

**CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA**

GOVERNANCE COMMITTEE MEETING

AGENDA

Sam Cason, Chair
Erin Whitney, Vice Chair

Bettina Chastain, Director
James Henderson, Director
Rachel Morse, Director

January 17, 2022

**Immediately Following
the Operations Committee Meeting**

Chugach Board Room

- I. CALL TO ORDER (6:45 p.m.)
 - A. *Roll Call*
- II. APPROVAL OF THE AGENDA* (6:50 p.m.)
- III. APPROVAL OF THE MINUTES* (6:55 p.m.)
 - A. *December 1, 2021 (Doyle)*
- IV. PERSONS TO BE HEARD (7:00 p.m.)
 - A. *Member Comments*
- V. EXECUTIVE SESSION* (scheduled) (7:05 p.m.)
 - A. *Discuss Charge to the Member Advisory Council*
- VI. NEW BUSINESS* (scheduled) (8:05 p.m.)
 - A. *Approve Charge to the Member Advisory Council (MAC)* (Committee)*
- VII. DIRECTOR COMMENTS (8:10 p.m.)
- VIII. ADJOURNMENT* (8:20 p.m.)

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

December 1, 2021
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
Bettina Chastain, Director
James Henderson, Director (*via teleconference*)
Rachel Morse, Director

Board Member Present:

Mark Wiggin (*via teleconference*)
Harold Hollis (*via teleconference*)

Guests and Staff Attendance Present:

Lee Thibert	Matthew Clarkson
	Julie Hasquet
	Tom Schulman

Via Teleconference:

Arthur Miller	Laurel Foster	Bernie Smith
Sherri Highers	Arden Quezon	Carl Berger
Mitchell Roth	Leslie Ridle	Stan Jones
Christopher Dillon	Dawn Bundick	Wynne Auld
Nathanial Betz	Louise Lazur	Leslie "Fritz" Krusen

II. APPROVAL OF THE AGENDA

Director Morse moved and Director Chastain seconded the motion to approve the agenda. The motion passed unanimously.

Director Henderson was not present during the vote.

III. APPROVAL OF MINUTES

Director Chastain moved and Director Morse seconded the motion to approve the September 16, 2021, Governance Committee meeting minutes. The motion passed unanimously.

Director Henderson was not present during the vote.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None.

V. NEW BUSINESS

None.

VI. EXECUTIVE SESSION

- A. *Appointments to 2022 Member Advisory Council*
- B. *Appointments to 2022 Bylaws Committee*
- C. *Appointments to 2022 Election Committee*
- D. *Appointments to 2022 Nominating Committee*

At 4:09 p.m., Director Morse moved and Director Chastain 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.

Director Henderson was not present during the vote.

Director Henderson arrived during Executive Session.

The meeting reconvened in open session at 4:27 p.m.

VII. NEW BUSINESS

- A. *Appointments to 2022 Member Advisory Council (MAC)*

Director Chastain moved and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors appoints Ashley Johnson, Bernie Smith, Carl Berger, Charles Scantlebury, Christopher Dillon, Ester J. Cox, Jay Hermanson, Kathi Johnson, Leslie “Fritz” Krusen III, Louise Lazur, Mitchell Roth, Nathaniel Betz, Patrick Flynn, Ryan Buchholdt and Wynne Auld to a one year terms on the Member Advisory Council (MAC) Committee. The motion passed unanimously.

- B. *Appointments to 2022 Bylaws Committee*

Director Morse moved and Director Whitney seconded the motion that the Governance Committee recommend the Board of Directors re-appoints Michael Powell, Matt Moore and Mitchell Roth to “C” terms and Peter Taylor to the “A” term on the Bylaws Committee. The motion passed unanimously.

C. Appointments to 2022 Election Committee

Director Whitney moved and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors re-appoints Dawn Bundick and appoints Kathi Johnson, Louise Lazur to the “C” terms and Nathaniel Betz, Patrick Flynn and Stan Jones to the “B” terms on the Election Committee. The motion passed unanimously.

D. Appointments to 2022 Nominating Committee

Director Chastain moved and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors re-appoints Patti Bogan, Jessica Koloski and Steve Strait to the “C” terms and Leslie Ridle to the “A” term on the Nominating Committee. The motion passed unanimously.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 4:41 p.m., Director Whitney moved and Director Morse seconded the motion to adjourn. The motion passes unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

January 19, 2022

ACTION REQUIRED

AGENDA ITEM NO. VIII.A.

<u> </u>	Information Only
<u> X </u>	Motion
<u> </u>	Resolution
<u> </u>	Executive Session
<u> </u>	Other

TOPIC

Approve Charge to the Member Advisory Council (MAC)

DISCUSSION

MAC is needed in order to assess and if possible articulate proposals or alternatives that will facilitate and continue the process of integrating the legacy service areas and guiding Chugach as the sole electric utility in Anchorage. With an eye towards responsiveness to member direction and service, we direct the MAC to consider:

1. How do we help members understand their responsibilities and opportunities within a member owned cooperative? (January 20, 2022)
2. How do we increase member engagement (including voting in the annual election)? (April 6, 2022)
3. What issues within the electric utility industry are of interest to Chugach members? (July 13, 2022)
4. What should Chugach do to identify and cultivate candidates to participate in Chugach committee work such as the MAC and for the Board of Directors? What was good and what would make this experience better? (October 5, 2022)
5. What should the onboarding process of new Board members look like to a newly elected Director? (October 5, 2022)

Review and evaluate these topics, and recommend solutions, programs, or processes to address specific needs or issues identified.

At the January 17, 2022, Governance Committee meeting, the Committee recommended that the Board of Directors complete the charge to the Member Advisory Council (MAC) as discussed in executive session.

MOTION

Move that the Board of Directors complete the charge to the Member Advisory Council (MAC) as discussed in executive session.