

MINUTES OF THE 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, 2019

A Special Meeting of the Joint Governance Committee Meeting of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC”) was held on Thursday, June 13, 2019 at the offices of CMEEC, 30 Stott Avenue, Norwich, CT at 10:00 a.m.

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

The following Committee Members participated:

Bozrah Light & Power: Richard Tanger
Groton Utilities: Ronald Gaudet, Jeffrey Godley, Mark Oefinger
Jewett City Department of Public Utilities: Richard Throwe (via telephone)
East Norwalk TTD: Debora Goldstein
South Norwalk Electric and Water: David Westmoreland (via telephone)

The following CMEEC Staff participated:

Michael Lane, CMEEC CFO and Interim CEO
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Margaret Job, CMEEC Executive Assistant/Paralegal

Ms. Job recorded.

Chair Gaudet called the meeting to order at 10:00 a.m. and determined a quorum was present. For the record he noted that the meeting was taking place at the CMEEC offices located at 30 Stott Avenue, Norwich, CT. He asked that each participant identify themselves for the benefit of those on the telephone and those participating in person.

Agenda Item

A Public Attendance Comment Period

No member of the public was in attendance.

B Approval of the Minutes of the May 22, 2019 Regular Meeting of the Joint Governance Committee

Committee Member Debora Goldstein requested that two typographical errors be corrected in the second paragraph of agenda item two of the May 22, 2019 Regular Meeting minutes.

A motion was made by Committee Member Richard Tanger, seconded by Committee Member Mark Oefinger to approve the minutes as amended, with Committee Member Jeffrey Godley abstaining.

Motion passed.

C Review of Chief Executive Officer Job Description

Mr. Lane and Mr. Whittier recused themselves from the discussion of the Chief Executive Officer job description and exited the meeting.

The Committee members engaged in lengthy discussion in connection with reviewing and revising the existing CMEEC Chief Executive Officer job description. The Committee reviewed samples of other Chief Executive Officer job descriptions from Joint Action Agencies and municipal utilities. Ms. Kipnis was tasked with creating a draft job description based on discussion at today's meeting to be presented for further discussion at a future Joint Governance Committee meeting.

D Recommendations of the Establishment of CEO Search Committee

After thorough discussion regarding the establishment of a CEO search committee, the Committee determined that it would make a recommendation to the Board of Directors that the full Board of Directors act as an Executive Search Committee. The Committee also determined that it would be in the best interests of CMEEC to conduct a national search and to engage an executive recruiter with the Joint Governance Committee acting as a subcommittee of the Executive Search Committee to take the steps necessary to retain an executive recruiter and to take the preliminary steps needed to work with that recruiter. Further, the full Board of Directors, acting as the Executive Search Committee, would be invited to participate in all subcommittee meetings.

A motion was made by Committee Member Oefinger, seconded by Committee Member Godley to make the above recommendations to the Board of Directors at its next meeting.

Motion passed unanimously.

E Discussion of Establishment of an Executive Committee of the Board of Directors

Ms. Kipnis explained that one of the recommendations made by the Special Committee was to examine whether an Executive Committee should be established to address issues discussed in the investigative report conducted by Attorney Eileen Duggan. After lengthy discussion about the scope, the Committee determined that it would need more time to review the establishment of an executive committee requesting that it remain on the agenda for a future meeting of this Committee. Ms. Kipnis was tasked with researching other similar entities' establishment of an executive committee and the charters of any such executive committee to further educate the Committee.

Mr. Lane and Mr. Whittier were invited back into the meeting.

F Discussion of Organizational Best Practices for Chief Financial Officer and General Counsel

A brief discussion was conducted by the Committee with respect to a draft organizational chart depicting dotted lines from the Chief Financial Officer and General Counsel positions to the Board of Directors. Ms. Kipnis indicated that the dotted lines need to be defined and suggested that she make recommendations of range of possibilities for those dotted lines.

In the interest of time, Chair Gaudet stated that this and the remainder of the agenda items for discussion at today's meeting will be tabled until a future meeting of this Committee. Discussion followed with respect to the scheduling of a Special meeting of this Committee to continue the conversation and address the remaining agenda items. The Committee agreed that it would schedule a Special meeting on Wednesday, July 10, 2019 at 1:30 p.m. at the CMEEC offices.

There being no further business to come before this Committee, Chair Gaudet entertained a motion to adjourn.

A motion was made by Committee Member Oefinger, seconded by Committee Member Godley to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 12:35 p.m.