

MINUTES OF THE
SPECIAL MEETING OF THE
JOINT GOVERNANCE COMMITTEE
OF THE
BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

October 26, 2021

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” d/b/a Transco) was held telephonically and via Zoom on Tuesday, October 26, 2021 at 1:00 p.m.

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, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Bozrah Light & Power: Richard Tanger
Bozrah Municipal Representative: Joseph Cirrito
Jewett City Department of Public Utilities: Richard Throwe
Norwich Public Utilities: Robert Staley
Third Taxing District, East Norwalk: Michele Sweeney
East Norwalk Municipal Representative: Pete Johnson

The following Non-Voting Members participated telephonically or via Zoom:

Jewett City Department of Public Utilities: Louis Demicco
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric and Water: Alan Huth
South Norwalk Municipal Representative: Dawn DelGreco

The following CMEEC Staff participated telephonically or via Zoom:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Margaret Job, CMEEC Paralegal and Compliance Specialist

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 1:02 p.m. He explained that today's meeting is being held telephonically and via Zoom. 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 names 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 the Minutes of August 19, 2021 Special Meeting of the Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Richard Tanger to Approve the Minutes of the August 19, 2021 Special Meeting of the Joint Governance Committee.

Motion passed unanimously.

D Discussion Topics

- (1) Succession Plan for Board Members (Strategic Plan Initiative)**
Draft Board Vice Chair Position Description
Draft Board Treasurer Position Description

Ms. Kipnis explained that this Committee reviewed the Board Chair and Committee Chair position descriptions at its Special meeting held on August 19, 2021. She noted that they had been provided to the Committee again along with the position descriptions

noted above for discussion at today's meeting. She added that the position descriptions were developed to aid and inform the Committee in selection of the Board Officer slates for next year.

The Committee held lengthy discussion regarding succession of the Vice Chair to the Chair position should the need arise. As presented to the Committee, the Vice Chair position description included a paragraph discussing succession. After discussion, the Committee determined that paragraph would be removed as succession is sufficiently implied, but not mandated, in the Essential Duties and Responsibilities section.

The Committee then discussed the number of years of service on the Board that would be recommended before a person could be considered for nomination as a Board Officer. It was recommended that a person serve at least two years on the Board with exceptions to be allowed in extraordinary circumstances.

(2) Board Interest Survey: Development of Slate of Board Officers and Committee Members for Joint Annual Meeting

Committee Chair Gaudet led the discussion on the results of the Interest Survey for the development of a slate of CMEEC and CTMEEC Board Officers and Committee Membership.

The Committee reviewed the draft slate of CMEEC/CTMEEC joint officers and Committee Membership provided to the Committee in advance of today's meeting. After discussion surrounding the current Officers, the Committee agreed that it would recommend that the current CMEEC/CTMEEC joint slate of officers be renominated for an additional one-year term to maintain continuity.

The Committee proceeded to review a draft Committee membership provided in advance of today's meeting. The draft Committee membership was developed based on the results of the Board Interest Survey. The Committee made additional edits to the Committee membership based on input from Board Members attending the meeting. The Committee ensured that each of the Member Utilities were represented on each committee.

(3) Board and Committee Meeting Schedule Review

Ms. Kipnis explained that the Board meeting schedule is the same as previous years with meetings on the fourth Thursday of the month, except for the months of November and December where the Board meets on the third Thursday of the month.

She further explained that the Committee meeting schedule was worked on internally with the CMEEC leads of each Committee. Consideration was made for certain events such as the open and close of the legislative session, budget review and approval, annual audit, which take place consistently each year.

Ms. Kipnis stated that this Committee will meet on November 4, 2021 to finalize the proposed Officer slate, Committee membership and meeting schedule. Committee Chair Gaudet stated that at the Board meeting on Thursday, October 28, 2021 he will report on the activities from today's meeting and requested that the proposed draft Vice Chair and Treasurer position descriptions, along with the proposed Officer slate and Committee membership, be provided to the Board for review prior to that meeting.

E Adjourn

Committee Chair Gaudet entertained a motion to adjourn.

A motion was made by Committee Member Pete Johnson, seconded by Committee Member Tanger to adjourn.

Motion passed unanimously.

The meeting was adjourned at 2:22 p.m.