

MINUTES OF THE REGULAR MEETING OF THE
JOINT COMPENSATION COMMITTEE
OF THE
BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

February 11, 2021

A Regular Meeting of the Joint Compensation Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) was held via Zoom and telephonically on Thursday, February 11, 2021 at 10:00 a.m.

The meeting was legally noticed in compliance with Connecticut State Statutes and all proceedings and actions hereafter recorded occurred during the publicly open portions of the meeting.

The following Committee Members participated telephonically or via Zoom:

Bozrah Light & Power: Richard Tanger
Groton Utilities: Jeffrey Godley
Jewett City Department of Public Utilities: Louis Demicco
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth
South Norwalk Municipal Representative: Dawn DeIGreco
East Norwalk Municipal Representative: Pete Johnson

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

Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Richard Throwe
Norwich Public Utilities: Christopher LaRose
Third Taxing District, East Norwalk: Kevin Barber

The following CMEEC staff participated telephonically or via Zoom:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Patricia Meek, CMEEC Director of Finance & Accounting
Margaret Job, CMEEC Executive Assistant / Paralegal

Other participants participated telephonically or via Zoom:

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 the meeting is being held telephonically and via Zoom. He explained that all participant's devices should remain on mute unless speaking to eliminate confusion and background noise. He requested participants state their name before speaking for clarity of the record.

Specific Action 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 Huth confirmed a quorum was present.

C Approve the Minutes of the January 12, 2021 Regular Meeting of the Joint Compensation Committee

A motion was made by Committee Member David Eggleston, seconded by Committee Member Richard Tanger to Approve the Minutes of the January 12, 2021 Regular Meeting of the Joint Compensation Committee.

Motion passed unanimously.

D Review Proposed Changes to Joint Compensation Committee Charter; Possible Vote to Recommend Revised Charter to the Board for Adoption

Committee Chair Huth walked the Committee through the revisions to the Compensation Committee Charter discussed at its meeting on January 12, 2021. Committee Chair Huth entertained a motion to recommend the revised Charter to the full Board of Directors for adoption at its meeting on February 25, 2021.

A motion was made by Committee Member Pete Johnson, seconded by Committee Member Jeffrey Godley to recommend the Revised Compensation Committee Charter to the Board of Directors for Adoption.

Motion passed unanimously.

E Board Compensation Discussion Possible Vote to Recommend Changes to Board Compensation to the Board for Adoption

Committee Chair Huth explained that at its meeting on January 12, 2021, this Committee discussed Board Compensation related to participation at Board and Committee meetings. He further explained that the Committee agreed that compensation would be made at the 'in-person' rate for participation at Board and Committee meetings in 2020 effective on and after March 26, 2020, when the Board and Committees ceased in-person meetings due to the Covid-19 pandemic, and that the CMEEC staff would develop alternative pay scenarios for consideration by this Committee for 2021 and beyond.

Ms. Kipnis provided a summary of CMEEC staff work related to the treatment of Board compensation when it is safe to return to in-person meetings. She added that staff took the opportunity to clarify and codify existing practice related to payment practice. Staff created alternative compensation scenarios which were provided to the Committee in advance of today's meetings for discussion and potential use in 2021 and beyond.

Mr. Meisinger added that in reviewing the existing resolutions related to Board compensation, staff had some interpretation questions which resulted in some of the language changes that staff proposed for consideration and discussion today, either to remove ambiguity or to codify current practices, as Ms. Kipnis will discuss. He further stated that staff's role is to administer Board compensation resolutions, but that any substantive decisions should be made by this Committee or the Board.

Ms. Kipnis walked the Committee through the four scenarios with Committee members posing questions. Mr. Meisinger noted that dollar amounts associated with the alternative scenarios provided are placeholders only. Ms. Kipnis explained that the alternative scenarios are intended to encourage in-person attendance and compensate for those Board Members who travel a long distance to attend meetings in person. The Committee agreed that the current compensation practice should continue of compensating for attendance at all Committee meetings but to compensate for one (1) Board meeting per day, even where multiple Board meetings are held in that day. The Committee also agreed that participation in special board meetings, such as the annual Board On-Boarding Session, should be considered as a Board meeting and included in the calculation for attendance requirements.

Upon inquiry by Committee Member Demicco, Ms. Kipnis explained that if a Board member participates at a Committee on which they are **not** a voting member, as long as that Board member has otherwise met his/her 65% attendance requirement, that Board member will receive payment for attendance at that meeting. Attendance at meetings of Committee's on which the Board member is a non-voting member does not count toward the 65% attendance threshold.

Mr. Meisinger asked the Committee to continue to consider each of the alternatives presented and to provide any comments they may have. He added that the document will

continue as a working document and will remain on the agenda for future Committee meetings, and that the Committee should strive to make a decision on any changes before we recommence in-person meetings.

Ms. Meek explained that Board compensation is a line item on the Board and Governance Report included in the monthly Board packages and until a decision is made for 2021, the stipend will continue to be accrued at the current rates of \$600 for in-person participation at Board meetings and \$250 for in-person participation at Committee meetings.

Attendance is tallied in accordance with meeting minutes. Individual attendance tally reports will be sent out quarterly for review by Board members, so they may monitor their attendance requirement.

Committee Chair Huth confirmed that no vote will be taken today on the resolution provided to this Committee.

F Possible Executive Session Pursuant to C.G.S. Section 1-200(6)(A): CEO Performance

Ms. Kipnis explained that this discussion regarding CEO's performance evaluation would normally take place in Executive Session; however, Mr. Meisinger expressed willingness to hold the discussion in open session, although he did not waive his right to hold similar discussions in the future in Executive Session. She continued to explain that if the Board preferred to hold the discussion in Executive Session, Mr. Meisinger is in agreement with that as well.

Discussion followed in connection with the Committee's desire to hold the discussion in Executive Session.

Committee Chair Huth entertained a motion to enter Executive Session to discuss CEO performance.

A motion was made by Committee Member Eggleston, seconded by Committee Member Dawn DelGreco to enter Executive Session.

Motion passed unanimously.

The basis for entering Executive Session is pursuant to C.G.S. Section 1-200(6)(A). Members of the Committee and non-Committee Board members Kevin Barber, Richard Throwe, Mark Oefinger and Christopher LaRose and CMEEC staff Ms. Job remained.

The Committee entered Executive Session at 10:55 a.m. with instructions to return to Public Session upon completion of discussion in Executive Session.

The Committee re-entered Public Session at 11:44 a.m.

G New Business

Committee Chair Huth provided a brief update on the Executive Session stating that the Committee agreed that it would schedule a Special Meeting to be held on Thursday, February 18, 2021 at 1:00 p.m. He stated that this time will be used for the purpose of discussing additional information to be requested in advance of recommending an appropriate salary adjustment for the CEO, retroactive to January 1, 2021.

H Adjourn

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

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

Motion passed unanimously.

The meeting was adjourned at 11:48 a.m.