

NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.

Minutes of the Meeting of the Board of Directors April 30, 2024

Pursuant to proper notice duly provided to all Directors, the regular meeting of the Directors of the New Hampshire Electric Cooperative, Inc. (NHEC) was held April 30, 2024, at the Cooperative's 287 Highland Street Office in Plymouth, NH.

Directors present were Chair Davis, Brenda Boisvert, William Darcy, Leo Dwyer, Edward French, Madeline McElaney, Harry Viens, Alana Albee (via phone), Carolyn Kedersha, Thomas Mongeon (via Zoom), Jeff Morrill. Others present were Alyssa Clemens Roberts, President/CEO; Autumn Doan, Budget Executive; Peter Glenshaw, VP of Member Engagement; Michael Jennings, VP of Energy Delivery; Carla Munoz, VP of People and Culture; Kristen Taylor, Chief Financial Officer; Joshua Mazzei, VP of Operations; Kelley Achenbach, Controller; Paul Phillips, Attorney; Sonja Gonzalez, Chief Information Officer; Jim Krull, Cooperative Member; Jerry Beck, Cooperative Member; Wharton Sinkler, Cooperative Member; Pat Barbour, Cooperative Member; and Maida Lessard, Executive Services Administrator (recording). Others participating via Zoom were Jeanne Ryer, Cooperative Member; Richard Knox, Cooperative Member; Julie Dolan, Cooperative Member; Gerald Ives, Cooperative Member; and Derek Meredith, Cooperative Member.

Chair Davis called the meeting to order at 8:30 a.m.

Chair Davis drew attention to some rules for debate, decorum and voting, and the executive session permitted purposes before beginning the meeting.

Mr. Darcy had an objection to the time limit for speaking mentioned during Chair Davis's rules . He would like the opportunity to rebut some of those items and it will take longer than the time allotted.

Chair Davis replied she will work with Mr. Darcy in that instance.

Mr. Darcy drew attention to a recent memorandum in March 2024 issued by the Attorney General that limits how much you can go into executive session for the discussion of legal matters.

Mr. Mongeon asked Chair Davis if it was intended to summarize the board policy relative to the reasons for going into executive session.

Chair Davis replied it was not intended to summarize the policy but to put forth reasons to go into executive session.

Mr. Darcy drew attention to the last time the board considered a member ballot question was in April of 2020 where it was discussed in the public session of the board meeting.

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Upon motion by Mr. Darcy, seconded by Mr. Mongeon, it was

VOTED: To have the board discussion of the 2024 ballot petition issues moved from the executive session to the public session of the board agenda.

Attorney Phillips commented that the Chair has not yet called for a review of the agenda, so the motion made by Mr. Darcy is out of order. He agrees that any discussion about the board's recommendation on a petition question or inclusion statements on a petition question should be held in public session. There are matters to be discussed in the executive session for debate and it is only fair to allow the board to have that discussion and not be deprived of that opportunity.

Chair Davis commented that the plan is to have the board go into executive session to have this discussion and then go back into the public session to take a vote per procedure. She further commented that it needs to be kept in an orderly fashion so the board is informed before being discussed in open session.

Mr. Dwyer asked the explicit reason for doing this item in executive session.

Chair Davis explained to have the board fully discuss items that involve confidential information.

Attorney Phillips also commented that mentioning a specific reason an item is being discussed in executive session risks violating confidential matters.

Mr. Darcy commented that it is required by the statute that the grounds for going into executive session be stated. He further noted that it has already been discussed that there is a claim that the amended bylaw should not be on the agenda and should not be included on the ballot.

Mr. Dwyer stated that if the reason for discussing in the executive session is to protect his reputation that he will waive that.

Chair Davis and Attorney Phillips both concurred that it was not about Mr. Dwyer's personal reputation. Chair Davis requested that everyone follow the agenda that was put together to ensure that everyone has input and then have a discussion and vote in the public session.

Ms. Albee asked Chair Davis to state the grounds for going into executive session again.

Chair Davis replied there is a possibility that confidential information may be discussed.

Ms. Albee commented that in the beginning of the meeting there was a list of reasons and she wanted to know which one of those reasons this falls under.

Attorney Phillips commented that pinpointing the reason to discuss a particular matter in executive session could risk violating NHEC's confidentiality. This particular matter involves

confidential attorney, client consultations, confidential questions of legal claims or potential litigation, and private information concerning a specific individual as well as others that is likely to damage reputation.

The vote was 5 in favor (Directors Morrill, Darcy, Dwyer, Albee, Mongeon) and 6 opposed (Directors McElaney, Kedersha, Viens, Boisvert, French, Davis). The vote did not pass.

Mr. Darcy asked if the vote on having the member petition stricken from the ballot or not will happen in the public session.

Chair Davis confirmed that it would.

Agenda Review and Consent Agenda Approval

Mr. Mongeon commented that there is no chair report on the agenda this month and is looking for an update on the board consultant that has been working with the board through some issues. He also commented that due to the recent discussion and the results of the recent vote by the board, the need for help and assistance from a consultant is necessary.

Chair Davis replied she would provide an update during the meeting.

Chair Davis drew attention to the approval of the consent agenda items. Upon motion of Mr. French, seconded by Ms. McElaney, it was

VOTED: That the board approve the consent agenda items as presented in the board packet.

Mr. Mongeon requested again to have the minutes uploaded to OnBoard in a word document and not a PDF so they are easier to review and add changes.

Chair Davis replied there was only one time the minutes were uploaded as a word document and that was in error. She also stated they have always been uploaded in a PDF format. It will not be changed at the request of one Director unless there is a vote of the full membership of the board.

The vote for the motion was unanimous.

Mr. Morrill suggested that the board look into automating things such as the consent agenda items and voting on them digitally prior to the meeting to save time.

Chair Davis agreed and thought that would be a good idea.

Audit Committee

Ms. Kedersha commented that the committee met on April 19, 2024.

Ms. Taylor commented there was an adjustment to the 990 on schedule J as the relocation expenses were incorrectly included in column iii and should have been in column ii, and the name of an employee was misspelled. These were adjusted and revised by our auditor.

Upon motion of Mr. French, seconded by Mr. Darcy, it was

VOTED: That the board approve the revised Form 990 as presented in the board packet.

Mr. Mongeon drew attention to page 8 of the Form 990, Item 2, Section A, Governing Body and Management, where it asks if any officer, director, trustee, etc. has a family relationship or business relationship that would cause a conflict of interest. He commented this is the same question that is asked on the 990 questionnaire that the board and management had to fill out, but he has not seen these to know if the correct answer is no. He commented that he would approve this contingent on all of the completed questionnaires be uploaded to OnBoard for the board to review.

Chair Davis replied this has never been done before as it is reviewed by management, counsel, and the auditors and does not feel it is necessary but agreed to have them uploaded.

Mr. Mongeon replied that just because it has not been done before, it doesn't mean it shouldn't. He requested they be uploaded by the end of the week. He also commented that this kind of discussion and potential reluctance to provide directors information is part of the reason why our members signed that bylaw petition.

Chair Davis commented that Mr. Mongeon was out of order, which Mr. Mongeon disagreed with.

The vote for the motion was unanimous.

Ms. Kedersha drew attention to the audit committee policies reviewed. Upon motion of Mr. Darcy, seconded by Ms. Kedersha, it was

VOTED: That the board reaffirm the audit committee policies B-34 and B-37 as presented in the board packet.

The vote for the motion was unanimous.

Mr. French commented that the audit committee did take up other policies for review and asked Ms. Kedersha to let the board know the status.

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Ms. Kedersha replied the other policies are being reviewed for wording and will be brought to the board meeting next month for approval.

Mr. Mongeon commented it was more than wording and that there are specific issues with content. He requested Ms. Kedersha send an email out to the board soliciting changes, comments, etc. and a timeline be provided. He also suggested this be taken up in the audit committee.

Ms. Kedersha replied she did request that at the audit committee meeting and a timeline was established which was today. She has not heard any feedback from anyone.

E&O Committee

Mr. Mongeon drew attention to the minutes of the March 12, 2024 meeting. Upon motion of Mr. Morrill, seconded by Mr. Mongeon, it was

VOTED: That the board approve the E&O Committee Meeting minutes of March 12, 2024 as presented in the board packet.

Vote for the motion was unanimous.

Corporate Services Committee

Mr. French drew attention to the minutes of the March 15, 2024 meeting. Upon motion of Mr. Darcy, seconded by Mr. Dwyer, it was

VOTED: That the board approve the Corporate Services Committee Meeting minutes of March 15, 2024 as presented in the board packet.

Mr. French commented that the next Corporate Services Committee Meeting is scheduled for Friday, June 14, 2024.

Vote for the motion was unanimous.

Member Comments

Chair Davis drew attention to the members both in the room and on Zoom and asked for any comments or questions.

Mr. Sinkler commented he was attending the meeting because he made a request in the February meeting for an endorsement of the policy for carbon fee and dividends.

Ms. McElaney replied she has had some communication with NRECA about his request and it appears if the board wanted to further pursue, the best place to move this forward would be

through the NRECA Member Resolution Process which she presented to the board last month. She sent this presentation to Mr. Sinkler along with an email apologizing for the misinformation sent to him previously. If the board would like to further pursue this with NRECA, the timeline starts in June and would require a group of people to attend several meetings at the national level, collaborate with other electric cooperatives in the region or nation that may have similar interests. She mentioned there are member resolutions on the table for 2024 now that are available on cooperative.com for members to look at that may contradict with a carbon policy. At this time there is no intent for the Co-op to bring a resolution forward but to inform of the process.

Ms. Dolan thanked Mr. Mongeon for being an advocate for the members. She asked when the board would be going out of the executive session to discuss the bylaw resolution as that is what she is interested in as she signed the petition and would like to hear the discussion.

Chair Davis replied that the board would be coming out of executive session on this topic at approximately 12:15pm.

Mr. Ives commented he also signed the bylaw petition. He has invested in solar, has an electric vehicle, house is all electric and he has Broadband for internet. He depends on the Co-op and has a critical interest in the success of NHEC and its financial wellbeing. He depends on the directors to have the information they need. He would also like to advocate that this petition be addressed in a public manner.

Mr. Meredith commented he is finishing up his first full year with solar at his home and NHEC is the processor of his RECs that were established on December 31st. When he has called to ask what the process and timeline was for payment against those RECs, the customer service folks do not know the answer to that question. He asked if there was any insight as to when those payments might take place.

Mr. French commented that he had just received an email from the REC department of the Co-op indicating how much the RECs were. Members have to notify them by May 17th so an email may be coming shortly.

Mr. Glenshaw replied he would follow up with Mr. Meredith after the meeting.

Mr. Meredith also commented about the issues in Sandwich with putting solar at individual facilities as it is not very cost effective. He mentioned to the board a year ago about a program for municipal group net metering that allows municipalities to virtualize their meters and have a single way to offset that. He requested that the Co-op begin to consider some opportunities to better enable municipalities within this region that the Co-op provides power to a way to reduce energy costs.

Ms. Albee commented that virtual net metering needs to be put on our agenda and considered as municipalities are looking more and more at this. She suggested to Mr. Meredith that

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Sandwich reach out to Tuftonboro to discuss this issue as they are about to contract out a large solar array and have done an administrative work around.

Mr. Mongeon asked to have virtual net metering put on the board tracking report for a future agenda.

Mr. Knox echoed Mr. Ives sentiments and would like to be informed about the ongoing issues of policy, operations, and information to understand what is going on at the Co-Op. He also commented that he is very troubled to hear of the removal from the ballot of the bylaw petition proposed by members. He strongly feels that any board discussion of the election process and the board.

Ms. Ryer thanked the Co-op for Broadband and commended the team, crews and out of state crews that worked the last storm. She commented that the Co-op needs to think about what the communications environment is now and adjust strategies. Most parts of the region where she lives there is decreased cell phone service and when the power goes out, there is no cell service at all. This leaves no way to communicate in an emergency and trying to figure out when the power will be back on. Facebook posts are great, but if you have no internet then it's not helpful. She would like to see push notifications to cell and landline phones or other alternative ways to communicate with updates on outages.

She also asked about the possibility of purchasing a back-up electric option for the home from the Co-op or NH Saves that is affordable to members in the event of an outage.

She commented that it seems difficult to figure out the process to be invited and get the Zoom link to attend a board meeting on the NHEC website.

Mr. Mongeon suggested that the board create a member tracking report to keep track of action items that members have brought forward that we have not answered.

Chair Davis replied she will take it under advisement.

President/CEO Report

Ms. Clemens Roberts highlighted some points about driving while distracted that was in the monthly safety briefing.

She also drew attention to the ballot counting resolution that is required by our bylaws. The board will need to appoint a teller's committee to open and count election ballots if needed. We use a third party firm to do this for us, however, if there are any issues that the third party firm cannot determine the teller's committee will be utilized.

We received our credit rating from S&P Global and they reaffirmed our A credit rating but have revised our outlook from stable to negative. One of their concerns is the amount of debt we are

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taking on and our projections due to Broadband. We had a conversation with them about those projections and explained that those projections are changing and growing because of the test pilot projects. They assured us that those ratings are comparable to any cooperative that is also doing Broadband.

We submitted a pre-application with the office of Cyber security, Energy Security and Emergency Response for an advanced cyber security grant and technical assistance. They have reviewed our application and invited us to submit a full application. We budgeted \$400,000 for the project featured in the pre-application, and this grant would provide us with an additional \$2 million that will allow us to expand our efforts.

The Senior Leadership Team completed three Broadband presentations last month in Franklin, Sugar Hill, and Coos county and were all well received.

Ms. Clemens Roberts also attended the New Hampshire Business and Industry Association Meet the Commissioners and Executive Councilors event. She spent time with the head of the NH DOE and met some of the executive councilors.

We did an internal visit to the Colebrook district as part of our goal to visit each district at least twice a year.

She drew attention to the Q1 updates on the strategic plan and the balanced score card in the board packet.

Ms. McElaney commented that she appreciates the update on the strategic plan and the format as it is clear and easy to understand.

Ms. Clemens Roberts replied the board had asked for an outline of the goals and where we are so we came up with a matrix format which will be updated every quarter and presented to the board.

Mr. Mongeon suggested to end the CEO report with a timeline of expectations on all the items in the strategic plan and if they are on track.

Chair Davis commented this can be added to the quarterly report and not be a monthly update as that is what the board agreed upon.

Mr. Mongeon clarified that the status could be in the CEO report quarterly or added to the matrix.

Upon motion of Mr. Darcy, seconded by Ms. McElaney, it was

VOTED: That the board approve the 2024 Ballot Counting Resolution as presented in the board packet.

Mr. Darcy asked if the meeting of the Teller's Committee is going to continue to be public as it was in 2020.

Ms. Clemens Roberts confirmed if a Teller's Committee meeting is needed, it will be public.

Mr. Darcy also asked if there is anything in the bylaws that says who can be a Teller, for example can a director (not up for election) of the board be a Teller?

Attorney Phillips replied he would need to look into his question.

Mr. Morrill commented he noticed Mr. Viens is acting Secretary of the board and asked if there was a vote that he missed.

Chair Davis replied that the current Secretary is running for reelection, so she reached out to several directors and then appointed an acting Secretary to handle the election duties.

Mr. Mongeon asked if a vote was required by the board or does policy allow the Chair to appoint an acting officer.

Attorney Phillips replied the Chair has the authority under the policy.

Vote for the motion was unanimous.

Capital Credits

Ms. Taylor noted that as part of the approval of our 2024 budget we had suspended capital credits for the 2024 calendar year. As part of the policy, it is the board's responsibility to review the allocation and retirement of capital credits and move to vote on the allocation amount and retirement. There is a board resolution in the packet to approve an allocation of about \$4 million dollars for the 2023 margin for distribution and suspend the capital credit payout.

Upon motion of Mr. French, seconded by Ms. Kedersha, it was

VOTED: That the board approves the allocation of the 2023 margins in the amount of \$4,456,393 and has elected to suspend the retirement of capital credits in 2024.

Mr. Darcy asked if we are taking the margins and moving them into a capital account, but not distributing this year.

Ms. Clemens Roberts confirmed this is correct.

Mr. Mongeon asked what our future assumptions are showing for the payout of capital credits.

Ms. Taylor responded we have forecasted 2.85% of our allocated equity in our financial forecast going forward.

Mr. Mongeon asked for clarification as it appears we are not paying them out this year but projections show us paying them out in the future years.

Ms. Taylor replied that is correct.

Vote for the motion was unanimous.

Recessed at 9:45a.m.

Reconvened at 10:00a.m.

Board General Session

Board Tracking Report

Chair Davis reviewed the updated board tracking report.

Mr. Darcy commented he thought the policies would go to the Policy Committee first before coming to the board.

Ms. Clemsen Roberts replied that this committee has been tough to schedule and has not met. Instead of letting this slip away, the thought was to try to kick it off in June after the election. She will bring this to the board meeting and the board can choose how they wish to go forward.

Mr. Mongeon commented that he is confused on item 1 on the board tracking report as it states the CEO to provide committee structure recommendation to the board chair. He feels the recommendations should be coming from the board or in collaboration with the CEO since they are board policies.

Chair Davis replied that the description states the board to collaborate with new finalized committee structure. The CEO is going to bring a proposal to the board for consideration to make sure we are moving in the right direction.

Ms. Albee commented that the external legal counsel had suggested in their memo that the board discuss vegetation staffing and invoices. She suggested it be put on the board tracking report.

Ms. Clemsen Roberts deferred this to the executive session for a discussion.

Mr. Mongeon commented that he thought the discussion about the minutes would be handled in the Member Services Committee and they would present a recommendation. It appears

there is a different approach to this subject as just the content is being discussed. He asked what the outcome was to be and who else besides Mr. Viens and Ms. McElaney to discuss.

Ms. McElaney replied it is her opinion there have been an excessive amount of committee meetings and would like to see a quick discussion at the board meeting to resolve rather than scheduling a committee meeting. Mr. Viens brought up at last month's board meeting that we should have a discussion about the content of the minutes and how they are taken. For example, should they be verbatim or should we comply with Robert's Rules of Order and have the minutes be more about actions, motions, presentations, and reports.

Mr. Mongeon commented that he has brought up several times the importance of having our work as a board diversified and to drive more toward consensus.

Ms. McElaney agreed and feels that bringing this discussion to a meeting of the full board rather than a committee meeting would provide opportunity for everyone to weigh in. There will be documentation in the board packet that can be reviewed prior to the meeting.

Mr. French suggested that Mr. Mongeon to bring a discussion guide (not recommendations) to the next board meeting on this topic with a quick outline to talk through how we address minutes going forward.

Schedule any Necessary Committee Meeting

No additional committee meetings to be scheduled.

Foundation Report

Chair Davis drew attention to the Q1 report in the board packet. The next meeting is the last Monday of June.

NRECA Report

Ms. McElaney drew attention to the report in the board packet and some events that have recently happened along with a Broadband Leadership Summit that is coming up and some deadlines. The Co-op is submitting a letter of support for the NRECA Cyber Security Training Grant which would allow for future services if successful in achieving those grant funds.

There was a discussion at the NRECA board meeting about making it clearer as to what their subsidiaries and partners are. NRECA is very complex in terms of different departments, associates, and subsidiaries. She will provide a family tree to give an overview of what is part of NRECA and our membership with them.

Mr. Dwyer asked what we pay NRECA to belong to NRECA.

Mr. Mongeon replied he thought it was about \$100,000 a year.

Ms. McElaney will find out and let Mr. Dwyer know. She will also include our membership dues and what those cover for services in her report next month.

Misc. Additional Items

Chair Davis commented that the consultant Adam Schwartz was not going to be available until the middle of May and wasn't sure what day he would have availability. Being in the middle of an election cycle with new directors coming on board, we will look at engaging Mr. Schwartz again in July when we have our new members and work on a path going forward. We will need to commit to a longer term period as the month to month did not work for him.

Mr. Mongeon offered his recommendation again to the board to select a few board members and come up with a process to select a consultant that can do the work.

Chair Davis replied it can be discussed again in July.

She then asked for a motion to go into Executive Session.

Upon motion of Ms. Boisvert, seconded by Ms. McElaney, it was

VOTED: That the board go into Executive Session for the purpose of confidential legal litigation and personnel matters.

Vote for the motion was unanimous – Directors Darcy and Albee shared their objection to discussing the petition in executive session.

The board went into executive session at 10:10 a.m.

All NHEC members left the meeting.

The board came out of executive session at 1:30 p.m.

NHEC members joined the meeting.

Chair Davis drew attention to the motion to allow the petition bylaw change to be on the ballot.

Upon motion of Mr. Darcy, seconded by Mr. Mongeon, it was

VOTED: That the board allow the member petition bylaw change to be on the 2024 ballot.

Attorney Phillips commented that the signatures were verified on the member petition and according to the bylaws, the question regarding this petition is on the ballot, unless the board were to decide to strike it. A motion to include the petition is not necessary, but a motion to exclude it would be appropriate.

Mr. Darcy withdrew his motion.

Upon motion of Mr. French, seconded by Ms. Kedersha, it was

VOTED: That the board submit an opposition to the petition as policies and controls are currently in place that give board members access to information. There are some unintended consequences to having this pass as written into the bylaws.

Attorney Phillips shared his opposition statement and read it aloud and per vote of the Board, the statement is included in these minutes.

“The NHEC Board did not request the proposed Bylaws Amendment and does not support it. The proposal does not solve any problems and could have serious unintended consequences. Under current Board policy, the Board already has access to all NHEC contracts and documents, other than personnel files. The current Board policy authorizes NHEC’s CEO and General Counsel to review those documents for their sensitivity before distributing them to the Board. The proposal would eliminate the involvement of NHEC’s CEO and General Counsel in assessing the confidential nature of NHEC documents. Eliminating managements and counsel’s role would leave a significant gap in the protection of NHEC’s confidential data. It would deprive the Board of management expertise and effective assistance of counsel in identifying and protecting confidential information.

The proposal would also prevent the Board from authorizing additional categories and levels of protection for NHEC’s confidential information without undertaking a future amendment to the NHEC Bylaws. The Board must retain its flexibility to respond to future needs.

For these reasons, the NHEC Board urges Members to vote NO on the proposed Bylaws amendment.”

Mr. Mongeon asked if this was in the board packet.

Attorney Phillips replied no it was not added as it was unsure how the vote was going to come out.

Mr. Darcy requested that the petitioners have 48 hours to respond by submitting their position as done in the past.

Attorney Phillips responded this is in response to the proponent statement which has been available since April 19th.

Mr. Darcy replied that the bylaws clearly provide for the petitioners to have a 250 word statement in favor of the petition.

Attorney Phillips suggested to look at the bylaws to confirm.

Mr. Darcy commented there are no timelines stated in the bylaws and it is clear that the petitioners have an opportunity to submit their statement.

Attorney Phillips read Article 3, Section 3 from the bylaws that states “All other questions for inclusion on the ballot shall also include a statement proposed by the board of directors, or by petition. As to questions inserted by petition, a statement whether the same is or is not recommended by the board. The material accompanying the ballot shall include, if submitted to the secretary within the aforesaid time limit (April 19 in this case) a statement of purpose of each question prepared by the proponents. Statements shall not exceed 250 words on any one question. The accompanying materials may also include one statement prepared by opponents in opposition to any questions proposed on the ballot. The statement shall not exceed 250 words on any one question.” The timeframe applies to the proponent’s question to be submitted along with the question.

Mr. Darcy disagreed stating the past precedent and believes petitioners should have the opportunity to submit their position to go before the members.

Ms. Kedersha commented the board has had the ability to access the information, but the issue that has not been discussed and was the reason for this petition, was the fact the information was provided in such a way that was not convenient for that director to access. They had the ability to go on OnBoard or to physically come into the office to look at the confidential information but it wasn’t sufficient for them.

Ms. Albee commented it has not always been this way. This may apply now under the current CEO, but if a different CEO comes on board, it might not be.

The vote for the motion was 6 in favor (Directors French, Kedersha, McElaney, Boisvert, Viens, Davis), 5 opposed (Directors Morrill, Albee, Mongeon, Darcy, Dwyer).

The motion carries.

Upon motion of Mr. Darcy, seconded by Ms. Albee, it was

VOTED: That the board allow the member petitioners 24 hours to submit a 250 word Proponent statement if desired.

Ms. Kedersha commented there is a risk that the petition does not go on at all as there is a deadline.

Mr. Darcy replied there is plenty of time to publish this and he is being modest by requesting 24 hours.

Attorney Phillips commented that there has been great effort to get the vendor to extend the deadline for election materials as the original deadline was April 19th. They need three weeks to prepare the ballot and mail and three weeks for voting.

Mr. Darcy further commented that the last time this came up, there was a meeting scheduled to discuss so there was ample time for complying with the intent of the bylaws.

Chair Davis responded this was a surprise and there was no planning option.

Ms. McElaney commented with disappointment as this petition was introduced after our last board meeting and the board did not have an opportunity to talk about it or aware of it until after our last board meeting. She asked that directors operate with as much transparency as possible in the future and if there are issues that need to be brought before the board, to give ample time to discuss in an organized manner and allow the time needed so deadlines do not get extended.

Vote for the motion was 9 in favor and 2 opposed (Directors French and Kedersha). The motion carries.

Mr. Viens, Ms. Kedersha, and Chair Davis all commented they voted in favor, but not happy about the manipulation and circumventing the board without the opportunity to discuss in advance.

Chair Davis drew attention the Mr. Dwyer's candidate statement and asked what his position was.

Mr. Dwyer replied he is willing to replace the word aggressively with appropriately in his statement.

Attorney Phillips commented there are two issues with verbiage in Mr. Dwyer's statement. One is the combination of stating a dollar amount with the party name and the other is the perception that a director is critiquing the litigation.

Chair Davis also commented that the litigation counsel has communicated that the information stated in Mr. Dwyer's statement is going to cause a hardship to the Co-op's position. She asked to have that statement removed to protect the best interest of the Co-op.

Attorney Phillips next drew attention to the website created by Mr. Dwyer.

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Chair Davis commented the website has NHEC in the name and gives the impression he is talking on behalf of all the directors.

Mr. French suggested to have Mr. Dwyer put a very clear disclaimer in large print somewhere on the website that states these are personal opinions and do not represent NHEC or its board of directors.

Attorney Phillips commented that adding a disclaimer as long as the content remains neutral and it's just to collect member data is acceptable.

Mr. Darcy noted that Mr. Dwyer should also have 24 hours to modify his statement to be consistent with the discussions.

Attorney Phillips and Chair Davis agreed to give Mr. Dwyer 24 hours to modify his statement.

Upon motion of Mr. French, seconded by Ms. Boisvert, it was

VOTED: That the board go into Executive Session for the purpose of confidential legal litigation and personnel matters.

Vote for the motion was unanimous.

The board went back into executive session at 2:00 p.m.

All NHEC members left the meeting.

The board came out of executive session at 3:13 p.m.

Upon motion of Ms. Kedersha, seconded by Mr. Viens, it was

VOTED That the Board of Directors adjourn the meeting.

Vote for the motion was unanimous.

Adjournment

Chair Davis adjourned the meeting at 3:13 p.m.

Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

Sharon Davis, Chair of the Board