2024, with Committee Member Gaudet objecting.

Motion passed.

Corrections to CMEEC 457(b) Trust Agreement and Plan Documents

A motion was made by Committee Member Oefinger, seconded by Committee Member Gaudet, to recommend that staff bring the revised 457(b) Trust Agreement, 457(b) Plan Document and any other relevant documents, agreements or proposed Resolutions to the Board for consideration and approval at its regular meeting scheduled for June 27, 2024, which documents and information shall include any additional modifications or changes to today's drafts as may be approved by the CEO upon the advice of counsel and in coordination with staff.

Motion passed unanimously.

H New Business

Committee Member Gaudet announced that he will be away through the first week of July and therefore would not be in attendance at the June 27, 2024 CMEEC Board of Directors meeting.

I Adjourn

A motion was made by Committee Member Barber, seconded by Committee Member Oefinger to adjourn.

Motion passed unanimously.

The meeting was adjourned at 12:24 p.m.