

Approved 7/30/2024

**New Hampshire Electric Cooperative, Inc.  
Minutes of the Meeting of the  
Executive Committee**

**Zoom Meeting  
July 5, 2024 8:30 a.m.**

**Present:** Executive Committee board members: Bill Darcy (Chair), Leo Dwyer, Alana Albee, Jeff Morrill, Jerry Stringham, and Tom Mongeon  
Other Board members: Pat Barbour, Carolyn Kedersha, and Harry Viens  
NHEC employees: Alyssa Clemens Roberts, and Edee Murphy (Recording)  
Others Present: Sandra Jones-NHEC member, Paul Bolduc-NHEC member, Peter Laufenberg-NHEC member, Derek Meredith, and Paul Phillips-NHEC Counsel

**Meeting Called to Order**

Chair Darcy called the meeting to order at 8:31 a.m.

**Agenda Review**

There were no suggested changes to the agenda.

**Authorize the Chair to sign contracts for professional services to advise the Board**

Chair Darcy moved a resolution as follows:

**Pursuant to NHEC Code of Bylaws Article VI, Section 5, b and Board Policy B-3, Attachment A, 5, e, the Executive Committee ratifies and authorizes the Board Chair to sign contracts for professional services to advise the Board of Directors on pending matters directly involving the Board of Directors.**

Chair Darcy mentioned a write-up he said further explained the resolution.

The motion was seconded by Mr. Dwyer and passed unanimously.

**Recommendation of John Goodrich to fill a Board Vacancy**

Chair Darcy drew attention to Mr. Goodrich's resume posted to OnBoard. He commented he wants to share his thoughts on filling both board vacancies; adding he would like to bring the board together as much as he can to show unity among the full board and he feels this is a crucial decision. Chair Darcy stated he preliminarily recommends appointing Peter Laufenberg to the Board of Directors; he is not asking for a vote today but intends to bring this recommendation to the Special NHEC Board Meeting on July 16, 2024. He commented he will provide Mr. Laufenberg's resume and his rationale for recommending Mr. Laufenberg as he did for Mr. Goodrich.

Chair Darcy moved a resolution as follows:

**The Executive Committee recommends the Board of Directors approve the appointment of John Goodrich of Littleton, New Hampshire, to the Director position on the NHEC Board vacated by the recent resignation of Sharon Davis.**

The motion was seconded by Ms. Albee.

Discussion:

- ❖ Mr. Stringham pointed out there are two sections in the bylaws that guide vacancies; Article VI, Section 4: *Vacancies. Except as otherwise provided in this Code of Bylaws, a vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.* He also read from Article IV,

Section 5: *Vacancies. Vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining directors, and directors thus elected shall serve until the next annual meeting of the members...* with some exceptions in the last 100 days. He commented he brings this up to make sure what we are doing is ultimately selecting board members to serve through to the next annual meeting, and the board of directors section of the bylaws is what is guiding our actions here. Chair Darcy agreed and asked Counsel Phillips to confirm; Counsel Phillips responded that is an accurate statement.

- ❖ Mr. Mongeon asked if any other names had been put forward to fill the board of directors vacancies. Chair Darcy responded there were; through his various representatives he made contact with a very qualified person, but he was informed that she is about to take a very responsible position as chair of another substantial organization, so she declined. He commented he also considered others, but he is mindful of a motion made at the last board meeting regarding appointments. Though that motion was voted down, he has taken it into consideration; thus, his inclination to recommend Mr. Laufenberg to the board at the July 16<sup>th</sup> meeting.

Vote on the motion was unanimous.

#### Other Comments:

- ❖ Chair Darcy pointed out he has put it in writing but wanted today's meeting minutes to reflect that he appointed Mr. Mongeon as the Chair's discretionary member of the Executive Committee. Ms. Albee requested Chair Darcy state all names of the Executive Committee members for clarification to NHEC members present. Chair Darcy stated – himself, Leo Dwyer, Alana Albee, Jerry Stringham, Tom Mongeon, and Jeff Morrill; he added that all the NHEC board officers are automatically on the Executive Committee, plus Tom Mongeon as an experienced board member and ex-chair of the board. Counsel Phillips commented that for avoidance of doubt it should be pointed out the NHEC President/CEO is a member of the Executive Committee ex-officio without a vote. Chair Darcy said that is true; she is a member of all committees as is he.

At 8:41 a.m. Chair Darcy made a motion to go into executive session to consult with attorney Susan Lowry of Upton and Hatfield, seconded by Mr. Mongeon.

Chair Darcy thanked everyone for attending the meeting and stated this would now be a board only meeting.

Mr. Mongeon commented that before folks are excused, he saw on the meeting chat that an NHEC member had a comment; he stated it was Paul Bolduc. Chair Darcy invited Mr. Bolduc to speak.

Mr. Bolduc introduced himself, congratulated new board members, and stated the following – he saw the agenda item for the recommendation to fill a board vacancy, noting that the potential replacement was not on this year's ballot and the election was finalized three short weeks ago. He pointed out he lost the election by 68 votes. One of the goals of NHEC is to increase member engagement; this was discussed a number of times when he was on the NHEC Nominating Committee, three of the last four years, and in meeting notes he has reviewed. If we follow the will of the members, the next two candidates with the largest number of votes should be considered as replacements for the board vacancies. He feels this process is not being considered due to the fact he was a member of the Nominating Committee that did not nominate Directors Darcy and Dwyer. He considers this retribution for the result of the nominating process.

Mr. Bolduc said he has a couple of bullet points about the nominating process and stated the following:

If you are an engaged member of NHEC, be careful; there may be consequences for your participation.

Directors Darcy and Dwyer do not know how I voted. It was mentioned that I led the Nominating Committee; I was the vice-chair. The chair was Joanne Haight, a veteran committee member for over 10 years who does an excellent job, and I was proud to work with her. The Nominating Committee consisted of seven to nine NHEC members during my three years of service, each having a vote. I believe the nominating process is rigorous and

is viable and valuable to NHEC. This process is responsible, in part, for electing many talented board members over the years.

Mr. Bolduc then stated he believes all the other current veteran board members including Directors Albee, Kedersha, Viens, and Mongeon were nominated by the committee he was part of. He was also part of the committee that put forward Pat Barbour in her first attempt at running for the board. He asked the board to support and put forward Peter Laufenberg and him to fill the current vacancies which he believes is the will of the NHEC members.

Mr. Bolduc stated he has been on various boards; as a board member it is our duty to represent and serve our members. A board member is not a king; he or she plays an important role and should always use sound governance and principals. I respectfully ask that these statements are reflected in today's meeting minutes, and I thank all of you for your consideration, patience, and time.

Chair Darcy thanked Mr. Bolduc and said Mr. Bolduc's statements will be reflected in the minutes.

Chair Darcy drew attention back to the motion he made to go into executive session. The vote was unanimous.

At 8:49 a.m. Chair Darcy asked everyone other than NHEC board of directors and Upton and Hatfield counsel to leave the meeting.

At 8:55 a.m. the committee came out of executive session.

### **Adjournment**

Chair Darcy moved that the Executive Committee meeting be adjourned. The motion was seconded by Mr. Dwyer and passed unanimously, and Chair Darcy adjourned the meeting at 8:55 a.m.