

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

July 9, 2020

A Regular Meeting of the Joint Governance Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Electric Energy Cooperative (“CTMEEC” or “Transco”) was held via Zoom and telephonically at 10:00 a.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 via Zoom and Telephonically:

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

The following Non-Voting Members of the Board participated via Zoom and Telephonically:

Bozrah Municipal Representative: Joseph Cirrito
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric & Water: Alan Huth, Eric Strom
Third Taxing District: Kevin Barber

The following CMEEC staff participated via Zoom and Telephonically:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Margaret Job, Executive Assistant / Paralegal

Other participants participated via Zoom and Telephonically

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job Recorded.

Ms. Kipnis requested that a Member of the Committee make a motion to appoint Mark Oefinger Chair Pro Tem of this Committee in the absence of the Committee Chair Ronald Gaudet.

A motion was made by Committee Member Robert Staley, seconded by Committee Member Richard Throwe to appoint Mark Oefinger Chair Pro Tem in the absence of the Committee Chair Ronald Gaudet.

Motion passed unanimously.

Chair Pro Tem Oefinger called the meeting to order at 10:01 a.m. He explained that today's meeting is being held via Zoom and telephonically. He provided instructions for the conduct of today's meeting asking that participants keep their devices on mute and to announce their name when speaking. He asked Ms. Job to take attendance. Upon completion, Chair Pro Tem Oefinger confirmed a quorum was present.

Specific Action Item

A Public Comment

No public comment was made.

B Approve Minutes of the February 20, 2020 Regular Meeting of the Joint Governance Committee

A motion was made by Committee Member Staley, seconded by Committee Member Throwe to approve the Minutes of the February 20, 2020 Regular Meeting of the Joint Governance Committee with Committee Member David Westmoreland abstaining.

Motion passed.

C Committee Discussion Topics

(1) Joint Board Committee Self-Evaluation: Review/Edit Evaluation Form

Dave Meisinger, CMEEC CEO, provided a brief background on this discussion point by explaining that at the last Governance Committee meeting held on February 20, 2020, the Committee discussed developing a form, or researching a form, to use for Self-Evaluation by this Committee, the other Board Committees, and also the Board itself. That

discussion included reaching out to Tim Blodgett of Hometown Connections to inquire about a form of self-evaluation. Robin Kipnis, Esquire, CMEEC General Counsel, added that the form for review at today's meeting was provided by Mr. Blodgett and tailored to meet CMEEC needs. Upon inquiry, Ms. Kipnis confirmed that other agencies like CMEEC utilize this similar form.

Discussion followed related to making the form more granular so that individual forms represent each individual Committee. Chair Pro Tem Oefinger also suggested that the Charter of each Committee be distributed along with the Committee's self-evaluation form. He re-stated the suggestions from this discussion as being the expansion of the second item on the form to be targeted to each individual Committee and to number the items on the form so that in the comment section at the end of the form, comments can identify which numbered item corresponds with that comment.

Discussion followed in connection with the timing of distribution and completion of the Committee Self-Evaluation forms and whether the Governance Committee should test the form by completing it prior to sending it out to other Committees.

Upon inquiry, discussion related to who would review the results of the self-evaluations commenced. Consensus of the Committee is to have staff review and compile responses. Discussion followed in connection with conducting the self-evaluations electronically like the survey posed to the Board soliciting interest in service on Board Committees. The Committee agreed that the evaluation form will be distributed electronically similar to a fillable electronic survey.

David Silverstone, Esquire, Municipal Electric Consumer Advocate, inquired whether the completed forms would be public documents. Ms. Kipnis stated that the form itself is public but will also be used to inform the Committees, and members new to a Committee, in the following year based on results of the evaluations. She added the results would be made public. Mr. Silverstone suggested that the form contain a statement that it is contemplated that the form and results will be public documents, unless specified otherwise by those completing the form.

(2) Discussion and Schedule New Board Member Onboarding

Chair Pro Tem Oefinger explained that the one-page item associated with this discussion topic provided to this Committee in advance of today's meeting is taken from the table of contents of three-ring binder provided to the Board in October of last year at the Governance Training session facilitated by Tim Blodgett.

Ms. Kipnis explained this agenda item stems from discussion of this Committee and the Special Committee (right?) that identified that onboarding needed to be conducted. She added that new Board members have not been through any formal orientation and this Committee realizes that there is a need to develop and schedule onboarding for new Board members. She added that onboarding was originally to take place prior to the

Strategic Planning process began, however that changed because of schedules changing due to the Covid-19 pandemic.

Chair Pro Tem Oefinger suggested two items be added to the onboarding process, identifying Strategic Planning and Conflict of Interest / Ethics. Discussion followed related to onboarding sessions being offered to new Board members with the full Board strongly encouraged to attend to facilitate a robust onboarding session for both new and current Board members.

Discussion followed related to scheduling onboarding sessions with the consensus being that it should take place prior to the Strategic Plan rollout that is currently scheduled to occur as part of the September 24 Board meeting. A date in September prior to that meeting will be reviewed.

Ms. Kipnis offered that the new Board data management process, which will make Board packages and other documents available electronically to the Board, be part of the onboarding session so that Board members can receive training on how to access those documents using the new Board data management tool.

Mr. Meisinger reminded the Committee that beginning with the July Board of Directors package, SharePoint will be used as a platform for Board members to receive their packages in place of the hard copy packages currently being sent via Federal Express. He added that the SharePoint platform will also contain a link to a general library of CMEEC materials which can also include onboarding materials, and that this link will be developed over time with Board input.

(3) Board Data Management Initiative (Roll out of access to key documents in connection with Onboarding)

Mr. Meisinger explained that he had discussed this topic at last month's Board meeting. He stated that he had discussed the new platform and that CMEEC would be stopping the hard copy package Federal Express delivery unless any Board member felt strongly they needed to receive a hard copy. He stated that no one has expressed such a concern to date, and therefore no hard copy Board packages are expected to be delivered this month. He also stated that he noted at last month's Board meeting that CMEEC would not be providing devices or hardware to Board members to access these documents, but added that should a Board member find they do need a device, CMEEC will work to accommodate their needs.

(4) Nepotism Policy

Ms. Kipnis walked the Board through her memo provided to this Committee in advance of today's meeting. She provided an overview of the research she conducted in connection with policies addressing nepotism.

Following lengthy discussion, the Committee has tasked Ms. Kipnis and Mr. Meisinger with drafting a robust policy addressing nepotism, to include a process identifying circumstances which would require Mr. Meisinger to address the Board seeking authorization or approval before CMEEC proceeds with the hiring of any job applicant who has a relationship with any current CMEEC employee or Board member as defined in the policy.

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

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

Motion passed unanimously.

The meeting was adjourned at 11:26 a.m.