

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 4, 2021

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 4, 2021 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
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
South Norwalk Electric and Water: David Westmoreland
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
Jewett City Municipal Representative: George Kennedy
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric and Water: Alan Huth

The following CMEEC staff participated in person:

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

Others participated telephonically or via Zoom:

Dave Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:02 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 confusion and 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 with each participant responding individually as their names were called. Committee Chair Gaudet confirmed a quorum was present.

C Approve Minutes of the October 26, 2021 Special Meeting of the Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Robert Staley to approve the Minutes of the October 26, 2021 Special Meeting of the Joint Governance Committee. Committee Member David Westmoreland abstained.

Motion passed.

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

The Committee discussed the Proposed 2022 Slate of Board Officers and Committee Members developed at its Special meeting on October 26, 2021. Committee Member Staley inquired whether those Board members who had not expressed an interest to serve on a particular committee, but who this Committee assigned to a committee, had spoken

to Committee Chair Gaudet. Committee Chair Gaudet stated that he had highlighted that issue at the Board of Directors meeting held on October 28, 2021 and encouraged those Board members to let him know if they had any objections to those Committee assignments. He stated that he had not received any objections.

Ms. Kipnis reminded the Committee that when making changes to the Committee slates, the appointment of Chris Riley, a non-Board member, to the Joint Legislative and Governmental Affairs Committee had been proposed. Mr. Riley is the Manager of Communications, Community Outreach and Government Affairs at Norwich Public Utilities. Ms. Kipnis explained that the Bylaws allow for a non-Board member to be appointed to a Joint Committee if he or she is qualified to serve on that specific committee. She encouraged discussion of Mr. Riley's qualifications to serve on the Joint Legislative and Governmental Affairs Committee during this Committee's report to the Board at its Regular and Annual meetings to be held on November 18, 2021.

The Committee then briefly discussed the Proposed Board and Committee Meeting Schedules for 2022.

Committee Chair Gaudet entertained a motion to recommend the Proposed 2022 Slate of Board Officers and Committee Members and the Proposed 2022 Board and Committee Meeting Schedules to the Boards for Approval at their meetings on November 18, 2021.

A motion was made by Committee Member Pete Johnson, seconded by Committee Member Richard Tanger to Recommend the Proposed 2022 Slate of Board Officers and Joint Committee Members and the Proposed 2022 Board and Joint Committee Meeting Schedules to the Boards of Directors for Approval at their meetings on November 18, 2021.

Motion passed unanimously.

E Review Red line of Bylaw Changes to Eliminate References to Compensation Committee and Chief Financial Officer position, and to make any appropriate conforming changes, to be proposed for Member Delegation Vote at November Annual Meeting on November 18, 2021

Committee Chair Gaudet explained that the Bylaw amendments being proposed are to eliminate references to the Joint Compensation Committee and the Chief Financial Officer position from the Bylaws. Ms. Kipnis added the elimination of the Joint Compensation Committee implements resolutions already adopted by the Boards to modify the Joint Committee Structure which requires an amendment be made to the CMEEC and CTMEEC Bylaws. She further stated, and the Committee agreed, that the proposed amendments provided an opportunity to delete reference in the Bylaws to the Chief Financial Officer position, which has been eliminated. The proposed Bylaw amendments will go to the CMEEC and CTMEEC Member Delegations for final approval at their Annual Meetings on November 18, and it was agreed that the Committee can inform the Board of the amendments being made.

A motion was made by Committee Member Staley, seconded by Committee Member Richard Throwe to recommend the Amendments to the CMEEC and CTMEEC Bylaws for approval by the CMEEC and CTMEEC Member Delegations at their respective meetings on November 18, 2021.

Motion passed unanimously.

F New Business

There was no new business.

G Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 10:20 a.m.