

Approved 8/29/23

**New Hampshire Electric Cooperative, Inc.  
Minutes of the Meeting of the Executive Committee  
Pemi Board Room  
August 11, 2023**

**Present:** Committee members: Sharon Davis, Madeline McElaney; Via Zoom - Brenda Boisvert, Ed French, Carolyn Kedersha, and Jeff Morrill

Other Directors: Via Zoom - Bill Darcy, Tom Mongeon and Leo Dwyer

NHEC Employees: Alyssa Clemens Roberts; Via Zoom – Edee Murphy (recording)

Others: Paul Phillips, NHEC General Counsel

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

### **Agenda Review**

Chair Davis asked for any changes to the agenda. None were noted.

### **Board Goals**

Chair Davis explained it is a committee goal to develop a strategy to improve board and staff communication going forward. She next reviewed the objectives listed on the Board Planning Implementation Tracking spreadsheet for discussion and updates.

#### Goal 1 – Board Meeting Effectiveness:

Objective 1: Add the words “and/or objectives” at the end.

Objective 3: Remove the word “Policy” in order to avoid any conflict with the Policy Committee. The Executive Committee will focus on Board Bylaws Review.

Objectives 4 and 5: Remove; completed.

#### Goals 2 – Board/CEO Communication Plan:

Chair Davis commented that the last consultant’s personality did not mesh with NHEC goals. Mr. Morrill mentioned that NHEC owns the work product Mr. Pistrui compiled, so we are able to share it with another consultant if we choose.

There was in-depth discussion on whether or not the committee would like to hire a new consultant to work on board/CEO communication. It was suggested the consultant attend committee/board meetings and provide feedback on tone and respectfulness. In response to a comment regarding what NRECA or other cooperatives may have for internal communication policies, Ms. McElaney offered to research the topic.

**Chair Davis called for a vote:** Should the committee move forward with researching available communication consultants and what their scope would be? She clarified that this information

would be brought back to the Executive Committee in order to help us decide whether to hire a consultant or not.

Committee vote was unanimously in favor.

Mr. Dwyer mentioned he would like to see a written description of the “fix we are in” – board members would have different opinions. Ms. Kedersha commented it is a good idea to have board members write down their thoughts and see where the differences are; it may narrow the scope. Chair Davis responded she will request statements from all board members on what they feel is the issue.

Chair Davis stated she will work with Chris Guiney of CarterBaldwin to identify communication consultants.

### Goal 3 – Define Board Success:

Objective 1: Develop/define metrics. At Chair Davis’ suggestion, Messrs. Morrill and Mongeon agreed to draft a basic metrics guideline as a starting point.

Objectives 2 and 3: Leave as-is for now.

### **Performance Review Committee Discussion**

Ms. McElaney voiced she prefers others be involved in the oversight of the CEO performance review, not just her as Vice Chair of the Board of Directors. She mentioned there has been a Performance Review Committee in the past that worked well. She welcomed input from committee members on the process.

As a member of the former Performance Review Committee, Ms. Kedersha provided a summary overview of how the committee was set up. She felt it appropriate to have two or three board members, not just the BOD Vice Chair, assist with the process and that worked well. Mr. French, former member of the Performance Review Committee, added it will also continue to be important that all board members have the opportunity to weigh in on CEO performance. Mr. Morrill, former member of that committee as well, commented the process is labor intensive so it helped to have a small group cipher through SMT and board feedback. Ms. Boisvert agrees it is beneficial to have a Performance Review Committee. There were no objections on having a CEO Performance Review Committee.

Ms. McElaney stated she will work on the membership of the Performance Review Committee and bring that to the Board meeting this month along with a committee charter.

### **Adjournment**

Upon motion of Ms. McElaney, seconded by Mr. French, it was unanimously voted to adjourn the meeting. Chair Davis adjourned the meeting at 9:16 a.m.