

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 3, 2022

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, November 3, 2022 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 telephonically or via Zoom:**

Groton Utilities: Ronald Gaudet, Jeffrey Godley  
Groton Municipal Representative: Mark Oefinger  
Jewett City Department of Public Utilities: Louis Demicco, Richard Throwe  
Jewett City Municipal Representative: George Kennedy  
Norwich Municipal Representative: David Eggleston  
South Norwalk Electric & Water: Alan Huth, Scott Murphy  
Third Taxing District, East Norwalk: Michele Sweeney

**The following Non-Voting Member Representative participated telephonically or via Zoom:**

Norwich Public Utilities: Robert Staley

**The following CMEEC staff participated in person or via Zoom:**

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

**Others participated telephonically or via Zoom:**

David Silverstone, Esquire Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:03 a.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 background noise. He requested that those speaking state their names before speaking for clarity of the record.

## Specific Agenda Items

### **A Public Comment Period**

No public comment was made.

### **B Roll Call**

Ms. Job conducted roll call. Committee Chair Gaudet confirmed a quorum of the Committee was present.

### **C Approve Minutes of the October 20, 2022 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee**

**A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Jeffrey Godley to Approve the Minutes of the October 20, 2022 Regular Meeting of the CMEEC / CTMEEC Joint 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 Meeting.**

After brief discussion during which final adjustments were made to the Committee slates, Committee Chair Gaudet entertained a motion to recommend the Proposed 2023 Joint Slate of Board Officers and Joint Committee Members to the Joint Boards of Directors at its meeting on November 17, 2022.

**A motion was made by Committee Member George Kennedy, seconded by Committee Member Godley to Recommend the Proposed 2023 Slate of Joint Board Officers and Joint Committee Members to the Joint Boards of Directors at its meeting on November 17, 2022.**

**Motion passed unanimously.**

Committee Chair Gaudet noted that, at its meeting on October 20, 2022, this Committee voted to recommend the proposed 2023 Joint Committee Meeting schedule for approval by the Joint Boards of Directors at its meeting on November 17, 2022 (the "October 20, 2022 Vote"). Since that time, the change to the meeting schedule was requested by Pat Meek to change the first meeting of the Joint Budget & Finance Committee from January 5, 2023 to January 17, 2023. Chair Gaudet then entertained a motion to vote to amend the October 20, 2022 Vote to revise the Budget & Finance Proposed 2023 Committee Meeting schedule as requested by Ms. Meek and to recommend the Amended Proposed 2023 Joint Committee Meeting schedule to the Joint Boards of Directors for Approval at its meeting on November 17, 2022.

**A motion was made by Committee Member David Eggleston, seconded by Committee Member Kennedy to Vote to Amend the October 20, 2022 Vote to Revise the Budget & Finance Proposed 2023 Committee Meeting schedule as requested by Ms. Meek and to recommend the Amended Proposed 2023 Joint Committee Meeting Schedule to the Joint Boards of Directors for Approval at its meeting on November 17, 2022.**

**Motion passed unanimously.**

**E Discussion:**

- **Semi-Annual Review of CMEEC Strategic Plan**

Mr. Meisinger explained that this Committee last received an update of the progress of the CMEEC Strategic Plan in June 2022. He provided a refresher on the planning process of the CMEEC Strategic Plan facilitated by Tim Blodgett, formerly of Hometown Connections. He then summarized progress and direction of each of the goals under the six Strategic Initiatives identifying goals on track and nearing completion. Mr. Meisinger noted that more detail of the progress of each Goal is included on the Gantt Chart provided in advance of today’s meeting. After discussion, Mr. Meisinger offered to provide a similar overview of the progress of the Strategic Plan at the November 17<sup>th</sup>, 2022 Board of Directors meeting.

- **Board Self-Evaluation: Identification of Issues to Address and Plan for Addressing**

The following topics identified in the 2022 Board Self-Evaluation were highlighted and assigned for further possible action by the relevant Board Committees:

<b>Topic</b>	<b>Subtopic (if applicable)</b>	<b>Committee/Individual Assignment</b>
Board Member participation at meetings	Method by which Member Utility Commissions appoint members to the CMEEC Board and monitor their level of participation	Governance Committee
In-Person Board and Committee meetings	N/A	CMEEC CEO and Board Chair
Determination of CEO designee to act in CEO prolonged or short-term Absence	N/A	CMEEC CEO
MEU Employee Involvement with CMEEC Committees	Non-Board Member representation on Committees	Governance Committee
Succession Planning	Board, Staff, both	Governance Committee
iPads for Board material distribution	Tied to Board Package Content (see below)	CMEEC staff to research and report to Governance Committee
Board Package Content	Modification/Refresh of CMEEC Metrics	Joint collaboration between Governance and Budget & Finance Committees
Entrepreneurial Growth	N/A	Governance Committee to recommend to Risk Management Committee to add consideration of Growth opportunities to its Charter
Introduction of New Board Members	N/A	Will be addressed as an agenda item at appropriate future Board Meetings and as part of Onboarding
Workshops/Retreats	CMEEC Workshops focused on Board Member education, industry updates and strategy	Governance Committee
Expansion of Skills for Board appointments	Adding Utility Board members with more relevant expertise	Governance Committee
Consider Establishing an Executive Committee	N/A	Governance Committee
Committees named appropriately	Risk Management rename to capture enterprise initiatives, innovative topics	Risk Management Committee in connection with its annual Charter review
Board Stipends	N/A	Governance Committee

**F New Business**

There was no new business.

**G Adjourn**

**A motion was made by Committee Member Alan Huth, seconded by Committee Member Louis Demicco to adjourn.**

**Motion passed unanimously.**

The meeting was adjourned at 11:17 a.m.