



CHUGACH ELECTRIC ASSOCIATION, INC.  
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Sam Cason, Chair  
Erin Whitney, Vice Chair

Mark Wiggin, Director  
Rachel Morse, Director  
Bettina Chastain, Director

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**January 11, 2023**

**4:00 p.m.**

**Chugach Board Room**

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- I. CALL TO ORDER (4:00 p.m.)
  - A. Roll Call
- II. APPROVAL OF THE AGENDA\* (4:05 p.m.)
- III. APPROVAL OF THE MINUTES\* (4:10 p.m.)
  - A. December 5, 2022 (Doyle)
- IV. PERSONS TO BE HEARD (4:15 p.m.)
  - A. Member Comments
- V. UNFINISHED BUSINESS (none)
- VI. NEW BUSINESS (scheduled) (4:20 p.m.)
  - A. Member Advisory Council (MAC) Agenda and Meeting Topics (Hasquet) (4:20 p.m.)
  - B. Potential Bylaws Changes (Lewis-Boutte/Clarkson) (4:40 p.m.)
  - C. Review of Board Compensation Policy (Clarkson) (5:00 p.m.)
- VII. EXECUTIVE SESSION (none)
- VIII. NEW BUSINESS\* (none)
- IX. DIRECTOR COMMENTS (5:10 p.m.)
- X. ADJOURNMENT (5:25 p.m.)

\* Denotes Action Items

\*\* Denotes Possible Action Items

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**

**December 5, 2022**  
**Wednesday**  
**4:00 p.m.**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Ashton Doyle

**I. CALL TO ORDER**

Chair Cason called the Governance Committee meeting to order at 4:05 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Committee Members Present:*

Sam Cason, Chair  
Erin Whitney, Vice Chair  
Mark Wiggin, Director  
Bettina Chastain, Director  
Rachel Morse, Director (*via teleconference*)

*Board Member Present:*

Harold Hollis, Director (*via teleconference*)  
Sisi Cooper, Director (*via teleconference*)

*Guests and Staff Attendance Present:*

Arthur Miller	Matthew Clarkson	Julie Hasquet
Andrew Laughlin	Sherri Highers	Scarlett Masten

*Via teleconference:*

Arden Quezon	Sandra Cacy	Josh Travis
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**II. APPROVAL OF THE AGENDA**

Director Wiggin moved and Director Whitney seconded the motion to approve the agenda. The motion passed unanimously.

**III. APPROVAL OF MINUTES**

Director Whitney moved and Director Wiggin seconded the motion to approve the September 14, 2022, Governance Committee meeting minutes. Director Morse requested a friendly amendment to item VII.A., “Director Morse moved” to be revised to “Director Morse seconded”. The motion passed unanimously, as amended.

**IV. PERSONS TO BE HEARD**

*A. Member Comments*  
None.

**V. UNFINISHED BUSINESS**

None.

**VI. NEW BUSINESS**

None.

**VII. EXECUTIVE SESSION**

- A. Appointments to 2023 Member Advisory Council*
- B. Appointments to 2023 Bylaws Committee*
- C. Appointments to 2023 Election Committee*
- D. Appointments to 2023 Nominating Committee*

At 4:08 p.m., Director Chastain moved and Director Whitney seconded the motion that pursuant to Alaska Statute 10.25.175(c)(4) the Governance Committee go into executive session to discuss personnel matters. The motion passed unanimously.

*The meeting reconvened in open session at 5:06 p.m.*

**VIII. NEW BUSINESS**

- A. Appointments to 2023 Member Advisory Council (MAC)*

Director Whitney moved and Director Morse seconded the motion that the Governance Committee recommend the Chugach Board of Directors appoint Bryce Mahn, Jay Hermanson, Bernie Smith, Kathi Johnson, Sandy Rabinowitch, Carl Berger, Jim Henderson, Ryan Buchholdt, Charles Scantlebury, Louise Lazur, Wynne Auld, Kira Enari, Mitchell Roth, Esther Cox, and James Mendenhall to a one-year term on the Member Advisory Council Committee. The motion passed unanimously.

- B. Appointments to 2023 Bylaws Committee*

Director Wiggin moved and Director Chastain seconded the motion that the Governance committee recommend the Board of Directors appoint Jim Strandberg and Jessica Koloski to fill the vacant A term seats available to the Bylaws Committee for the January 1, 2023 through December 31, 2025 period. The motion passed unanimously.

- C. Appointments to 2023 Election Committee*

Director Whitney moved and Director Chastain seconded the motion that the Governance Committee recommend the Board of Directors appoint Jim Magowan, William Simpson, Patti Bogan, and Lawrence Camp to fill the vacant A term seats on the Election Committee for the January 1, 2023 through December 31, 2025 period. The motion passed unanimously.

- D. Appointments to 2023 Nominating Committee*

Director Wiggin moved and Director Chastain seconded the motion that the Governance Committee recommend the Board of Directors appoint Leslie Ridle and Wynne Auld to fill the vacant A term seats on the Nominating Committee for the January 1, 2023 through December 31, 2025 period. The motion passed unanimously.

**IX. DIRECTOR COMMENTS**

Director comments were made at this time.

**X. ADJOURNMENT**

At 5:18 p.m., Director Wiggin moved and Director Whitney seconded the motion to adjourn. The motion passes unanimously.



## **MEMBER ADVISORY COUNCIL MEETING AGENDA**

**January 18, 2023**

**Time: 5:00 p.m. – 7:30 p.m.**

**Dinner at 5:00 p.m.; Meeting begins at 5:30 pm**

**Location: Chugach Boardroom**

- I. Call to Order (Director Cason)
- II. Introductions (Committee, Board, Staff)
- III. Discuss and Elect MAC Chair (Committee)
- IV. Discuss and Elect MAC Secretary (Committee)
- V. Chugach Overview and Strategic Plan (Miller)
- VI. Bill Roundup Program; opt-in or opt-out (Staff)
- VII. Discuss Future Meeting Topics (Committee and Board)
- VIII. Decide Topics for April 5 Meeting (Committee and Board)
- IX. Adjourn

Chugach Electric Association, Inc.  
Anchorage, Alaska

Member Advisory Council  
Potential Meeting Topics

- Rate case
  - Communication to members
  - Alternative rate design options
  
- Beneficial electrification - Opportunities to increase load
  - Electric vehicle charging
  - Battery operated equipment / tools
  - Heat pumps
  
- Decarbonization
  - Chugach decarbonization goals
  - Transition to clean energy (renewable generation, carbon sequestration)
  
- Cook Inlet gas supply
  
- Payment system for retail members
  - New payment system
  - Kiosks
  
- Railbelt transmission system
  
- Electric reliability
  
- Annual meeting and election



# Community Cents

Governance Committee Meeting  
January 11, 2023



# “Community Cents” Rounding Program

## PROGRAM OVERVIEW

- Rounds monthly bills to the nearest whole dollar, for an average of \$6.00/year, per account
- Members can choose to opt-out of the program
- Program participation rate is estimated to be between 60-67%
- Annual member contribution is estimated to be between \$407,000 – \$455,000

## PROGRAM BENEFITS

### STRATEGIC ALIGNMENT

Program aligns with Chugach’s Strategic Priority 3: Communication, Member Engagement and Community Involvement

### MEMBERSHIP SUPPORT

Surveys indicate that offering a rounding program, which provides donations to community organizations, is important to members

### COMMUNITY BENEFITS

Charitable giving through the rounding program will positively impact the communities we serve

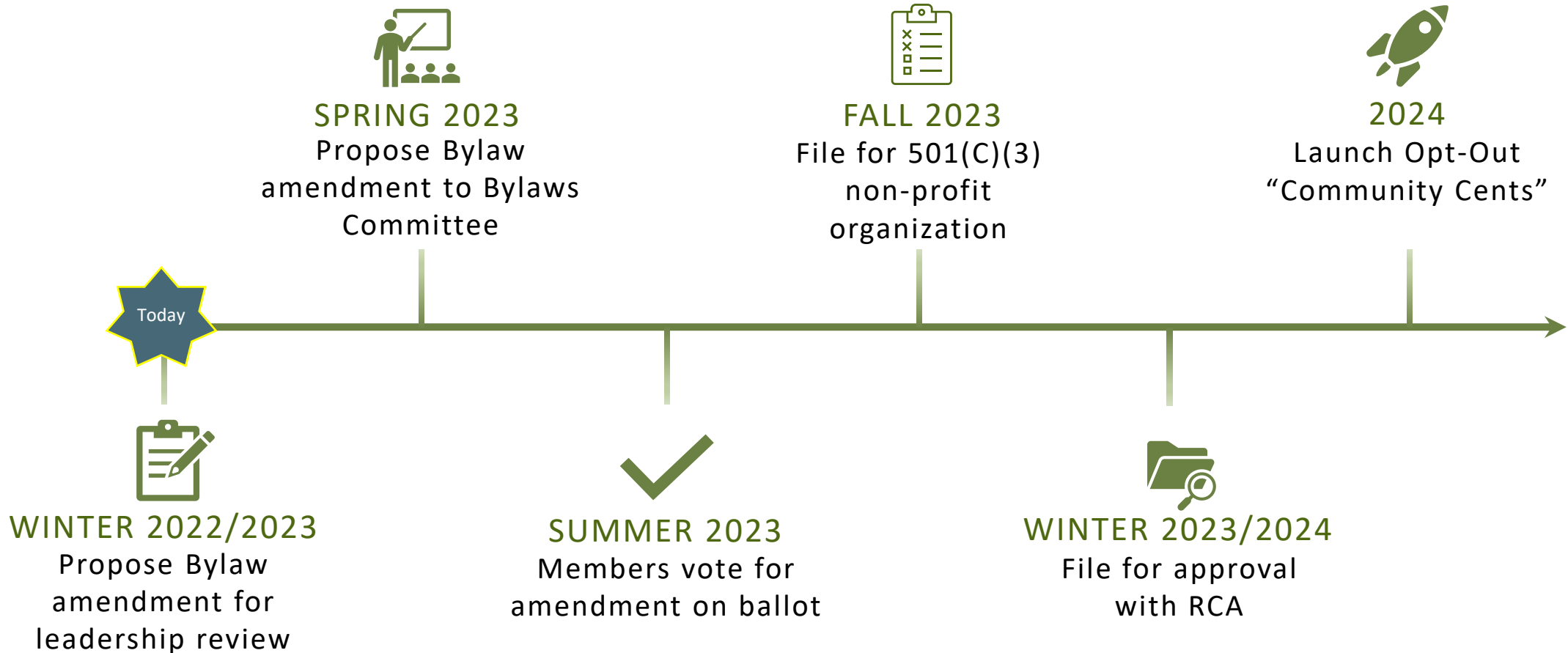


# PROPOSED BYLAW AMENDMENT FOR 2023 ELECTION:

## ARTICLE XII, SECTION 4

*“The Association may establish a program to permit members to round up their bills to the nearest dollar. The monies collected shall be used for charitable purposes in the Association’s service area. Members may be automatically included in this program, but may choose not to participate in the program by notice to the Association.”*

# PROGRAM TIMELINE



# CHUGACH ELECTRIC ASSOCIATION, INC.

## BOARD POLICY: 204

### DIRECTOR MEETING FEES AND EXPENSES

#### I. OBJECTIVE

To provide for reimbursable fees and expenses to Association Directors in accordance with Article IV, Section 9 of the Association's Bylaws for attendance at regular or special Board, Board Committee, Member Committee and other meetings; conferences; training programs; or when otherwise representing the Association in the Director's official capacity as a member of the Board of Directors. Meetings, conferences, training programs, or other events shall be placed into two categories in this Policy.

#### II. CONTENT

- A. Upon approval of the Board, an attendance fee of \$300 for each day, or for each fraction thereof, and reasonable out-of-pocket expenses, will be paid to Directors for regular and special meetings of the Board within the State of Alaska. Attendance at Board committee meetings, Board retreat meetings and Board training meetings shall be included in this category. Directors shall be paid \$350 for each day the Director attends meetings outside the State of Alaska. The Board Chair shall receive an additional \$50 per day for each day of each meeting compensated under this Paragraph if the Chair performs the duties of Chair at the meeting. If more than one meeting is held the same day, only one day's meeting attendance fee will be paid.

Each day of a multi-day meeting counts as a single meeting. A Director may not be compensated for more than two regular Board meetings per month, and an additional 12 special Board meetings per year. The total compensated meetings shall not exceed 70 meetings per year for a Director, and 85 meetings per year for the Board Chair.

- B. Upon approval of the Board, an attendance fee of \$200 for each day, or for each fraction thereof, and reasonable out-of-pocket expenses, will be paid to Directors for attendance at meetings other than regular and special meetings of the Board, as identified in A, above, within the State of Alaska. Meetings to be compensated under this Paragraph shall include, but is not limited to, Ad-hoc committee meetings, member committee meetings (Bylaws, Nominating, Elections, Renewable Energy) official liaison meetings (Alaska Power Association, Alaska Railbelt Cooperative Transmission and Electric Company), and company and community events. Directors shall be paid \$350 for each day the Director attends meetings of this category outside the State of Alaska. If more than one meeting is held the same day,

only one day's meeting attendance fee will be paid. Each day of a multi-day meeting of this category counts as a single meeting.

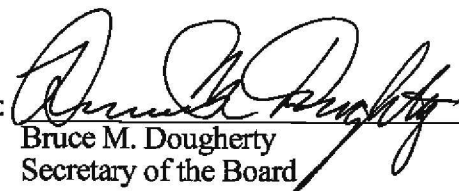
- C. Directors will be paid a meeting attendance fee of \$200 or \$300 for each day of travel to and from meetings as described above. Directors will not be paid for any travel days that would not normally be required to attend a meeting.
- D. Upon request, a cash advance may be secured prior to travel, not to exceed \$350 per day.
- E. Directors shall be reimbursed for all legitimate expenses for attendance at meetings authorized under this Policy upon submission of a detailed Business Expense Report, with receipts attached as appropriate. Expense reports shall be reviewed and approved by the Board. No expenses will be paid for spouses or other family members of Directors, or any other individuals accompanying Directors to meetings. Travel and related expense shall be reimbursed on the following basis:
  - 1. If commercial air travel is available, then regardless of the method of travel used, reimbursement shall be for the expenses actually incurred, but shall not exceed reasonable round-trip airfare taking into consideration the Director's schedule. It is preferred that all air travel arrangements be made through the Office of the Chief Executive Officer or, in the alternative, by a Director using the Association's "EasyBiz" account on any flight scheduled with Alaska Airlines. Absent a request by a Director, air travel arrangements made by the Office of the Chief Executive Officer will not require a Director to commence travel between the hours of 9 p.m. through 7 a.m. local time, at the point of departure.
  - 2. First-class air travel shall not be approved for payment; however, the Director may travel first-class provided that the Director is only reimbursed for reasonable round-trip airfare at reasonable times, taking into consideration the Director's schedule.
  - 3. If a Director elects to travel to any meeting by personal automobile, the Director may submit a request for mileage reimbursement for travel distances of no less than 15 miles to and from his or her personal residence "each way" which shall be at the current rate established by the Internal Revenue Service. Reimbursement for travel by personal automobile shall not exceed the cost of round-trip airfare by the most economical means under the circumstances. Directors are encouraged to pool vehicles whenever possible.
- F. Directors wishing to attend seminars, conferences or other events are expected to: 1) comply with the registration deadlines posted on the Board's agenda; and, 2) avoid cancellations exposing the Association to unreimbursable charges.

III. **RESPONSIBILITIES**

- A. It shall be the responsibility of the Board to interpret and ensure that the provisions of this Policy are carried out.
- B. A summary of the meeting attendance fees and other expenses of Directors shall be itemized and provided to members upon request.

Date Approved: May 25, 2016

Attested:

  
Bruce M. Dougherty  
Secretary of the Board