

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

October 20, 2022

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, October 20, 2022 at 10:00 a.m.

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

The following Committee Members participated telephonically or via Zoom:

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 Municipal Representative: David Eggleston
Third Taxing District, East Norwalk: Michele Sweeney
East Norwalk Municipal Representative: Pete Johnson

The following Non-Voting Member Representatives participated telephonically or via Zoom:

Norwich Public Utilities: Christopher LaRose
Third Taxing District, East Norwalk: Kevin Barber

The following CMEEC staff participated in person:

Dave Meisinger, CMEEC CEO
Patricia Meek, CMEEC Director of Finance & Accounting
Margaret Job, CMEEC Paralegal and Compliance Specialist

Other participated telephonically or via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 10:01 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 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. Chair Gaudet confirmed a quorum was present.

C Approve the Minutes of the June 9, 2022 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Pete Johnson to approve the Minutes of the June 9, 2022 Regular Meeting of the CMEEC / CTMEEC Joint Governance Committee.

Motion passed unanimously.

D Discussion Topics

(1) Board and Committee Meeting Schedule Review

Ms. Job explained that the Board meeting schedule is the same as previous years with meetings scheduled for the fourth Thursday of the month, except for the months of November and December where the Board meets on the third Thursday. She added that the Member Delegation meeting schedules are also the same as previous years with the CMEEC Member Delegation meeting in May and both Member Delegations meeting on the third Thursday in November.

Ms. Job further explained that the Committee meeting schedule was worked on internally with the CMEEC leads of each Committee. Consideration was taken for certain events such as the open and close of the legislative session, budget review and approval, and annual audit, which take place consistently each year.

Mr. Meisinger added that certain Committees' meeting schedules were drafted with fewer regular meetings, with the understanding that special meetings can be called as needed. He further added that the Risk Management Committee meetings are based on a quarterly schedule.

After discussion, Committee Chair Gaudet entertained a motion to recommend the Proposed 2023 Board and Committee meeting schedules to the Boards for Approval at their meetings on November 17, 2022.

A motion was made by Committee Member Oefinger, seconded by Committee Member David Eggleston to recommend the Proposed 2023 Board and Committee meeting schedules to the Boards of Directors for Approval at their meeting on November 17, 2022.

Motion passed unanimously.

(2) Results of Board Self-Assessment

Committee Chair Gaudet walked the Committee through the Board's responses to the Board Self-Assessment.

The Committee then held lengthy discussion of certain responses identified as notable in each of the categories of the self-assessment. After discussion, Committee Chair Gaudet stated that he will provide highlights of today's discussion of the results of the Board self-assessment to the Board of Directors at its meeting on October 27, 2022.

(3) Board Interest Survey: Development of Slate of Board Officers and Committee Members for Joint Annual Meeting

Committee Chair Gaudet led the discussion on the results of the Interest Survey for the development of a slate of CMEEC and CTMEEC Board Officers and Committee Membership.

The Committee reviewed the draft slate of CMEEC / CTMEEC joint Officers and Committee Membership provided to this Committee in advance of today's meeting. After discussion surrounding Mr. Barber continuing as Board Chair along with the remaining incumbent Officers continuing in their respective Officer positions, the Committee agreed that it would recommend that the current CMEEC / CTMEEC Joint slate of officers be renominated for an additional one-year term.

The Committee next reviewed a draft Committee membership roster that was developed based on the results of the Board Interest Survey. The Committee made additional edits to the Committee membership based on input from all those in attendance at today's meeting. The Committee sought to ensure that each of the Member Utilities along with each Municipal Representative were represented on each Committee. The Committee also discussed the inclusion of certain Member Utility staff to become members of CMEEC Board Committees as non-Board Members, as contemplated by the CMEEC bylaws.

Committee Chair Gaudet stated that this draft slate of Board Officers and CMEEC Board Committees will be included in the materials for Board review at their meeting on October 27, 2022.

E New Business

There was no new business.

F Adjourn

A motion was made by Committee Member Jeffrey Godley, seconded by Committee Member George Kennedy to adjourn.

Motion passed unanimously.

The meeting was adjourned at 11:43 a.m.