

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE
Meeting Minutes

September 10, 2002
4:00 p.m.

Committee Members Present: Bruce Davison, Chair
Pat Jasper
Jeff Lipscomb
Chris Birch
Dave Cottrell

Other Directors in attendance: Red Boucher (arrived at 4:08 p.m.)
Sam Cason

Employees and guests in attendance:

Joe Griffith	Lee Thibert	Bill Stewart	Mary Tesch
Dianne Hillemeier	Patti Bogan	Brad Evans	Carol Johnson
Bill Bernier	Mike Massin	Tom Lovas	Don Edwards
Daryl Hoflich	Dawn Seto	Mike Cunningham	

1. Chugach "Outlet"

Daryl Hoflich and Dawn Seto, employees of Bradley Reid Advertising, gave a presentation on a proposed new look for the "Outlet" newsletter. The concept was favorably received and the directors indicated their desire that staff proceed with the new look.

2. Long Term Agenda Topics for Operations Committee

General Manager Griffith went over the committee's agenda topics that had been presented at a prior meeting. The topics had been categorized as to completed, scheduled, strategic plan issues, and ongoing operational issues. The Strategic Planning retreat, scheduled for October 18, was discussed in some detail.

3. 2003 Proposed Bylaws Changes

a. Director Compensation

General Counsel Carol Johnson gave some background information on the proposed bylaw change to increase director compensation. The directors indicated that they would like to see a more aggressive timetable for the process of proposing, advertising, and implementing a bylaw amendment. Director Lipscomb moved that the General Manager present to the Operations Committee and Board in October and to the Bylaws Committee in November. He requested a recommendation from the Bylaws Committee by January 1, 2003, a bylaw amendment to create a standing committee to determine appropriate salary and emoluments for board members, that would move to the board agenda at the January 2003 meeting. This timeline would leave two

months before the election to explain and promote the change. The motion passed unanimously.

b. Title Changes

General Counsel Carol Johnson briefed the board on her memo explaining the necessary bylaws amendments to achieve the desired revisions to the titles of the board officers, General Manager, and others to more accurately reflect the actual duties and responsibilities of those individuals. Director Birch moved that the committee make a recommendation to the board and the Bylaws Committee to proceed with the changes as recommended by counsel. The motion passed unanimously.

Director Boucher indicated to the board that he would like approval to attend a powerline technology conference in Washington, D.C., while he would be out of town on a business trip. President Davison indicated it would be acceptable for Director Boucher to attend. Lee Thibert, Chief of Staff, and Brian Hickey, Director – Technical Services, will also attend this conference.

4. Confidentiality Policy

At 5:00 p.m. Director Jasper moved to go into executive session to discuss legal matters. The motion was seconded by Director Lipscomb and passed unanimously.

President Davison announced that he and Director Cottrell would be traveling to Palmer the following day for a social lunch meeting with MEA's board president.

The meeting adjourned at 6:00 p.m.