

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

July 10, 2019

A Special 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”) was held on Wednesday, July 10, 2019 at the offices of CMEEC, 30 Stott Avenue, Norwich, CT at 1:30 p.m.

The meeting was legally noticed in compliance with Connecticut General Statutes 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
East Norwalk TTD: Debora Goldstein
South Norwalk Electric and Water: David Westmoreland (via telephone)

The following Member Representative participated:

Christopher LaRose: Norwich Public Utilities

The following CMEEC Staff participated:

Michael Lane, CMEEC CFO and Interim CEO
Robin Kipnis, CMEEC General Counsel
Margaret Job, CMEEC Executive Assistant/Paralegal

The following also participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate (via telephone)

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 1:36 p.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 June 13, 2019 Special 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 June 13, 2019 Special Meeting of the Joint Governance Committee.

Motion passed unanimously.

C Review of Draft CMEEC Chief Executive Officer Job Description.

Mr. Lane excused himself from this portion of the meeting at 1:37 p.m.

The Committee reviewed the draft Chief Executive Officer job description crafted by Ms. Kipnis with input by Committee Member Godley which was created based on discussions at the June 13, 2019 Special Meeting of this Committee.

The Committee discussed that the job description, as further edited by incorporating revisions discussed at today's meeting, would be provided to the full Board of Directors at its meeting in July for their review and an opportunity to ask questions and/or require further edits. Ms. Kipnis added that neither Mr. Lane nor Mr. Whittier received the draft Chief Executive Officer job description.

Discussion followed with respect to setting compensation however the Committee determined such a discussion should take place at a future Joint Compensation Committee meeting after the job description has been approved by the full Board.

Committee Chair Gaudet entertained a motion to recommend to the Board of Directors that they approve the draft Chief Executive Officer job description, as discussed at today's meeting.

A motion was made by Committee Member Godley, seconded by Committee Member Debora Goldstein to recommend to the Board of Directors that they approve the draft Chief Executive Officer job description, as amended.

Motion passed unanimously.

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

Mr. Lane re-joined the meeting at 2:29 p.m.

Chair Gaudet noted that this item was also discussed at the June 13, 2019 Special Meeting of this Committee. Ms. Kipnis explained that at the last meeting she was tasked with researching other similar entities' establishment of an executive committee and the charters of any such executive committee. Discussion followed with respect to her research and the types of tasks that are commonly undertaken by executive committees.

After considerable discussion the Committee concluded that, given the frequency with which the CMEEC Board of Directors meet, and the tendency of Executive Committees to exercise power best left to the Board of Directors as a whole, the Governance Committee would report to the Board at its next meeting that it does not recommend the establishment of an executive committee at this time. A Board vote would mark this item complete on this Committee's assignment from the Special Committee's recommendations.

At the request of Mr. Lane to modify the order of today's Agenda, Committee Member Goldstein made a motion to suspend the rules and move Agenda Item F before Agenda Item E. The motion was seconded by Committee Member Godley.

Motion passed unanimously.

F Agenda Development: Board Governance Training and Possible Strategic Session

The Committee had lengthy discussion in connection with a facilitated Board governance training session.

The Committee also discussed the grid developed by Committee Member Goldstein which highlights each of the Special Committee recommendations as they were assigned to each CMEEC Board Committee by the Governance Committee. This Committee determined that the grid and individual committee updates would be brought to the Board at future meetings. All Committee members received a copy of the grid.

After discussion, and in the interest of time, the Committee agreed that it would table agenda items E, F, G, and H until a later meeting date. It was the consensus of the Committee to cancel the July 24, 2019 regularly scheduled meeting and instead hold a special meeting of this Committee on Thursday, July 25, 2019 after the Regular Board of Directors' meeting.

A motion was made by Committee Member Goldstein, seconded by Committee Member Richard Throwe to table Agenda Items E, F, G and H.

Motion passed unanimously.

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

A motion was made by Committee Member Throwe, seconded by Chair Gaudet to adjourn the meeting.

The meeting was adjourned at 3:40 p.m.