

**Minutes of the
Joint Governance Committee of the
Board of Directors of
Connecticut Municipal Electric Energy Cooperative
And
Connecticut Transmission Municipal Electric Energy Cooperative**

November 6, 2018

The Joint Governance Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) met at the CMEEC offices on Tuesday, November 6, 2018.

The following Committee Members participated:

Bozrah Light & Power Company – Richard Tanger (by phone)
Groton Utilities – Chairperson, Ronald Gaudet
Jewett City Department of Public Utilities - Richard Throwe
Norwich Public Utilities – Dr. Grace Jones (by phone)

The following individuals from CMEEC participated:

Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Ellen Kachmar, CMEEC Office and Facility Manager

Ms. Kachmar recorded.

Chairman Gaudet called the meeting to order at 12:04 p.m.

Mr. Whittier began by reporting that at the September Board meeting the Board Members were presented a list of potential Board Officers and Committee Members for 2019. Mr. Whittier noted the list was later modified to include Board Members who expressed interest in Committee participation after the Board meeting. Mr. Whittier also drew attention to a document named a Selection Scorecard which could be useful in the Governance Committee's selection of the 2019 Board Officers.

The Committee Members discussed the candidates for Board Chairman and Board Vice Chairman positions. The list included current officers as potential candidates for 2019. Committee Member Throwe noted CMEEC's historical practice was to leave officers in place until there was a reason to replace them. The Committee unanimously decided to leave the current Board Chairman and Board Vice Chairman in their positions for 2019.

The list of participants for CMEEC's six (6) Committees was discussed in detail to ensure that all Member Systems were equally represented on each Committee, and that each of the Committee participants had knowledge of the subject matter overseen by the Committee. The Committee decided to make changes to two (2) Committees; the Joint Legislative Committee and Joint Risk Management Committee.

It was decided that the Chairperson of each Committee would not be recommended to the Board by the Governance Committee, but that the Committee would appoint their own Chairperson at each of the Committee's first 2019 meeting.

The Governance Committee reviewed the Schedule of Committee Meeting Dates for 2019 and agreed to recommend it to the Board of Directors, noting that if additional meetings were required, a Special Meeting would be scheduled and that if a meeting was not necessary, it would be cancelled. The Schedule of Committee meetings would be filed with the Secretary of the State's office after the Annual CMEEC Board and Member Delegation Meeting.

Committee Member Tanger made a motion to adjourn the meeting, Committee Member Throwe seconded the motion.

There being no further business to come before this Committee, Chairman Gaudet adjourned the meeting at 12:48 p.m.