

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**

**Minutes of the Meeting of the Board of Directors May 28, 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 May 28, 2024, at the Cooperative's 287 Highland Street Office in Plymouth, NH.

Directors present were Brenda Boisvert, William Darcy, Leo Dwyer, Edward French, Madeline McElaney, Carolyn Kedersha, Jeff Morrill, and Harry Viens. Directors Alana Albee, and Thomas Mongeon, participated via Zoom. Others present were Alyssa Clemsen 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; Paul Phillips, Attorney; Sonja Gonzalez, Chief Information Officer; Pat Barbour, Cooperative Member, Jerry Beck, Cooperative Member, and Maida Lessard, Executive Services Administrator (recording). Others participating via Zoom were Richard Knox, Cooperative Member.

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

Chair Davis drew attention to the agenda for approval.

Mr. Darcy commented he felt an item that was on the executive session agenda is not appropriate and he would like to vote to move it to the public session of the board meeting.

Chair Davis commented we didn't get to discuss the 17 board policy violations at the last board meeting as we ran out of time. She further noted that it is the highest duty of the NHEC board to fairly represent its members and ensuring the integrity and fairness of the member election. Our members have the right to know that member elections are conducted in good faith and free from undue influence. We do need to have a conversation about what occurred to prevent it from happening going forward and if there should be sanctions or reprimand for those 17 violations.

Mr. Darcy replied that all of those violations were rebutted in last month's executive board session and should be aired in public for reasons stated by Chair Davis.

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

**VOTED** That the Board Discussion of 2024 Ballot Petition Violations be moved from the executive session to the public session for discussion.

The vote for the motion was 7 in favor, 4 opposed (Directors Kedersha, Viens, Davis, and Boisvert) The motion passed.

Mr. Darcy also commented he would like to have 5-10 minutes to address other election integrity issues in public session directly following the violation issues.

Chair Davis agreed to do this after the break.

**Agenda Review and Consent Agenda Approval**

Chair Davis drew attention to the approval of the consent agenda items and director expense reports.

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

**VOTED** That the Board of Directors approves the consent agenda items as presented in the board packet.

Mr. Darcy commented that he was surprised that the vote and the opposition statement by the board was not included in last month's minutes and feels it should be included in the minutes at the time it was adopted.

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

**VOTED** That the Board of Directors pull the minutes from the consent agenda items, add the opposition statement to the April 30, 2024 Board of Directors Meeting minutes and approve as revised.

Vote for the motion was unanimous.

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

**VOTED** That the Board of Directors approves the Director expense reports as presented in the board packet.

Vote for the motion was unanimous.

Mr. French clarified that the next Corporate Services Committee meeting is Thursday, June 13<sup>th</sup> and not Friday, June 14<sup>th</sup> as it is stated in the minutes.

Chair Davis recognized Mr. French as the current Treasurer as this will be his last Board of Directors meeting at NHEC. She presented him with a Common Man gift card.

She also recognized Ms. McElaney on her achievement of obtaining Director Gold program certificate.

Mr. Mongeon commented that last month's board minutes were not in OnBoard for review before they were posted to the packet.

Chair Davis commented this was missed due to lack of time and will try to do better in the future.

Mr. Mongeon requested again to have the minutes posted in OnBoard in a Word document for ease of editing as they have been in the past.

Ms. McElaney commented it is not appropriate for Directors to be editing minutes and should be uploaded in a PDF format and discussed if any changes are needed.

### **Board Committees**

#### Audit Committee

Ms. Kedersha brought attention to the Audit Committee Meeting minutes of April 19<sup>th</sup>.

Upon motion by Mr. French, seconded by Mr. Viens, it was

**VOTED** That the Board of Directors approves the Audit Committee Meeting minutes of April 19, 2024 as presented in the board packet.

Vote for the motion was unanimous.

Ms. Kedersha next drew attention to the B-42 Whistleblower Protection Policy and the change made in paragraph D.

Upon motion by Mr. French, seconded by Mr. Viens, it was

**VOTED** That the Board of Directors approve the revised Audit Committee B-42 Whistleblower Protection Policy as presented in the board packet.

Mr. Darcy asked about the interpretation of alleged accusations and what would be considered bad faith and would potential termination apply to Directors.

Attorney Phillips replied that it would not apply to Directors as they can only get removed by public vote.

Mr. Morrill commented that the termination clause in the policy sends the wrong message and may potentially push people away. He recommends striking the word termination unless there is a particular reason to have that word in there.



Attorney Phillips commented from a legal perspective people should be on notice what could potentially happen and the consequences if they act negligently.

Mr. Darcy drew attention to the section in the policy where a third party or investigator may be assigned and asked if the board is entitled to receive a report from them as they would in the case of an investigative panel.

Attorney Phillips replied that in Section VI of the policy the GC is given the authority to oversee this process and must report reportable conduct to the CEO, Chair and possibly Audit Chair.

Mr. Darcy looked in the policy to see if there are good protections for the identity of the complainant and confidential information. He saw nothing in the policy related to any remedy if the GC or the Board Chair released this information.

Ms. Kedersha replied that Section H in the policy covers that.

Attorney Phillips replied that this scenario would apply to everyone.

Ms. Achenbach voiced her concern with the recent changes in the policy. This policy was not supposed to have any retaliatory actions against an employee and these changes feel like this is being put into place. This policy was to protect employees and she feels they won't use this process with these changes as it sends the wrong message.

Mr. Mongeon expressed his concerns and is uncomfortable with the lack of user friendliness, the disciplinary action mentioned in the policy, and the lack of incorporating lessons learned. He also asked if an Audit Committee Meeting in May ever took place and if not requested to have it scheduled to discuss these issues further.

Ms. Kedersha replied there were opportunities to submit comments and he chose not to and instead did so in this meeting. She suggested to submit his concerns to her in writing and it would be discussed again next year. The meeting in May was not needed.

Mr. Morrill commented he was contacted twice about whistleblower items and feels the process is inconsistent or unfair as there was no previous communication about what would be discussed. The investigator refused to give any time to think about the questions asked and it did not feel like a good process and could also make employees uncomfortable. He suggested the committee rethink this process.

Ms. Clemens Roberts commented that she put the recent language in the policy, and it was her intention to clearly outline the consequences of reporting false accusations, not to have employees not file a report. She noted different ways to report a whistleblower claim such as online, call or email her, and it would then be forwarded to the General Counsel or the Board Chair.

Mr. Morrill asked if there might be HR policies that would cover honesty and integrity. It is his opinion that the principles and values of the Co-op should cover us.

Ms. Clemens Roberts replied that all of our policies including new ones say that violation of these policies would include disciplinary action including possible termination per the recommendation of our employment attorney.

Mr. Darcy agrees with Mr. Mongeon that the only substantive discussion about this was back in October and the changes discussed are not implemented in the current redlined policy. He also believes a discussion should be scheduled. He also commented there is an overlap between B-42 and B-29 statement of ethics policy as the second complaint filed under the whistleblower policy referred to B-29. He feels it is not clear enough and should be clarified before any revision are made to the whistleblower policy.

Ms. Kedersha commented that most of the changes discussed in the October meeting are in this current revision. Changes and revisions have not come to her in writing as requested. If these revisions are delayed again, the current whistleblower policy will remain in effect.

Vote for the motion was 6 in favor, 4 opposed (Directors Mongeon, Darcy, Albee, Morrill), 1 abstention (Director Dwyer) The motion passes.

Mr. Mongeon voted no due to the lack of user friendliness, lessons learned, and discussion. He suggested it be re-visited soon.

Mr. Darcy voted no for reasons stated by Mr. Mongeon.

Ms. Albee voted no due to lack of discussion.

Ms. Kedersha next drew attention to the revised B-29 Statement of Ethics Policy.

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

**VOTED** That the Board of Directors approve the revised Audit Committee B-29 Statement of Ethics Policy as presented in the board packet.

Mr. Darcy commented he has no questions on this policy, it was with the whistleblower policy that needs to be reconciled with this one.

Ms. McElaney commented that other organizations often have Directors sign off on this policy annually and suggested the board begin this practice going forward.

Mr. Mongeon agrees with Ms. McElaney, but because there is another policy in conflict with this one it needs clarification on how conflict of interests are handled.



Ms. Albee suggested putting this on the board tracking report to have a discussion led by general counsel.

Vote for the motion was unanimous.

Mr. Mongeon commented he voted yes with the understanding there will be a discussion and clarification of the two policies and conflict of interest.

### **Member Comments**

Chair Davis called on the members in attendance for comments.

Mr. Beck brought up his continued concerns on climate change and stressed the importance that the Co-op lead the initiative to enable decarbonization while improving reliability.

Ms. McElaney commented that some of the improvements that the Co-op is making to the distribution infrastructure are setting us up for success when it comes to clean energy, distributed generation, and the broadband infrastructure.

Mr. Morrill shared his frustration as a member with the continued NH Broadband customer service issues, lack of communication, and the time it is taking to get connected. He asked for a better action plan to resolve these issues.

Ms. Clemesen Roberts replied that these are all known issues and are being taken seriously. She feels the contractor is not performing their duties correctly. She will share more when we are in executive session.

### **President/CEO Report**

Ms. Clemesen Roberts provided an overview on the following:

- Board Safety Moment
  - prevention tips to avoid ticks and insect bites
  - removing a tick
- External Events
  - Presented a NH Broadband update to the Carroll County Communications District with members of the Sr. Leadership Team.
  - Sr. Leadership Team had a quarterly check in with the Department of Business and Economic Affairs (BEA) regarding our \$50 million broadband grant.
  - Met with Jennifer Hunter, Director of Engagement Central Region and Whole Village to learn more about Granite United Way and the services offered by Whole Village.

- Shared a note of gratitude and thanks from the Plymouth Deputy Fire Chief for the Co-op's assistance during a challenging fire in downtown.
- Cyber Security
  - Cyber team facilitated a tabletop exercise in April identifying key takeaways.
  - Also in April, the cyber team attended a free conference in Buffalo, NY called "Cybersecurity Training for the Utility Workforce".
- Communications
  - Strategic Plan – public version is now available to employees, members, and the public in print version and on our website.

Chair Davis drew attention to the resolution to appoint Ms. Doan as the primary voting delegate and Ms. Clemens Roberts and as the alternate voting delegate for CFC.

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

**VOTED** That the Board of Directors approves the resolution to appoint Ms. Doan as the primary voting delegate and Ms. Clemens Roberts and as the alternate voting delegate for CFC as presented in the board packet.

Vote for the motion was unanimous.

Mr. Mongeon asked if there were any key learning takeaways from the cyber security conference and if so, can it be shared with the board in public session.

Ms. Gonzalez replied the team came back with learning related to the OT environment and we are using this to work on some specific details to improve our cyber posture on both the IT and OT side of our network.

Mr. Darcy drew attention to the Power Resources and Access report attachment and noted that our costs are 4% less than forecasted for the current period and for the period beginning in August, the overall forecast is to be 15% lower. He asked Mr. Jennings if the overall costs include the expected lower recovery balance since we recover them in that rate.

Mr. Jennings confirmed that it does and commented that we are predicted to be \$800K over collected by the end of the period.

Ms. Clemens Roberts commented that when she arrived at the Co-op, we were approximately \$12 million under collected and headed towards almost \$18 million. By modifying how we purchase power sometimes we will be the cheapest in the rate period and sometimes we won't, but our risks have been limited and minimized. We have hired a couple of data analysts recently to look at how we do things, and we also have someone reviewing our processes and policies to help us get sharper there as well.

Annual Meeting Update

Mr. Glenshaw presented an Annual Meeting update including:

- Agenda
- Events/Activities – 12pm to 5pm
- Overview
- Sponsorships – currently at \$20,000

Ms. Albee suggested to put an article in the newsletter highlighting the sponsorship side of it so members are aware it is not costing them anything.

Mr. Glenshaw agreed.

Mr. Mongeon asked what is the overall communication themes that we want to send the members.

Mr. Glenshaw commented that the Annual Meeting is part of our overall community relations program. We have 6 events planned throughout the year in the communities that we serve. The main goal is connecting with members in person where they live and work as well as bringing the directors, the senior leadership team and members engaging with each other.

Ms. McElaney thanked the Co-op for planning an event that families want to come to and for scheduling the meeting in the evening hours after work hours.

Mr. Morrill asked if there are any risks with the donation from Loon Mountain and anyone accusing us of inappropriateness as the face of Loon is a board candidate. Other candidates were not asked for donations.

Mr. Glenshaw replied that two other ski mountains contributed \$500 a piece and presented as a trio which is appropriate.

Ms. Clemens Roberts commented it is not a candidate donation but a donation from a ski resort.

### **Officer Election – Preliminary Statements of Intentions**

Chair Davis drew attention to the officer election coming up and asked for the board intentions on the officer positions.

- Chair
- Vice Chair
- Treasurer
  - Mr. Dwyer commented he is interested.



- Assistant Treasurer
  - Ms. Kedersha commented she is undecided.
- Secretary
  - Ms. Boisvert showed interest.

Mr. Darcy commented he has taken responsibility of the chair of the Broadband subsidiary as well as power resource and access and is considering running for an officer position just unsure which one.

Mr. Morrill also commented he is interested in an officer position but is focused on the election at this time and has not decided which position.

Chair Davis commented that her role as Chair in the last year has been very challenging as the first woman chairperson and is unsure if she wants this officer position or another year. She felt at times there were double standards compared to previous male chairs and it has affected her health. She mentioned the role as chair has changed as the time commitment and the ability to be available and respond if necessary has increased significantly.

#### **Board Minutes Discussion**

Ms. McElaney drew attention to the resources of best practices for meeting minutes that Mr. Viens submitted with links in the board packet. She noted the purpose of this discussion is to decide what is the intent of our meeting minutes and should they be a transcript or just a record of votes taken, actions made, and resolutions passed or failed.

Mr. French commented the NRECA article that is attached was noteworthy and captured the difficulties we face such as what the general counsel suggests we should or should not put in the minutes to keep us out of trouble. He feels we don't always listen to general counsel as to suggestions he provides.

Mr. Viens commented the best practice interpretation he has is for the general counsel to take minutes of the meeting.

Ms. Clemens Roberts commented the idea previously was for a paralegal come and take the minutes and not staff as this is an area of contention that the board seems to have month after month.

Mr. Morrill suggested that the secretary of the board take the minutes rather than an outside person and try piloting it.

Mr. Mongeon commented that could be a possibility to have the secretary of the board take the minutes but also is in favor of a paralegal that reports to the board taking them. He also commented that directors should be quoted when asking questions and the response should also be recorded as it is the members right to know what the directors are asking.

Ms. Clemesen Roberts commented that quoting is a transcription. She reminded the board that these meetings are video recorded and if we decide on a summarization and record of votes in the minutes, we could post the public portion of the recording for the members to watch.

A 10-minute video from NRECA with guest Susan Olander was shared regarding board meeting minutes and best practices.

Mr. Morrill asked if we had a copy of Susan Olander's style of minute writing and if not could we request one.

Ms. McElaney replied she does not have a copy.

Mr. Mongeon commented he met Susan Olander several years ago in person at an NRECA event and offered to reach out to her and ask for a copy of minutes if folks would like him to.

Mr. Darcy commented that before he was on this board, he read 3 or 4 years of minutes and does not see much difference in the level of detail from then until now. If we make a change and include less details, it could be questioned why we made the change. It was also mentioned in the video about whether or not individual board members should be mentioned in a vote decision. He noted that NH has a unique law that specifically says if there is a single member of the public that attends remotely, all votes must be recorded as a roll call vote, which means identifying who voted and how unless it was unanimous. He also suggested that he wouldn't change the detailed minutes that are consistent with the way we've been doing them.

Ms. Albee commented the video was very helpful. Her concern is overburdening staff with the minutes and should the board think about having a paralegal dedicated to it. She suggested to put it on the agenda for a separate discussion.

Chair Davis commented it is burdening staff completing the minutes for example, the last month's minute took over 40 hours to complete due to so much detail that was included.

Ms. Kedersha commented that maybe we could try using someone on the board whether it is the secretary or someone else to take the minutes and use Susan Olander's suggestions.

Chair Davis asked if there is a motion or solution to come to the floor or take the discussion to another board meeting.

Ms. McElaney commented she looked at the meeting minutes from 2016 to 2019 and noticed they were 4 to 5 pages long, more succinct, actions taken, votes, and next steps. Beginning in 2020 is when the minutes were more of a transcription. She suggested stating what the materials were, actions taken, and business performed as a board be in the minutes. She commented the level of detail currently in our minutes is not the right thing for us as an



organization, however, she is in favor of posting the video recordings of the public session to our website.

Ms. Albee suggested to go back to the video and get clarity about what is good evidence. Recording the board meeting discussions is important but maybe a summary of the discussion would be less burdensome. She does not think it would be a task that the secretary of the board should do, however, a board designated paralegal doing them with the guidance of past minutes could be useful.

Mr. Dwyer commented that it his opinion that the nature of the board has changed since then as most votes then were 11:0 and in just the last year almost every vote is now 6:5.

Mr. French suggested a quick decision should not be made and to move forward to get Susan Olander's minutes template and do a benchmark comparison of our minutes during the 2016 – 2020 timeframe and see if this template is what we want.

Attorney Phillips commented that he has recently spent time with Susan Olander at a conference and could reach out to her as well. He and Ms. Clemens Roberts have discussed having a paralegal from his firm come and take minutes for the board meetings but at that time his firm was short staffed. Since then, additional staff has been added and he will pursue this option again and report back to the board.

Mr. Morrill commented that we need to figure out content and what is important to include in the minutes is the first step.

Recessed for a 15-minute break at 10:28am.

Meeting reconvened at 10:45am.

#### **Board Discussion of 2024 Ballot Petition Violations (moved out executive session)**

Chair Davis drew attention to the 17 board policy violations by Mr. Dwyer as outlined in Attorney Phillip's memo and were not discussed at the last board meeting. A discussion is needed on how to prevent this type of activity in the future and keep the integrity of the election going forward as it has affected the trust among board members. She reviewed examples of possible actions and reprimands for these violations, and then asked for feedback from all board members.

Attorney Phillips clarified the context of the discussion and reiterated this issue was brought to the board by general counsel with legal analysis in the April board meeting. It was at the suggestion of Mr. Mongeon that we separate the ballot question issue and the conduct of Mr. Dwyer.

Mr. Darcy commented that one of the allegations was that a director violated the policies when communicating with members and informing them he is their representative and soliciting support for ballot questions. He commented this is not a violation of policies but a director's duty to see something that needs to be changed and communicate to the members to do that per the verbiage in policy B-31.

The next allegation was that Mr. Dwyer was soliciting to members that he was acting as a representative of NHEC and the board and that it was supported. What he did say was because the majority seemed to be opposed to the access of information, he thought it was appropriate to gain access in an unrestricted form which was the reason for the petition.

The last allegation was that Mr. Dwyer misrepresented the membership by not mentioning certain information that was mentioned in the opposition statement included in the ballot. The petition clearly stated a summary of why the amendment to the bylaws was needed and was completely appropriate.

It is Mr. Darcy's opinion that it is unfair to create these issues especially during election season for which Mr. Dwyer is a candidate.

Attorney Phillips noted that the board adopted these policies, and it is his job to carry them out. A policy that the board adopted states that it forbids directors from using their titles, having special privileges and authority.

Mr. Dwyer asked if he had inserted a disclaimer at the bottom of his email saying he is not representing NHEC or the board but himself as an individual would that have met the parameters of the policy.

Attorney Phillips replied that it would have come much closer to meeting the policy. He reminded the board that it is his duty per policy instated by the board, to raise issues that violate these policies, and should not be a matter of outrage by the board in doing so.

Mr. Darcy commented that there are conflicting policies within the policy about allowing directors to communicate with members as context is important. The members knew that Mr. Dwyer was not speaking on behalf of NHEC. He is opposed to having Mr. Dwyer put a disclosure on his communication to members as he believes it interferes with the communication of the members.

Chair Davis commented that in Mr. Darcy's letter to the editor it was clear he was not speaking on behalf of the board but as an individual, so it was clear this requirement was acknowledged.

Mr. Darcy replied he was aware at that point of the interpretation by the general counsel and didn't want any retribution to become of anything he said.



Attorney Phillips again reminded the board these are the boards policies and the board has the authority to change them. The policy about director access to information is one that the board put in place and voted on to adopt which Mr. Dwyer's petition is now trying to remove. The board could have removed or edited this policy if it was brought up to the directors and discussed.

Ms. Albee commented that she also submitted a letter to the editor and due to fear of retribution especially from this board, she expressed it was her opinion as an individual and was not representing the board. She also recently requested this of Ms. McElaney when she put information into the newsletter that didn't indicate that. She suggested adding a statement that says in policy the board is not representing NHEC or the board when communicating with members. She feels this is active retribution against a board member who dares to ask inquisitive questions regularly, despite pushback and a board that has ganged up against him.

Mr. Mongeon commented he is mostly in agreement with Ms. Albee. He also mentioned that a policy committee was formed some time ago with no progress made to go forward with it. He suggested the board have a discussion about this potential policy violation and does not support a sanction against Mr. Dwyer. He is hopeful to identify what should be done moving forward, clarifying policies, and focus on treating all directors equal no matter what or how many questions are asked.

Mr. Morrill commented he feels there has been some conclusions made that he disagrees with and policies that lacked consistency with how they are applied. He also does not believe there has been any misrepresentations with the members and things applied consistently going forward.

Ms. McElaney commented that she feels there has been a lot of time putting out fires that the board started and she feels the board should go back to strategic oversight and supporting the leadership team. She also feels it was manipulative to have the petition introduced after a board meeting, so the board never had a chance to discuss. It was also deceptive and out of context to use her name in a statement of support for something that she voted publicly against.

Mr. Viens commented he feels manipulated and if we all accept these actions, does it mean it is acceptable behavior going forward with no consequences.

Ms. Boisvert commented she read some of the letters to the editor and also Mr. Dwyer's petition statement.

Ms. Kedersha commented she had issues mostly with the disclosure of confidential information even after being advised to keep it confidential. The other issue is the board should be making decisions as one voice not misleading the members that the board doesn't have access to information as this is untrue. The information is available but may not be convenient to view on our personal equipment or search it.

Mr. French commented he doesn't feel this is retribution, but rather an interpretation of our policies and applying to a situation. He feels if Mr. Dwyer had made it clear as a director of the board that he was speaking as an individual member it could have made a difference and avoided confusion. The policies are in place to hold directors accountable and to a higher standard and this not how a board should operate. He would like to see a vote taken so this situation does not happen again in the future. He feels it is important that this discussion be reflected, acknowledged, and move forward.

Mr. Darcy drew attention to the process of how Broadband was added to the Co-op charter in 2020. He does not feel this current petition to amend the bylaws is deceptive or manipulative and a decision was made as to how likely the board would act on this much like how Broadband was adopted. There was a claim that Mr. Dwyer used NHEC as part of his website and was in direct violation of our board policies and consumer protection, however, there is a new nhecteam.com website that was just issued and nothing has been done about that.

Attorney Phillips responded this is not the same as Broadband as there was a clear vote from the board opposing Broadband so the members reacted to an actual voter report which is what is missing in this situation.

Mr. Morrill commented that there were votes regarding access to information that resulted in being very close. He also feels the Broadband example is very parallel to this situation as well.

Ms. Clemens Roberts asked for examples where she refused to provide information to the board.

Mr. Dwyer responded he had asked for searchable copies of invoices from general counsel.

Ms. Clemens Roberts replied that all of those invoices were posted with the exception of invoices that contained information that was purposely excluded and we had redacted and then reposted. She clarified that she is the board's employee and has a leadership team that reports to her. Every effort has been made to be transparent and provide the information within the policy structure.

Ms. Albee clarified it is not directly about her but in past experiences there has been lack of access to information.

Mr. Mongeon commented going forward there may be some board policies that need clarification.

Chair Davis suggested that the board make a statement that ensures all directors will abide by board policy going forward.



Ms. McElaney asked for an amendment to the motion to include all directors sign off on a director's ethics statement and code of conduct annually and make it part of the yearly organizational meeting, seconded by Mr. French, it was

**VOTED** That the Board of Directors approve the amended motion to add all directors sign a director's ethics and code of conduct statement annually at the board organizational meeting.

The vote for the amendment was unanimous.

Mr. French moved the amended motion to a full vote, seconded by Mr. Mongeon, it was

**VOTED** That the Board of Directors approve the motion as amended to have the board make a statement that ensures all directors will abide by board policy and include directors signing an ethics and code of conduct statement annually at the board organizational meeting.

The vote for the amended motion was unanimous.

Mr. Darcy presented his concerns of election interference during the current election process as follows:

- Chair's attempt to censor director election statement
- General counsel's cease and desist letter
- Chair and general counsel's attempt to strike the member petition and censor statement
- Chair's attempt to censor statement in support of member petition
- Official NHEC member messaging on petition fails to inform/misinforms (compared 2020 and 2023 to present)
- The bylaw ballot title is confusing and wrong
- Ballot improperly emphasizes "NO" (compared 2020 ballot to present)
- Ballot does not describe amendment before offering yes/no option (compared 2020 ballot to present)
- Online ballot lists "No" before "Yes"
- Electronic voters must click link to get any sense of purpose of amendment

Attorney Phillips stated that the excerpts on Mr. Darcy's slides are attorney client privilege and not appropriate to share.

Mr. Darcy disagrees that it is attorney client privilege.

Attorney Phillips further stated it is not Mr. Darcy's right to waive this, it is the Co-op's right to waive and speaks by majority.

Ms. McElaney commented that she is concerned that Mr. Darcy is giving legal advice, does not currently practice law in NH, directly conflicting with the general counsel's advice, and is putting the Co-op and its members at risk.

Mr. Darcy's conclusion is that cumulatively the ten instances presented show intent to interfere with the election with both the bylaws amendment and the selection of directors who supported the member petition bylaw amendment.

He also suggested that in the future, the board establish policies that clearly state an accurate summary in all board communications and the ballot also summarize the amendment like it has in the past before the actual vote is taken to avoid discretion.

Ms. Clemens Roberts clarified that there was no conspiracy on the part of the general counsel or management in putting the ballots together.

Attorney Phillips commented that it would have been helpful to have the opportunity to review this presentation before the board meeting to verify if what was presented is accurate or inaccurate or in or out of context.

Ms. Kedersha commented that the board did not have a chance to put an opinion on the ballot as the board was circumvented and submitted as a petition. It is her opinion that it should be fully transparent and both sides allowed to state their opinions in the ballot so the members have adequate information to make their decision.

Ms. McElaney commented that the other side of Mr. Darcy's argument of election interference is an effort to play victim to influence the election. She commented that the first part of his presentation was not election interference, but director misconduct which was discussed already.

Mr. Mongeon asked the general counsel if he feels there is anything concerning and worthy of a potential investigation based on what was presented.

Attorney Phillips does not feel an investigation is necessary, but he would like to have a discussion with the people that put the ballot together to understand the choices that were made.

Mr. Mongeon also commented that what was presented is extremely concerning to him and asked if anyone in the room thinks it is a laughing matter, and if so, to explain why.

Ms. Clemens Roberts replied that she finds the behavior, actions, statements made, constant interrupting, and disrespect amusing. She has listened to the constant interruptions and disparaging comments on a regular basis, and nothing has been said so she finds this to be hypocritical and selective.



Ms. Albee commented that she would be more comfortable if the board reviewed and approved the ballots before they are printed and shared her concerns with the changes of the ballot layout this year either intentional or unintentional.

Mr. Glenshaw commented that his team oversees the election ballot, and he assured the board that there was no conversation about its makeup or layout in advance. His team was looking for accuracy and did not look to the 2020 ballot for comparison.

### **Board General Session**

#### **Board Tracking Report**

Chair Davis drew attention to the board tracking report.

Ms. Clemesen Roberts commented that the topic of virtual net metering was added to this report. The Co-op has a group net metering policy that one of our municipalities are using and asked if the board would like a presentation on this at a later date.

Ms. Albee commented that her interest as a director is to better understand the process of net metering with municipalities.

Ms. Clemesen Roberts replied she will bring back a presentation regarding what is in place currently.

Mr. Darcy asked if he could have a link to that policy as he is solicited frequently to join municipal consortiums of net metering.

Mr. Mongeon asked if a target date can be set to revisit the whistleblower policy. He suggested having an audit committee meeting the end of June to discuss.

Ms. Kedersha replied he can submit any changes he would like to her in writing for discussion first and if necessary, she will schedule an audit committee meeting.

#### **Schedule Necessary Committee Meetings**

All committee meetings have been scheduled.

#### **NRECA Report**

Ms. McElaney commented at the last board meeting she was asked how much do we pay NRECA annually to be a member and she reported it is \$97,000 a year.

She drew attention to the links in the report on attachment 8a, the list of different subsidiaries and departments and encouraged the board to look at these.

Chair Davis asked for a motion to go into executive session.

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

**VOTED** That the Board of Directors approves the motion to go into executive session for purposes of discussion of confidential legal, litigation and personnel matters.

The vote was unanimous for those members in the room. Directors Mongeon and Albee did not vote.

The board moved into executive session and the meeting was paused for lunch at 12:05 p.m.

All Cooperative members left the meeting.

The board came out of Executive Session at 2:18 p.m.

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

**VOTED** That the Board of Directors adjourn the meeting at 2:18 p.m.

Vote for the motion was unanimous.



Jeff Morrill, Secretary

A TRUE COPY ATTEST:



Bill Darcy, Chair of the Board