

**Approved 9/26/23**

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**

**Minutes of the Meeting of the Board of Directors**

**August 29, 2023**

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 August 29, 2023, at the Cooperative's 287 Highland Street Office in Plymouth, NH.

Directors present were Sharon Davis, William Darcy, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, Jeffrey Morrill, and Harry Viens. Directors Alana Albee, Brenda Boisvert, and Thomas Mongeon participated via Zoom. Others present were Alyssa Clemsen Roberts, President/CEO; Peter Glenshaw, VP of Member Engagement; Sonja Gonzalez, VP of Information Technology/CIO; Carla Munoz, VP of Human Resources; Jonathan Nelson, VP of Broadband; Paul Phillips, Attorney; Kristen Taylor, Chief Financial Officer; Rob Howland, Interim VP of Power Resources and Access; Kelley Achenbach, Controller; Ken Colburn, NRECA Director for New Hampshire; Joann Decosta, Cooperative Member; and Sharon Yeaton, Executive Services Administrator (recording). Others participating via Zoom were Michael Jennings, VP of Engineering and Operations; Seth Wheeler, Senior Communications Specialist; and Pat Barbour, Cooperative Member.

Chair Davis called the meeting to order at 8:31 a.m. She shared opening remarks discussing the setting of agendas; the request for any new resolutions to be submitted at least 24-hours prior to a board meeting; a resolution that was submitted yesterday, indicating that would be addressed at the September board meeting; a concern she received about having adequate time on the agenda to discuss important matters, noting that there is no requirement that the meeting must adjourn at a specific time and the board can take the time it needs; and asking that everyone be respectful to one another.

**Agenda Review and Consent Agenda Approval**

In response to Mr. Mongeon's comment that last month he requested a broadband update on the public session agenda, Ms. Clemsen Roberts noted that she has included that as part of her CEO report. Mr. Mongeon suggested it should be a separate item on the agenda so members can see where they can add their concerns. Chair Davis stated that she would take that under consideration. Mr. Darcy added that he received a call from a member who wanted to come and compliment us on the rate decrease and the spread of broadband but indicated there was no place on the agenda for him to make those comments. Ms. McElaney pointed out that we have a standing item on our agenda for member comments and it doesn't need to be specific to electric or broadband.

Chair Davis drew attention to the consent agenda items for approval, including draft minutes of the July 25, 2023, Board of Directors meeting and director expense reports. Mr. Mongeon requested removal of the minutes from the consent agenda.

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

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**VOTED:** That the Board of Directors approves the consent agenda items as presented in the meeting packet, excluding the minutes of the July 25, 2023, Board of Directors meeting.

Vote for the motion was unanimous.

Ms. Kedersha moved and Mr. French seconded, that the Board of Directors approve the minutes of the July 25, 2023, Board of Directors meeting minutes, as presented in the board packet.

Mr. Mongeon proposed an amendment to the minutes. He shared his screen and reviewed his proposed changes on pages 3 and 4 of the minutes, noting that he previously sent these changes to directors and followed up with sending them a summary this morning. He advised that he listened to the meeting recording to ensure he was editing accurately.

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

**VOTED:** That the Board of Directors amend the minutes of the July 25, 2023, Board of Directors meeting as presented by Mr. Mongeon.

There was discussion regarding the level of detail included in minutes. It was suggested there be further discussion at a future time.

Vote for the motion to amend was seven in favor (Directors Darcy, McElaney, Viens, Albee, Dwyer, Mongeon, and Morrill) and three opposed (Directors Kedersha, French, and Boisvert). Mr. French cited his reason for opposing is because we could get into a situation where we are doing this throughout and he doesn't see material change. Ms. Boisvert cited her reason is because it takes more time and she is a bit offended that this is a blemish on the reputation of the staff person who has done minutes for years and is very accurate. Mr. Mongeon advised that he intended no blemish on staff and they do an incredible job. The motion carries.

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

**VOTED:** That the Board of Directors approves the minutes of the July 25, 2023, Board of Directors meeting, as amended.

Vote for the motion was unanimous.

### **Items Requiring Board Action/Resolutions**

#### ***July 21, 2023, Audit Committee Minutes***

Chair Davis drew attention to the draft minutes of the July 21, 2023, Audit Committee meeting. Upon motion of Mr. French, seconded by Mr. Viens, it was

**VOTED:** That the Audit Committee approves the minutes of its July 21, 2023, meeting as presented in the board packet.

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Vote for the motion was unanimous among committee members (Directors Kedersha, Boisvert, French, and Mongeon).

### **August 11, 2023, Executive Committee Minutes**

Chair Davis drew attention to the draft minutes of the August 11, 2023, Executive Committee meeting. Upon motion of Mr. French, seconded by Ms. Kedersha, it was

**VOTED** That the Executive Committee approves the minutes of its August 11, 2023, meeting as presented in the board packet.

Vote for the motion was unanimous among committee members (Directors Davis, Boisvert, French, Kedersha, McElaney, and Morrill).

### **Member Comments**

Pat Barbour shared that she is here to observe the meeting.

Joann Decosta shared her concerns regarding member deposits in certain situations. Chair Davis thanked Ms. Decosta for her comments and indicated that Peter Glenshaw, VP of Member Engagement, would follow up with her.

Ms. Decosta left the meeting at 9:01 a.m.

### **Bylaw Topic**

Chair Davis drew attention to Attachment #5 in the board packet and reviewed proposed changes to Article I of the bylaws.

There was discussion on gender neutral changes which failed to receive the required two-thirds vote for passage this year and a question on proposed changes related to transfer of membership.

It was noted that we should keep in mind that whatever we propose for changes will require the affirmative vote of two-thirds of members voting.

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

**VOTED:** That the proposed changes to Article I of the bylaws be recommended for consideration of the board during the annual bylaw review process.

In response to a question, Chair Davis confirmed that these proposed changes would be put in a “parking lot” for further consideration before a final decision is made.

It was encouraged that we take a strategic look at everything within the bylaws and pick out what is meaningful.

In response to a comment that the review of bylaws is typically started with the Executive Committee, Chair Davis explained that the process to do a deep dive review of the bylaws by looking at a section at each board meeting was a result of the meeting with CFC and is one of the

board's goals. She noted that we can give it some consideration if it should go to the Executive Committee.

Vote for the motion was six in favor (Directors French, Kedersha, McElaney, Mongeon, Viens and Davis), two opposed (Directors Darcy and Albee), and two abstentions (Directors Dwyer and Morrill). Mr. Darcy indicated he was opposed to the gender-related changes, noting that members have already spoken on this issue at a time when there was no opposition around it and we should listen to our members. The motion carries.

## **Chairman's Report**

Chair Davis presented the Chairman's Report. She reported on the August 11<sup>th</sup> Executive Committee meeting, drawing attention to the updated Planning and Goals Tracking Report, Attachment #6 in the board packet, noting that some assignments were made and will be reported back to the Executive Committee at a meeting to be scheduled for mid-September. She also mentioned the addition of both a Performance Review Committee and a Director Compensation Review Committee.

Ms. McElaney noted that the Performance Review Committee has scheduled its first meeting to begin work on the annual CEO review and these meetings will be in executive session as they involve confidential personnel matters. She requested that when the committee reaches out for feedback, everyone sends it back promptly.

In response to a question on the timeline for the CEO review, Ms. McElaney indicated the target is to have a deliverable by the end of September or October. She confirmed that any remuneration would be retroactive to the CEO's anniversary date and advised that interim goals would be established with the expectation that the committee would reconvene when the strategic plan is finalized to establish goals that are both qualitative and quantitative.

Chair Davis next discussed the minutes review process, noting that this is an item on the Board Tracking Report and drawing attention to her memo and proposed resolution, Attachment #8 in the board packet. She read her proposed resolution.

It was suggested that directors share their proposed changes to the minutes prior to the board meeting so everyone has a chance to review before the meeting. It was mentioned that as long as there is no email deliberation of proposed changes this would not create a concern with provisions of the right-to-know law.

There was discussion regarding the level of detail included in the minutes. Attorney Phillips noted that Robert's Rules of Order recommends a much more limited form of minutes that provides public notice of what actions have taken place and reduces the organization's exposure to potential litigation discovery down the line. He suggested it is riskier to have a more exacting transcription style of minutes, but it is the board's choice to make weighing the benefits of transparency with potential risk down the line. Director comments included concurrence with the caution on the level of detail as suggested by Attorney Phillips; agreement with an earlier suggestion that if a director wants their comments included in the minutes they indicate so before speaking; disagreement that there is a big litigation concern with the level of detail; recollection of Senator Giuda's objection shared with the board that there was no identification reflecting how

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directors voted so a change was made to address that; a thought that moving to a less detailed version may solve some of the discussion and time spent on minutes; and concern that the board is spending a lot of time rewriting minutes.

Mr. Mongeon commented that a couple of directors have made suggestions that this could be a topic of a separate meeting so he proposed we table the resolution and between Chair Davis and Ms. Clemens Roberts they determine if this should be a separate meeting discussion or if input should be solicited through email and brought back to the board. He suggested we start with a blank sheet of paper and look at what are the requirements and objectives of the minutes and how do we fulfill those, noting that we should also get staff's input about the process.

Mr. Morrill pointed out that two topics are being discussed, the level of detail included in minutes and the proposed resolution for the review of minutes. He suggested we need to come to clarity on what the right level of depth of detail is because that is where the friction is. He suggested picking one option and seeing how it works.

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

**MOVED:** That the Board hereby adopts the following process for reviewing and approving the minutes of Board and Board committee meetings: Staff provides the draft meeting minutes to the full Board or Board committee for review ahead of the Board meeting so that Directors can then review them and approve them by vote at the meeting. Directors may propose minor technical corrections, such as typos or wordsmithing, before the draft is finalized for the Onboard materials. But any substantive/material changes to the draft minutes must be proposed at the Board meeting as a motion to amend the draft minutes, after the draft itself has been moved and seconded for approval.

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

**VOTED:** To amend the motion to reflect that any substantive/material changes to the minutes must be proposed 48 hours prior to the meeting.

Mr. Mongeon commented that after this discussion he would like to propose a motion to record the executive session portion of the meeting.

Vote for the amendment was eight in favor (Directors Morrill, Mongeon, Darcy, McElaney, Viens, French, Albee, and Davis), one opposed (Director Kedersha), and two abstentions (Directors Dwyer and Boisvert). The motion carries.

The revised motion was next addressed:

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changes to the draft minutes must be proposed 48 hours prior to the meeting, and at the Board meeting as a motion to amend the draft minutes, after the draft itself has been moved and seconded for approval.

Vote for the revised motion was nine in favor (Directors Albee, Boisvert, Darcy, Davis, French, McElaney, Mongeon, Morrill, and Viens) and two abstentions (Directors Dwyer and Kedersha). The motion carries.

Chair Davis asked for any discussion on recording the executive session portion of board meetings to assist in minute taking. Mr. Mongeon indicated it should be similar to how we handle the public session. In response to a suggestion that for legal reasons of potential discovery the recordings should be deleted after the minutes are adopted, Mrs. Yeaton advised that we currently have a litigation hold so would need to keep the recordings.

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

**VOTED:** That the executive session portion of board meetings be recorded.

In response to an inquiry, Attorney Phillips stated that as he had mentioned at a meeting last year, he thinks executive session can be recorded in a reasonable way, in the same manner as the Public Utilities Commission (PUC) records confidential sessions with a separate recording available to anyone who has entered into a confidentiality agreement for a proceeding. He noted that when he mentioned it last year most of the board felt it was a bridge too far and they didn't want to cross that. Mr. Darcy commented that there have been disputes about what was said in executive session and this is an efficient way to resolve that. In response to a question, Attorney Phillips confirmed that the recordings could be discoverable.

Vote for the motion was eight in favor (Directors Albee, McElaney, Darcy, Dwyer, Mongeon, Morrill, Boisvert, and Davis) and three opposed (Directors French, Kedersha, and Viens). Mr. French indicated he was voting no for the reason of discoverability. The motion carries.

Chair Davis next discussed requests for information, drawing attention to her write-up in the board packet. She noted that this is just reiterating the process we have been using.

Mr. Mongeon commented that there is a long-standing policy that directors shall have access to all corporate information except personnel information, requested a compilation of the feedback from directors related to Mr. Dwyer's suggestion at the Executive Committee meeting be sent to the board, and asked that the board be brought up to speed regarding the meetings some directors had with Chris Guiney. Chair Davis advised that the meetings with Chris Guiney were to wrap up his engagement in finding NHEC's new CEO. She noted that he has provided an overview that will go to the Performance Review Committee as a wrap-up of his work. Mr. Mongeon remarked that it could be helpful if the board understood the individual directors and their meetings ahead of time, so they are kept up to speed.

Mr. Darcy commented that he objects to the statement in the last paragraph of the write-up Chair Davis referenced, noting that as Mr. Mongeon has pointed out the existing policies state that any information, save confidential personnel information, should be provided to directors. Using the analogy of the PUC, all documents are available to PUC commissioners and staff and we have a

fiduciary duty to our members and all information should be provided. He added that for information that is more complicated to compile or may require additional staff work, the Chair and CEO should have a say in the timing of that information but information that already exists any director, without interference or mediation, should be provided that information as part of their fiduciary obligations.

In response to a question of when the new process for information requests ends, Chair Davis advised that the six-months is up in November.

## **President's Report**

Ms. Clemsen Roberts presented the President's Report, sharing highlights from her written report and addressing questions. She discussed work zone safety, drawing attention to the Safety Brief included in the board packet; reviewed the issue with capital credit refund checks that impacted 28 members, addressing steps taken to ensure this doesn't happen again; provided an update on broadband, including construction, continued growth, community engagement, and marketing efforts; discussed the ERA grant submission, "Little Boxes in Colebrook;" and mentioned a number of internal and external meetings she attended over the past month.

Ms. Clemsen Roberts addressed questions during her report. She confirmed that a similar issue happened in the past with capital credit refund checks and the new process also covers that issue and advised that it was not an issue of insufficient funds and she would come back with an answer on whether NHEC has overdraft protection; discussed the types of identification staff and subcontractors are asked to wear and if approached by members they are to indicate who they working for and what work they are doing; provided an update on the Ossipee District office closure, stating that she does not believe this will have a negative impact on reliability, confirming that the sale of that facility will require board approval, and indicating that additional internal communication can be done to try to correct erroneous information that outage restoration times will increase; discussing the Moultonborough Selectboard meeting, noting that we explained our vegetation management practices and received a suggestions to do some newspaper advertising like we do for herbicide application, which we will be doing; and agreeing to change the status of the transactive energy model to yellow on the Dashboard.

Mr. Darcy complimented Ms. Clemsen Roberts for threading a difficult area between public and competitive information on the broadband report. He mentioned that the reference to Lisbon, Monroe, and Haverhill delivery points does not mean we will only deliver to those towns as those meters will also serve quite a few other towns.

The meeting recessed at 10:08 a.m. and reconvened at 10:21 a.m.

## **Strategic Topic Discussion – Strategic Planning Follow-up**

Mr. Mongeon shared his screen and reviewed a presentation on the next steps in the strategic planning process. He reviewed slides on our 2023 planning process, August 17: Board/SLT Retreat, November 8: Board/SLT Retreat, subgroup purpose, subgroup process, subgroup deliverables, NHEC 2023 strategic planning subgroup template, looking ahead: September – December, outline of strategic planning roles, in the meantime, and other SPSC activities.

During the presentation, Mr. Mongeon mentioned that he has asked the strategic planning consultant to put together a sheet with his definitions for terms/phrases used in strategic planning; noted that he would provide his slide deck to Mrs. Yeaton for posting in OnBoard and if anyone has questions they can reach out to him; advised that there would be additional documents provided to the subgroups to help guide, facilitate, and make meetings more effective and efficient; stated that part of what the subgroups should be doing is identifying the resources they estimate are required for execution of each goal (including human, financial, and capital); and indicated that each subgroup would also prioritize their goals, which will all be pulled together for the November 8 retreat, and the Strategic Planning Steering Committee (SPSC) will work on addressing how to make that process efficient.

During the presentation there was discussion on the logistics for the scheduling of each subgroup's first meeting. It was agreed that members of the Senior Leadership Team (SLT) would work with their administrative assistants to do Doodle polls to schedule the first meeting. The subgroups can then decide if they want staff to assist with scheduling of future meetings. There was also discussion regarding the use of online file sharing and it was agreed that OnBoard would be used for this purpose and everyone will receive notifications when any information is added. In response to a request to use a different email than their NHEC email for OnBoard notifications, Ms. Clemsen Roberts suggested directors provide the email they would like to use. In response to a question regarding a previous preference that NHEC email addresses be used, Ms. Clemsen Roberts indicated that is the preferred practice since there is risk in using personal email and she suggested this is a discussion the board could have.

In response to a comment that there should be a seventh item on the list of subcommittee deliverables and that would be suggestions for metrics, Mr. Mongeon indicated he made note of that and would make sure it is there.

## **Board Committees**

### ***Executive Committee***

Chair Davis noted that she already covered this item in her Chair's Report.

### ***Strategic Planning Steering Committee***

Chair Davis mentioned that Mr. Mongeon covered this under the Strategic Topic Discussion.

### ***Performance Review Committee***

Chair Davis indicated that Ms. McElaney covered this item during the Chair's Report.

### ***Any other Committee Items Requiring Action***

Chair Davis mentioned that she would be scheduling an Executive Committee meeting in mid-September.

Mr. Mongeon reported that the Engineering and Operations meeting is scheduled for October 4 and the agenda will be posted shortly.

Mr. Darcy noted that the Power Resources and Access Committee meeting will be held on September 18.



Mr. French commented that the Engineering and Operations Committee will be a joint meeting with the Corporate Services Committee so asked those committee members to also make sure the meeting is on their calendars.

## **Board General Session**

### ***Board Tracking Report***

The Board Tracking Report, Attachment #13 in the board packet, was reviewed. The following items will be removed from the report: item #3 – strategic plan review, item #8 – board resolutions, and item #9 – board and committee minutes. In addition, items #2 – Ethics Policy and #5 – review of board policies will be combined and language will be added indicating that Attorney Phillips will circulate policies already referred to the committee with the draft of suggested changes.

### ***Committee Meetings***

Following is a list of upcoming committee meetings:

- Power Resources and Access Committee – September 18, 8:30 a.m.
- Engineering and Operations Committee – October 4, 9:30 a.m.

### ***NHEC Foundation Report***

NHEC Foundation Chair Davis noted that the next meeting is in September.

### ***NRECA Report***

Chair Davis commented that Mr. Colburn's written report was included in the board packet. Mr. Colburn indicated he didn't have anything additional to report.

Mr. Darcy expressed his appreciation to Mr. Colburn for the information provided on NRECA's work around broadband.

In response to Mr. Mongeon's question regarding NRECA's strategic planning process, Mr. Colburn suggested they discuss offline. Mr. Mongeon indicated he would reach out to Mr. Colburn to discuss.

### ***Director Training Feedback***

Mr. Mongeon reviewed a PowerPoint presentation sharing his feedback from the NRECA course he attended, Rate Making Strategies and Policy Decisions for Electric Cooperative Boards. He reviewed slides on distribution of course materials, in addition to the course PDF, overview of the rate making process, roles and responsibilities, common to get outside expertise, questions a director could ask about rates/process, and key points and other. Mr. Mongeon recommended this course and indicated he would provide his presentation to Mrs. Yeaton to be posted in OnBoard.

During the presentation there was discussion regarding adding materials from NRECA courses directors have attended to OnBoard. Chair Davis advised that Ms. McElaney has already started the process of collecting digital copies of materials from training she has attended and we can add those to OnBoard.

Addressing a question on whether he is suggesting that the board should be involved in selecting the consultants NHEC chooses, Mr. Mongeon commented that if staff is selecting a consultant that will help support the information process and analysis used to inform the board on a decision that the board needs to approve. It is helpful to have the board onboard with who is being selected because the board is relying on the consultant's advice. Ms. McElaney mentioned that she had a different takeaway when she took the course and felt it was intended to relay to directors that it is okay for directors to rely on the judgment of rate consultants, not necessarily that they choose the consultant. Mr. Mongeon added that he is not suggesting the board choose the consultant, but that staff involve the board so they are comfortable with the consultant. Chair Davis suggested this is a discussion for another time and noted that consultants have always been hired by staff.

Ms. McElaney mentioned that NRECA also has short director educational videos that Pat Mangan puts out that are informative with a minimal time commitment to view.

Mr. Darcy volunteered to give a presentation next month on two seminars he recently attended, the Northeast Public Power Association and the Electric Cooperative Bar Association.

### ***Miscellaneous Additional Items***

No additional items were mentioned.

### **Executive Session**

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

**VOTED:** That the Board of Directors move into executive session for the purpose of discussion of confidential legal, litigation, and personnel matters.

Vote for the motion was unanimous and the board moved into executive session at 11:11 a.m.

The Board moved out of executive session at 2:33 p.m.

### **Adjournment**

Chair Davis adjourned the meeting at 2:33 p.m.

\_\_\_\_\_  
Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

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Sharon Davis, Chair of the Board