

**New Hampshire Electric Cooperative, Inc.  
Minutes of the Meeting of the Executive Committee  
Remote Zoom Meeting  
November 2, 2022**

**Present:** Committee members: Jeff Morrill (Chair), Alana Albee, Brenda Boisvert, Sharon Davis, Ed French, and Carolyn Kedersha

Other Directors: Bill Darcy, Madeline McElaney, and Tom Mongeon

NHEC Employees: Alyssa Clemsen Roberts, Jim Bakas, Drew Dunagin, Mike Jennings, Geoff Ziminsky, and Sharon Yeaton (recording)

Others: Paul Phillips, NHEC General Counsel

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

With great regret, Ms. Clemsen Roberts announced that Mr. Dunagin has accepted another opportunity at a utility in Ohio. She thanked him for making her first two months wonderful, and noted that she is sad to see him go and wishes him the best.

Mr. Dunagin expressed his thanks.

Directors shared their thanks and appreciation for all Mr. Dunagin has done for NHEC, their regrets on his departure, and their well wishes.

**Agenda Review and Approval of Minutes**

Chair Morrill highlighted a couple of items from the last meeting, noting that Board Policy B-30, Communications, will go to the Member Services Committee for review and Board Policy B-41, Project Justification Policy, was amended to include monitoring of projects over \$1 million.

Chair Morrill drew attention to today's agenda and the draft minutes of the August 5, 2022, Executive Committee meeting. Upon motion of Ms. Kedersha, seconded by Ms. Boisvert, it was

**VOTED:** To approve today's agenda and the minutes of the August 5, 2022, Executive Committee meeting, as presented.

Vote for the motion was five in favor and one abstention, with Mr. French abstaining as he was not present for the August 5<sup>th</sup> meeting. The motion carries.

**Executive Committee Board Policies**

**Board Policy B-2, Attachment A – Executive Committee.** There was discussion on the proposed edits to item #1 under section II with suggestions to make changes to the first sentence to delete "to act on issues between meetings of the full board of directors" and to add "as needed." The first sentence would then read "The Executive Committee meets on a quarterly

basis, as needed.” It was noted that this does not prohibit the Committee from meeting whenever needed.

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

**VOTED:** That the Executive Committee recommends the Board of Directors approve the changes to Board Policy B-2, Attachment A – Executive Committee, as amended.

Discussion ensued on the motion. In response to a question regarding what conducting research of proposals/issues would entail, it was explained that this would be any item that is referred to the Executive Committee by the Board.

Mr. Mongeon expressed his concern that with the proposed changes it sounds like we are establishing a “mini-board” and giving the Executive Committee too much power. He suggested that having the Executive Committee responsible for the CEO review gives them too much power and there are 11 directors who should be included in the process.

Other directors shared that they originally had concerns with creating a “mini-board” but indicated that with the additional edits that have evolved it has eliminated that concern.

It was observed that item #3, calling out that the committee is responsible to review information and come prepared to meetings is something all directors should be doing and it is unclear why it needs to be called out in the policy.

Vote for the motion was unanimous.

**Board Policy B-3, Attachment B – Board/Management Communications.** Discussion ensued on the proposed redlined changes with some concern expressed with allowing 11 different directors to reach out directly to management with requests for information. It was suggested that to provide Ms. Clemens Roberts with the best opportunity to lead, the Board should be speaking as one voice through its board chair.

In response to a request for his interpretation on whether this policy is intended to relieve staff of burdensome requests or any requests, as the word “detailed” seems to suggest burdensome and a separate policy says directors are entitled to any information other than personnel files, Attorney Phillips stated that he can’t speak to intent as that is the Board’s discretion. He commented that the two policies can be harmonized in another way, noting that Board Policy B-3, Attachment B speaks to individual directors asking for information and the other policy says what information the Board is entitled to.

Mr. Mongeon reported that the intent of this policy, when it was adopted, was in direct response to the CEO’s concern of he and staff being inundated with questions and wanting to be clear on what the Board was directing staff to do. He suggested that some version of this is

still important, but we have a new CEO and Ms. Clemesen Roberts should weigh in on what would be helpful for her and her staff.

Comments were shared, including:

- A suggestion that the Board should be making its requests in meetings and speaking with one voice and not individually emailing Ms. Clemesen Roberts with requests.
- A discomfort with individual directors determining whether a request is burdensome.
- Concern with 11 different directors going to members of management with requests for information.
- A desire for streamlined communication between the CEO and one point of contact.

In response to a request for her perspective, Ms. Clemesen Roberts indicated it would be helpful if requests came to her with a copy to the Board Chair. She also indicated that she feels her responses should go back to the entire Board.

Mr. Darcy stated that the amendment he suggested would take care of any burdensome request. He noted that directors are representatives of the members and act like a public utility commission (PUC) would, and they shouldn't have the administration determine the flow of information. There should be a free flow of information, subject to it not being burdensome, and this is protected by having a system where a copy of the request goes to the Chair and President.

Additional comments were shared, including:

- Agreement with Mr. Darcy's perspective, but a feeling that there should be more time for Ms. Clemesen Roberts to take a deeper look before taking this to the Board.
- A concern that if we restrict discussions, or copy Ms. Clemesen Roberts every time a committee chair is organizing a meeting she will be flooded with emails. While these committee interactions may not be intended to be included, this is not how the policy is written.
- A question as to if the policy is even needed and if other standards could be set up.
- The Board's responsibilities are strategic in nature and they have one employee, the CEO. Because NHEC is self-regulated there are some responsibilities that are like a PUC, but there is a process that gets followed. Whatever we end up with for a policy needs to work for the Board, management, and our members.
- Strong feelings that we need to have Ms. Clemesen Roberts do a deep dive look at this policy.

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

**VOTED:** That amendments to Board Policy B-3, Attachment B – Board/Management Communications be tabled, keeping the existing policy in place, and that Ms. Clemesen Roberts be requested to review the policy and provide her recommendations by year-end for further review and discussion of the Executive Committee.

Mr. Darcy stated that he is strongly opposed to the existing policy and it strains the flow of information for even simple requests.

Mr. Mongeon indicated he agreed with Mr. Darcy. When a director has a request for information it needs to be addressed and they should not have to say why they want the information unless it is time consuming to produce.

Chair Morrill stated that he wants to give some time for Ms. Clemesen Roberts to look at this and to get a sense of what is coming in for requests.

Vote for the motion was unanimous.

#### **Review of NHEC's Bylaws**

Chair Morrill asked if anyone had any issues or concerns with the current Bylaws.

Some points made included specifics around the language regarding joint memberships, where it says married couples “may” be joint members and it does not address how others could be joint members; that some of the language was old fashioned in the use of gender terms; the article on voting could be cleaned up to include electronic voting instead of having a separate Section 7 (electronic voting) as an afterthought; Section 8 (Accounting Systems and Reports) of Article IV (Directors) should be clearer regarding how the Audit Report is provided to the members at the Annual Meeting; questions regarding the section on expulsion of members and if that means we would no longer provide them with electricity; and a suggestion that the language could be clearer in Section 2 (Membership Voting by Mailed Ballot) in Article III (Voting) as to whether it is the meter or member who votes (i.e. if someone has five meters do they get five votes).

Chair Morrill suggested having Attorney Phillips do a more comprehensive review of the bylaws and bring back proposed changes by year-end. Attorney Phillips indicated he would be happy to do that and mentioned that any amendments to the bylaws need to be approved by two-thirds of members voting at the Annual meeting.

In response to a question, Chair Morrill confirmed that this agenda item is to solicit any proposed amendments as part of the Committee's annual review.

#### **Adjournment**

Upon motion of Mr. French, seconded by Ms. Kedersha, it was unanimously voted to adjourn the meeting. Chair Morrill adjourned the meeting at 9:26 a.m.