

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

June 8, 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, June 8, 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, Robert Staley
South Norwalk Electric and Water: Alan Huth, David Westmoreland

The following Non-Voting Members participated:

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

The following CMEEC staff participated:

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

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 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. Chair Huth confirmed a quorum of the Committee was present.

C Approve the Minutes of the March 16, 2023 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Municipal Representative Oefinger, seconded by Committee Member Godley to Approve the Minutes of the March 16, 2023 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee.

Motion passed unanimously.

D Semi-Annual Review of Strategic Plan

Mr. Meisinger walked the Committee through slide deck provided in advance of today's meeting highlighting the status of CMEEC goals under the Strategic Plan. He provided a brief history of the process instituted to create the list of goals and initiatives under the Strategic Plan.

Mr. Meisinger provide brief updates on the outstanding initiatives under each of the six strategic goals identifying proposed completion dates for each.

Discussion followed.

E Board Member Stipends

Mr. Meisinger walked the Committee through the proposed edits to Resolution 18-04-05 which would clarify the payment of compensation for service by certain individuals on the CMEEC / CTMEEC Boards of directors, CMEEC Member Delegation and Joint CMEEC / CTMEEC Committees.

He stated the purpose of the proposed edits (which would result in a Resolution that would supersede and replace Resolution 18-04-05) are to conform to current practices resulting from the pandemic and to make certain clarifications.

After lengthy discussion, the Committee agreed to recommend Board approval of the updated Resolution such that effective January 1, 2023, the following changes will be made to stipend calculations for all “Qualified Recipients” of stipends:

- CMEEC will discontinue the option of depositing compensation into the MEU Rate Stabilization Fund should any given MEU not have a Non-Employee Board of Director representative on the CMEEC Boards or Committees, since such situation is unlikely to occur in light of the inclusion of Municipal Ratepayer Representatives on the Board of Directors.
- CMEEC will compensate for multiple meetings held on the same day as follows:
 - Board and Member Delegation meetings occurring on the same day, shall be consolidated, and considered as participation in one meeting, with compensation to be provided at the amount set forth for participation in meetings of the Board of Directors.
 - Board and Committee, Member Delegation and Committee, or multiple Committee meetings occurring on the same day, shall be compensated for participation at the amount set forth for each individual meeting.
- CMEEC will increase the meeting participation threshold for “Qualified Participants” from 65% to 70% participation at all Board of Director meetings and at all relevant Member Delegation and Committee meetings per calendar year.
- Compensation rates will be as follows, regardless of manner of participation (telephonically, Zoom or in person):
 - participation at Board of Director meetings will be at the rate of \$600.00 per meeting.
 - participation at Member Delegation meetings will be at the rate of \$250.00 per meeting.
 - participation at CMEEC Committee meetings will be at the rate of \$250.00 per meeting.

Mr. Meisinger explained that the agreed upon edits discussed today will be brought to the June 22, 2023 Board of Directors meeting for approval. Upon inquiry, Committee Member LaRose, Budget & Finance Committee Chair, agreed that the Governance Committee discussion and agreement of proposed edits was sufficient, in addition to the upcoming discussion by the full Board of Directors, to provide to the Board of Directors without any consideration by the Budget & Finance Committee.

At this time Chair Huth entertained a motion to recommend to the Board of Directors that it approve the edits to the resolution discussed today.

A motion was made by Committee Member Gaudet, seconded by Committed Member Demicco to recommend for approval the proposed edits to the resolution

clarifying, among other things, compensation for service on the CMEEC / CTMEEC Boards and Committees.

Motion passed unanimously.

F Attendance Reports for 2022 Board and Committee Meetings

Ms. Meek walked the Committee through the detailed attendance reports for calendar year 2022 provided to this Committee in advance of today's meeting. She noted that at an earlier meeting the Committee discussed how best to notify appointing Member Utility commissions about attendance of appointees to the CMEEC Board of Directors. Discussion followed with the Committee agreeing that General Managers will bring the CMEEC attendance sheets to the attention of their utility commissions each year for their review.

G Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 11:33 a.m.