

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

March 16, 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 telephonically and via Zoom on Thursday, March 16, 2023 at 1:00 p.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: Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
Norwich Public Utilities: Robert Staley
South Norwalk Electric and Water: Alan Huth, David Westmoreland

The following Non-Voting Members participated:

Bozrah Light & Power: William Ballinger, Scott Barber
Third Taxing District, East Norwalk: Kevin Barber

The following CMEEC staff participated:

Dave Meisinger, CMEEC CEO
Robin Kipnis, CMEEC General Counsel
Patricia Meek, CMEEC Director of Finance and Accounting
Margaret Job, CMEEC Paralegal and Compliance Specialist

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Ms. Kipnis explained that in the absence of 2022 Committee Chair Ronald Gaudet, a Chair Pro Tem will need to be appointed.

A motion was made by Committee Member Jeffrey Godley, seconded by Committee Member Alan Huth, to appoint Committee Member Huth Committee Chair Pro Tem. No other nominations were made.

Motion passed unanimously.

Specific Agenda Items

A Public Comment

No public comment was made.

B Roll Call

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

C Selection of Joint Governance Committee Chair

A motion was made by Committee Member Robert Staley, seconded by Committee Member David Westmoreland to appoint Committee Member Huth as Chair of the Joint Governance Committee. No other nominations were made.

Motion passed unanimously.

After inquiry by Committee Member Mark Oefinger, Ms. Kipnis confirmed that Committee Member and 2022 Committee Chair Ronald Gaudet stated that he would not seek reappointment as Chair of this Committee for 2023.

D Approve the Minutes of the November 3, 2022 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Committee Member Oefinger, seconded by Committee Member Staley to Approve the Minutes of the November 3, 2022 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee. Committee Member Westmoreland abstained.

Motion passed.

E Annual Review of Joint Governance Committee Charter

Ms. Kipnis walked the Committee through the Charter provided in advance of today's meeting, noting that no changes have been requested or proposed by CMEEC staff. She provided a high level review of the Committee's responsibilities as they are identified in the Charter.

The Committee agreed that no changes were required at this time. Committee Chair Huth entertained a motion to approve the Charter without changes.

A motion was made by Committee Member Oefinger, seconded by Committee Member Westmoreland to Approve the Governance Committee Charter with no changes.

Motion passed unanimously.

F Review Results of Joint Governance Committee Self-Evaluation

Committee Chair Huth walked the Committee through the results of the Committee's Self-Evaluation from 2022, noting that not all members responded. He explained that those that did respond to the survey gave the Committee an overall rating of Outstanding.

The Committee then discussed the proposed goals for 2023. After lengthy discussion, the Committee agreed its June 8, 2023 meeting agenda will include discussion of the format (remote, in-person or hybrid) and location of future Board and Committee meetings, as well as an appropriate platform or other approach with which meeting materials can be distributed to and accessed by Board and Committee members prior to each meeting.

G Governance Committee Planning

- **Ethics and Conflicts of Interest Policy: To review the policy with respect to the gift ban and attendance at events and the development of an annual conflict of interest statement**

Ms. Kipnis explained that the purpose of Agenda Item G was to be a planning session to start conversation for future discussion. She added that any or all of the topics listed can be added to a future Committee meeting agenda as well as any further items requested by this Committee. Ms. Kipnis also noted that she had provided a sample Conflicts of Interest Statement in today's materials to start conversation on the conduct of an annual conflict of interest review by all Board and Committee members.

After lengthy discussion, Committee Chair Huth entertained a motion to add discussion with possible revision of the Ethics and Conflicts of Interest Policy to a future Committee meeting agenda.

A motion was made by Committee Member Westmoreland, seconded by Committee Member Godley to add discussion with possible revision of the Ethics and Conflicts of Interest Policy to the June 8, 2023 meeting agenda.

Motion passed unanimously.

- **Review of Board Stipends: In-person versus Zoom and other technical modifications**

Ms. Kipnis explained that prior to the pandemic, and pursuant to adopted resolutions, Board and Committee members entitled to receive a stipend received different levels of payment depending on the type of meeting and method of participation. She explained that as a result of the pandemic, the option of attending a meeting in person was no longer available, and at that time the Compensation Committee recommended that payment for participation at Board and Committee meetings would be at the 'in-person' level until further notice and recommended that the topic be reviewed again at a later date.

After discussion, the Committee agreed it would place this item on its June 8, 2023 agenda for discussion regarding both the amount of such stipends as well as the relevant policies and procedures governing Board member compensation.

- **Improving Municipal Utility Appointment Process to CMEEC Board**

Ms. Kipnis suggested that the Committee could discuss and formalize a process for submitting information to the relevant MEU commissions that appoint CMEEC Board Member Representatives, Alternate Member Representatives and Municipal Rate Payers to the CMEEC Board. She explained that the job descriptions this Committee approved last year, along with attendance tallies from previous years indicating the level of attendance of existing Board and Committee members, could help inform a MEU commission's appointment and review process.

After discussion, the Committee agreed it would place this item on its June 8, 2023 agenda for discussion.

- **Additional Items Identified in Committee Self-Evaluation**

The Committee agreed that it had thoroughly discussed this topic under Agenda Item F.

H New Committee Member Onboarding

Ms. Kipnis walked the Committee through the New Committee Member Onboarding. She stated three new Committee members have been appointed to serve for 2023. Ms. Kipnis provided a summary of items addressed by this Committee in 2022.

I New Business

There was no new business.

J Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 2:17 p.m.