

**Approved 8/31/21**

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**

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

**July 27, 2021**

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 July 27, 2021, at the Cooperative's 287 Highland Street Office in Plymouth, NH.

Directors present were Jeffrey Morrill, Brenda Boisvert, William Darcy, Sharon Davis, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, and Daniel Senie. Directors Alana Albee and Thomas Mongeon participated via Zoom. Others present were Steve Camerino, President/CEO; Jim Bakas, VP of Operations and Engineering; Brian Callnan, VP of Power Resources and Access; Mark Dean, Attorney; Drew Dunagin, VP of Financial Services/CFO; Steve Kaminski, Power Planning and Policy Advisor; Mike Licata, VP of Member Services/Public Affairs; Pam Ouellette, VP of Human Resources and Organizational Development; Craig Snow, VP of Energy Solutions/Facilities; Geoff Ziminsky, VP of Technology and Business Services/CIO; Ken Colburn, NRECA Director for NH; and Sharon Yeaton, Executive Services Administrator (recording). Molly Bell, Consumer Accounts Specialist; and Kristen Taylor, Financial Services Manager; also participated via Zoom.

Chair Morrill called the meeting to order at 8:49 a.m.

**Agenda Review**

There were no changes to the agenda.

**Approval of Consent Agenda**

Chair Morrill drew attention to the items to be approved as part of the consent agenda. Upon motion of Mr. Darcy, seconded by Mrs. Boisvert, it was

**VOTED:** That the Board of Directors approves the consent agenda items: June 16, 2021 Annual Member Meeting Minutes (recommended for approval of members in 2022), June 16, 2021 Board Organizational Meeting Minutes, June 29, 2021 Board Meeting Minutes, Corporate Services Board Policies and List of Authorized Signers Resolution, Terms and Conditions Resolution, Equity Management Plan Resolution, and Director Expense Reports.

Vote for the motion was unanimous.

Individual motions approved through the consent agenda are as follows:

**VOTED:** That the Board of Directors reaffirms Board Policy B-33 – Equity Management Policy, and approves Board Policy B-2, Attachment B – Corporate Services Committee and NHEC Signature Authority List, with recommended changes as presented at the July 26 Corporate Services Committee meeting.

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**VOTED:** That the Board of Directors authorizes management to update the Schedule of Rates and Terms and Conditions Section J – Classification of Service and Section X – Net Metering as proposed at the July 26 Corporate Services Committee meeting.

**VOTED:** That the Board of Directors approves the Equity Management Plan as modified at the July 26 Corporate Services Committee meeting through Attachment 2, with Attachment 3 and beyond included as supplemental information.

### **Board Safety Moment**

Mrs. Bell presented the safety moment on the topic of swimmers itch, also known as duck itch, discussing the cause and suggestions for treatment and prevention.

Mrs. Bell left the meeting at 8:55 a.m.

### **Chairman's Report**

Chair Morrill presented the Chairman's Report, first thanking Mr. Camerino, expressing his appreciation for all he has done for the team, and noting some of the big achievements under his direction.

Mr. French echoed Chair Morrill's comments and stated that Mr. Camerino has built a great team and has brought the Co-op leaps and bounds forward.

Chair Morrill mentioned that we need to find a way to be more productive and effective as a team and two key areas are alignment and communication. He noted that this is something that will be addressed by the Executive Committee and he welcomes input from everyone.

### **President's Report**

Mr. Camerino provided an overview of results in three key areas: safety, system reliability, and financial. He also discussed facilities upgrades as mentioned at last month's meeting, advising that it is anticipated these upgrades can be managed within the current budget and the CEO's existing authority and will not require board authorization; capital credits, mentioning the Telephone Town Hall Meeting (TTHM) on the subject and the member questions that allowed us to update the list of frequently asked questions, the positive feedback being received from members on the bill credit, and recognizing all those that worked on this huge effort.

Mr. Camerino mentioned the quality of NHEC's employees, discussing their talent, commitment, and dedication to the members and sharing that he feels incredibly lucky to have worked with them.

Mr. Bakas mentioned that it has been publically announced that we are moving forward in the towns of Acworth and Sandwich to deploy fiber optic networks to provide high-speed internet service.

Mr. Licata discussed the Acworth/Sandwich press release, the updated NH Broadband website, frequently asked questions, and the emails to individuals who had contacted us through Crowd Fiber.

Mr. Mongeon expressed his thanks to staff for proposing the Acworth/Sandwich initiative and noted that he is very pleased to see the progress.

### **Shared Vehicle Purchase**

Mr. Camerino left the meeting at 9:15 a.m.

Mr. Bakas discussed the shared vehicle program and the provision that allows employees to purchase the vehicle once it reaches its turnover period. He noted that the procedure requires the CEO's purchase of a shared vehicle be approved by the Board of Directors. Upon motion of Mr. French, seconded by Mrs. Kedersha, it was

**VOTED:** That the Board of Directors authorizes Steven Camerino's purchase of his 2015 Subaru Legacy Shared Vehicle for the Kelly Blue Book private party fair condition price of \$4,688.

Vote for the motion was unanimous.

Mr. Camerino rejoined the meeting at 9:17 a.m.

### **Facilities Planning**

Messrs. Senie and Snow reviewed an NHEC Facilities Upgrade PowerPoint presentation. Mr. Senie reviewed slides on the Facilities Working Group and their first meeting and Mr. Snow reviewed the next steps slide.

Mr. Snow discussed the improvements planned for the existing Plymouth facilities to provide employees with a better work environment until the new facilities are built. He advised that the total cost of improvements for 2021 would be just over \$300,000.

Messrs. Snow, Senie, and Camerino addressed questions, comments, and suggestions. With regard to Cooperative Building Solutions (CBS) written report outlining safety issues, Mr. Snow will request CBS provide NHEC with written clarification that there are no safety issues that require mitigation and that the reference to life safety issues in their written report were only referring to things that would need to be addressed and brought up to current code if NHEC was to make major renovations or construct new facilities. In response to the suggestion that a female employee be added to the Facilities Working Group, Mrs. Ouellette volunteered to fill that role. It was also suggested that a future strategic topic discussion focus on the vision of what NHEC will look like in 10 – 20 years.

### **Board Committees**

In response to an inquiry, Chair Morrill discussed the Facilities Working Group, noting that directors appointed to this management working group will provide a feedback loop into the planning process. This is not a formally structured board committee with noticed meetings, but rather a sounding board feedback group.

## **Board General Session**

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

Chair Morrill mentioned that the most immediate items of director compensation and training will be addressed by the Executive Committee.

### ***Committee Meetings***

Following is a list of upcoming meetings:

- Executive Committee – August 30<sup>1</sup>, 8:30 a.m.

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

NHEC Foundation Chair Davis drew attention to the written report included in the board packet and addressed questions on the number of grant requests. She noted that the next meeting is scheduled for September 27.

## **NRECA Report**

Mr. Colburn first congratulated Mr. Camerino on his new role at McLane and recognized his leadership at NHEC. Mr. Colburn next presented the NRECA report, sharing highlights from his written report, which was included in the board packet, and addressing questions. He discussed the fact that each state has a representative on the NRECA Region 1 Resolutions and Nominating Committees and he welcomed anyone interested in serving to please let him know, as he needs to nominate someone for these roles. He added that the same person can serve in both roles.

Chair Morrill mentioned that in addition to the roles Mr. Colburn has discussed, there is also the NRECA Director position. He noted that we don't currently have any directors interested in filling that role and Mr. Colburn has agreed to serve another two year term as NH's NRECA director. He suggested the possibility of a director taking on the committee role and working with Mr. Colburn to take over the NRECA director role in the future.

The need to appoint a voting delegate for the upcoming NRECA Regional Meeting was noted. Upon motion of Mr. Dwyer, seconded by Mr. Darcy, it was

**VOTED:** To appoint Madeline McElaney as the voting delegate for the upcoming NRECA Regional Meeting.

Vote for the motion was unanimous.

## **Miscellaneous Items**

In response to an inquiry, Mr. Camerino discussed the July 13 all employee meeting and the topics addressed. He noted that three additional meetings will be held this year.

The meeting recessed at 10:02 a.m. and reconvened at 10:18 a.m. with all those in attendance prior to the recess rejoining the meeting, with the exception of Mr. Colburn.

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<sup>1</sup> The meeting was rescheduled for August 27.

## Executive Session

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

**VOTED:** That the Board of Directors move into executive session for the purpose of confidential discussion of legal claims/litigation, contract negotiations, commercial information, and personnel matters.

Vote for the motion was unanimous and the board moved into executive session at 10:18 a.m.

The board recessed its executive session at 2:11 p.m., voting to reconvene on Monday, August 2, 2021.

Chair Morrill reconvened executive session via Zoom at 11:01 a.m. on Monday, August 2, 2021 for the purpose of confidential discussion of personnel and contractual matters. With the exception of Mrs. Boisvert, who joined the meeting later, all directors were present as was Attorney Dean. The board recessed executive session at 11:40 a.m.

Chair Morrill reconvened executive session at 9:34 a.m. on Wednesday, August 4, 2021 for the purpose of confidential discussion of personnel and contractual matters. With the exception of Mrs. Davis, all directors were present as was Attorney Dean. The board moved out of executive session at 10:34 a.m.

## Public Session

Mr. Dwyer offered the following resolution, which was seconded by Mr. French:

**VOTED:** Whereas in executive session the board explored the possibility of vesting the executive powers of the CEO in our Chairman temporarily, and after due consideration we do not consider this an effective option at this time. This vote will rescind the previous vote taken in executive session which would have put this option into effect.

Vote for the motion was nine in favor and one abstention, with Chair Morrill abstaining. The motion carries.

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

**VOTED:** That the Chair of the Board work with the Acting General Manager to provide modifications to the approved budget, which would include additional staff resources and the possibility of a retention/bonus program for employees, to support the Co-op.

In response to a question, it was noted that this motion is a substitute for and would rescind a previous vote taken in executive session.

Vote for the motion was eight in favor and one abstention, with Chair Morrill abstaining. It was noted that Mrs. McElaney had left the meeting and was not in attendance for this vote. The motion carries.

**Approved 8/31/21**

Chair Morrill indicated that he would talk to Mr. Bakas and work on the budget modification for the next board meeting.

**Adjournment**

Upon motion of Mr. Senie, seconded by Mrs. Kedersha, the board unanimously voted to adjourn the meeting. Chair Morrill offered his thanks and appreciation for everyone's time and adjourned the meeting at 10:42 a.m. on Wednesday, August 4.

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Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

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Jeffrey Morrill, Chair of the Board