

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

November 6, 2020

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” and “Transco”) was held on November 6, 2020 telephonically and via Zoom.

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
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Richard Throwe
Norwich Public Utilities: Christopher LaRose, Robert Staley
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: David Westmoreland

The following non-Committee Members participated telephonically or via Zoom:

Jewett City Department of Public Utilities: Louis Demicco
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric & Water: Alan Huth, Scott Murphy
Third Taxing District, East Norwalk: Pete Johnson

The following CMEEC Staff participated telephonically or via Zoom:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Patricia Meek, CMEEC Interim Director of Finance & Accounting

Scott Whittier, CMEEC Director of Enabling Services
Margaret Job, CMEEC Executive Assistant / Paralegal

Others participating telephonically or via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:01 a.m. He explained that today's meeting is being held via Zoom and telephonically. 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 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 with each participant responding individually as their names were called. Committee Chair Gaudet confirmed a quorum was present.

C Approve Minutes of the October 8, 2020 Regular Meeting of the Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Robert Staley to approve the Minutes of the October 8, 2020 Regular Meeting of the Joint Governance Committee.

Motion passed unanimously.

D Discussion and Recommendation: Proposed Slate of Board Officers and Committee Members for Annual Meeting

Committee Chair Gaudet explained that the proposed slate of Committee membership before the Committee today is a revised version from the slate that was provided to them in advance of today's meeting. He stated that the Strategic Planning Committee had not been included in the slate provided in the meeting packet but added for consideration by the full Board for approval of the full Committee slate. He added that Committee Member Mark Oefinger has been added to the slate of the Budget & Finance Committee per his request this week.

Scott Whittier, CMEEC Director of Enabling Services, added that an additional change was made which revised the title of the Compensation and Policy Committee to “Compensation Committee” to resolve some ambiguities regarding that Committee’s name as referenced in certain documents.

The Committee discussed the importance of ensuring all Member Electric Utilities are represented on each of the Joint Committees. After discussion, Scott Murphy of South Norwalk Electric & Water agreed to join the Audit Committee. The Committee slate will be updated accordingly.

Committee Chair Gaudet entertained a motion to recommend the Committee slate, as amended at today’s meeting, to the full Board of Directors for approval at its meeting on November 19, 2020.

A motion was made by Committee Member Staley, seconded by Committee Member Oefinger to recommend the amended Committee slate to the full Board of Directors for approval at its meeting on November 19, 2020.

Motion passed unanimously.

E Member Input: Committee Goals for 2021 and Discussion on CMEEC Overall Committee Structure

Committee Chair Gaudet explained this agenda topic is an open forum discussion on goals for the Governance Committee to consider at its first meeting in 2021. He also explained that this topic will garner generalized discussion on the future structure of all Joint Committees of the Board.

Ms. Kipnis also explained that Mr. Silverstone had recommended at a prior meeting that an item be added to Committee agendas for 2021 which would address Committee structure.

Lengthy discussion regarding CMEEC overall Committee structure ensued, in particular whether there could be a consolidation of the Committee structure.

Committee Chair Gaudet asked the Committee for input on goals for this Committee for 2021. Discussion followed related to the focus of the Cost of Service Study and its possible impact on CMEEC governing agreements or documents, if any. Mr. Meisinger explained that the focus of the study is on CMEEC’s A&G costs but that revisions to the Member Agreement, RPSCs or other relevant agreements or documents might be necessary depending on the outcome of the Cost of Service Study.

Upon inquiry by Committee Member Oefinger related to the Governance Committee’s obligation to monitor the progress of any of the Special Committee Recommendations, Ms. Kipnis stated that she would review the Recommendations to determine if an internal

audit mechanism was included in the Recommendations. Committee Chair Gaudet added that this topic would be added to the Parking Lot.

Mr. Meisinger stated that later in today's meeting there will be discussion on the possible recommendation to eliminate one of the two Alternate Members of the Board for each MEU. He explained that he has had conversations with various Board Members regarding compensation for attendance at Board and Committee meetings and inquired if this topic could be discussed. Committee Chair Gaudet stated that the Committee will be discussing the elimination of the Alternate Members during today's agenda and that compensation for attendance at meetings could be sent to the Compensation Committee for consideration. Lengthy discussion followed in connection with compensation for Board and Committee meeting attendance and participation.

F Proposed Plan for Onboarding New Committee Members

Ms. Kipnis walked the Committee through the memo provided to the Committee in advance of today's meeting. The memo provided an outline of a proposed Onboarding process for new Committee Members. She explained the process which includes new committee members receiving a packet of materials that contain minutes from the last calendar year of meetings plus applicable current calendar year minutes, a copy of the Committee Charter, a schedule of upcoming meetings and a Committee member contact list. She further explained that a new Committee member would participate at an onboarding session (via telephone, Zoom or in-person) with the CEO, Committee Chair and the CMEEC Staff Lead on the Committee to answer questions and provide a brief summary of what the Committee does and any potential upcoming Committee work. She added that the proposed orientation process would be incorporated into each Committee Charter as they get reviewed in the coming year. Discussion followed.

Committee Chair Gaudet explained that when the new process is incorporated into each Committee Charter, an additional item to be included should be to provide information to new Board members regarding CMEEC Committees on an ongoing basis. He added that he would include the new proposed Committee member onboarding process in his report to the Board at its meeting on November 19, 2020.

G Review Bylaw Change to Eliminate one of two Alternate Members of the CMEEC Board of Directors

Ms. Kipnis explained that in response to discussions at both the Governance Committee meeting on October 8, 2020 and the Board of Directors' meeting on October 22, 2020, the elimination of one of the two Alternate Members of the CMEEC Board of Directors required a revision to the Bylaws. She walked the Committee through the minor edits replacing any references to two Alternate Members to just one Alternate Member. She further explained that revisions to the Bylaws require approval by the Member Delegation and that seven days' advance notice is required. Ms. Kipnis explained that a resolution will be drafted that clearly states the revised Bylaws will be effective upon passage and that current Alternate Members are grandfathered. Following discussion

regarding the term of grandfathered Alternate Members, the Committee agreed the resolution will reflect that the terms of the second, grandfathered Alternate Members will end in December 2021, after which each MEU will have one Alternate Member of the CMEEC and CTMEEC Boards of Directors going forward.

Committee Chair Gaudet entertained a motion to recommend the revised CMEEC Bylaws to the Member Delegation of the CMEEC Board of Directors for Approval at its meeting on November 19, 2020.

A motion was made by Committee Member David Westmoreland, seconded by Committee Member Richard Throwe, to Recommend the Revised CMEEC Bylaws to the Member Delegation of the CMEEC Board of Directors for Approval at its meeting on November 19, 2020.

Motion passed unanimously.

H New Business

There being no new 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 Throwe to adjourn.

Motion passed unanimously.

The meeting was adjourned at 11:02 a.m.