

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

March 21, 2024

A Regular Hybrid 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 in person at 30 Stott Avenue, Norwich, CT and via Zoom on Thursday, March 21, 2024.

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, Robert Staley
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth
East Norwalk, Third Taxing District: Michele Sweeney

The following Non-Voting Members participated:

Bozrah Light & Power: William Ballinger
Jewett City Department of Public Utilities: James Derusha

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 1:00 p.m. noting for the record that today's meeting is being held in person and via Zoom. He requested that all participants' devices remain on mute unless speaking to eliminate confusion and background noise and to state their name 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 Selection of Joint Governance Committee Chair

Committee Chair Huth opened the floor for nominations for Chair of this Committee for the 2024 term. Member Representative Oefinger nominated Committee Chair Huth to continue as Chair of the Committee for the 2024 term. No other nominations were made.

A motion was made by Committee Member Oefinger, seconded by Committee Member Demicco to re-elect Committee Chair Huth as Chair of the Governance Committee for the 2024 term.

Motion passed unanimously.

D Approve the Minutes of the November 2, 2023 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Committee Member Kennedy, seconded by Committee Member Staley to Approve the Minutes of the November 2, 2023 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee.

Motion passed unanimously.

E Annual Review of the Joint Governance Committee Charter

Committee Chair Huth walked the Committee through the Governance Committee Charter. He confirmed no changes have been requested or recommended by this Committee or CMEEC staff.

F Review of Results of the Joint Governance Committee Self-Evaluation

Committee Chair Huth walked the Committee through the responses of the 2023 Committee Self-Evaluation noting that 7 of the 10 Committee members responded. He noted that the majority of the topics received overall scores of outstanding.

G Governance Committee Planning and Discussion of Goals for 2024

Committee Chair Huth walked the Committee through the list of goals developed during the Committee Self-Evaluation. After lengthy discussion and based on the list of recommended goals, the Committee agreed a review of the Ethics Policy and review of the organization's continuing progress under the Strategic Plan would be added to this Committee's June 13, 2024 meeting agenda.

H New Committee Member Onboarding

Ms. Job walked the Committee through the New Committee Onboarding material provided in advance of today's meeting. She highlighted the contents including previous year's meeting minutes, the Governance Committee Charter that had been discussed earlier in today's meeting and the slates of all members of CMEEC Joint Committees as well as the Committee meeting schedules for 2024.

I Review of Proposed Changes to Monthly Board Report

Ms. Meek explained that some of the material produced each month in the PDF file of Board reports uploaded to SharePoint each month is repetitive of the reports available to the Board on the Master Dashboard in PowerBI. She then walked the Committee through a sample Board package identifying those reports and graphs she suggested be removed. She explained that by doing so the size (number of pages) of the PDF file would be greatly reduced.

After lengthy discussion, the Committee generally agreed with Ms. Meek's suggestions. Ms. Meek explained that changes will occur gradually over the next few months.

J Discussion re Recording of Meetings

Mr. Meisinger explained that the meeting material distributed to this Committee included an Attorney-Client Privileged memo that will not be shared on the screen unless the Committee elects to view it, in which case, the Committee will move into Executive

Session. The Committee agreed that discussion would remain in public session and that the memo will not be shared on the screen.

Mr. Meisinger provided background on the reason for researching the topic of CMEEC recording its public meetings. He explained that he engaged outside legal counsel on the subject who drafted the memo included in today's meeting material. He explained that the short answer to the question is that the way CMEEC conducts its meetings meets the standard of providing a physical location as well as offering participation by means of electronic equipment. Because of this hybrid meeting format, allowing members of the public the opportunity to participate via Zoom or to attend in person at the location identified in its meeting notice, CMEEC is under no legal obligation to record its meetings.

After lengthy discussion, Committee Chair Huth stated that he will include a summary of this discussion in his report to the Board at its meeting on Thursday, March 28, 2024 to seek any further input.

K New Business

There was no new business to discuss.

L Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 2:44 p.m.