

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 2, 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 via Zoom on Thursday, November 2, 2023 at 10:00 a.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: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric & Water: Alan Huth, David Westmoreland
East Norwalk, Third Taxing District: Michele Sweeney

The following Non-Voting Members participated:

Bozrah Light & Power: William Ballinger, Scott Barber
South Norwalk Municipal Representative: Dawn DelGreco
East Norwalk Municipal Representative: Pete Johnson

The following CMEEC Staff participated:

Dave Meisinger, CMEEC CEO
Patricia Meek, CMEEC Director of Finance & Accounting
Candice DiVita, CMEEC Financial Analyst
Margaret Job, CMEEC Paralegal and Compliance Manager

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Alan Huth called the meeting to order at 10:00 a.m. noting for the record that today's meeting is being held via Zoom. He requested that all participants' devices remain on mute unless speaking to eliminate confusion and background noise and to 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. Committee Chair Huth confirmed a quorum of the Committee was present.

C Approve the Minutes of the October 12, 2023 Regular Meeting of the CMEEC / CTMEEC Governance Committee

A motion was made by Committee Member Oefinger, seconded by Committee Member LaRose to Approve the Minutes of the October 12, 2023 Regular Meeting of the CMEEC / CTMEEC Governance Committee.

Motion passed unanimously.

D Proposed Vote to Recommend Slate of Board Officers and Committee Members to the CMEEC and CTMEEC Boards of Directors for Nomination and Vote at the CMEEC /CTMEEC Annual Meetings.

Committee Chair Huth explained that this Committee discussed and created the proposed officer and committee slates based upon the results of the Board Interest Survey.

After brief discussion, Committee Chair Huth entertained a motion to recommend the slate of Officers and Committees to the CMEEC/CTMEEC Boards at their Annual Meeting on November 16, 2023.

A motion was made by Committee Member Demicco, seconded by Committee Member Gaudet to Recommend the Slate of Board Officers and Committee Members to the CMEEC and CTMEEC Boards of Directors for Nomination and Vote at the CMEEC / CTMEEC Annual Meetings.

Motion passed unanimously.

E Discuss Potential Modification to Job Descriptions for Certain CMEEC/Transco Board and Committee Positions, and Proposed Vote to Recommend Approval of Modifications to the CMEEC and CTMEEC Boards of Directors

Mr. Meisinger explained that a vote to recommend Board approval of the modified job descriptions was not necessary. He added that this Committee created and approved the job descriptions on January 20, 2022 and presented as informational to the Board at its meeting on January 27, 2022.

Mr. Meisinger further explained that the redline job descriptions provided to the Committee in advance of today's meeting reflect the results of the Board Self-Assessment including adding specific preferred areas of experience and expertise as identified in those results. He also noted that certain edits were made for clarification and conformity.

After discussion, the Committee agreed that it would vote to approve the revised job descriptions as presented at today's meeting and that clean versions of them will be included as informational only in the package of materials for the November 16, 2023 Annual Meeting of the CMEEC/CTMEEC Boards of Directors.

A motion was made by Committee Member Oefinger, seconded by Committee Member Kennedy to Approve the Board Officer and Member and Alternate Member Representative and Municipal Representative Job Descriptions as presented at today's meeting.

Motion passed unanimously.

F Discussion Topics: Semi-Annual Review of CMEEC Strategic Plan

Mr. Meisinger provided a high-level review of the Strategic Plan noting that it is completing its third year since it was approved by the Board in October 2020. He added that the slide deck presented today includes additional updates to those provided at the quarterly update to this Committee on June 8, 2023 as well as possible kick-off slides for more discussion in 2024 if this Committee thinks would be appropriate.

Mr. Meisinger walked the Committee through the slides highlighting the status of initiatives under each strategic goal. He noted that CMEEC has successfully adhered to its five-year Strategic Plan since October 2020 and has made great progress on most of the underlying initiatives. He further queried the Committee asking if now might be the time for a targeted, formal strategic planning focus on certain key areas.

Following lengthy discussion, the Committee agreed to revisit prior discussion on potential future initiatives identified in the existing Strategic Plan, and to defer the commissioning of a more formal strategic planning process until some point in the future.

G New Business

Mr. Meisinger explained that at its meeting on October 12, 2023 this Committee discussed the challenges that certain Board members were experiencing accessing meeting material on SharePoint. He further explained that yesterday CMEEC staff, including IT staff members along with the CMEEC IT consultants, met to discuss a feasible alternative platform on which meeting materials could be made available to members of the Board and each Board Committee.

Mr. Meisinger further explained that the result of yesterday's meeting was to propose the use of a CMEEC Board Portal on the CMEEC website. He noted that meeting material could be uploaded to this portal which the Board and Committee members can log into and retrieve. He also noted that implementation of multi-factor authentication for accessing this website would be needed as required by CMEEC's cybersecurity plan.

After discussion, the Committee agreed that access to a secure Board Portal site on the CMEEC website would achieve the results they desire. Mr. Meisinger added that CMEEC staff will continue to pursue this alternative and report findings to this Committee at a future meeting. He added that formal training on the use of the Board Portal will be offered to all Board members.

Ms. Meek also explained that at this Committee's meeting on October 12, 2023, she volunteered to lead discussion on the metrics covered on the Master Dashboard and the reports included in the materials posted to SharePoint. In preparation for the next meeting of this Committee, she asked that the Committee review these materials over the next two months and identify any metrics they would like clarification on as well as for possible suggested new metrics or reports they would like to see.

Ms. Meek then stated that the Master Dashboard is focused more on Rate 9 versus total CMEEC. She recommended that the total CMEEC view be reported in the Board package on a regular basis going forward.

H Adjourn

A motion was made by Committee Member Gaudet, seconded by Committee Member Kennedy to adjourn.

Motion passed unanimously.

The meeting was adjourned at 10:59 a.m.