

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 18, 2026
Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Amanda Mankel

I. CALL TO ORDER

Chair Jernstrom called the Governance Committee meeting to order at 4:03 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Katherine Jernstrom, Chair
Susanne Fleek-Green, Vice Chair
Jim Nordlund, Director
Mark Wiggin, Director *via teleconference*

Excused:

Rachel Morse, Director

Board Members Present:

Dan Rogers, Director, *via teleconference*
Sisi Cooper, Director, *via teleconference*

Guests and Staff Attendance Present:

Arthur Miller	Al Rudeck	Julie Hasquet
Matthew Clarkson	Katie Millin	Nikki Giordano
Sherri Highers	Dusty Menefee	Whitney Wilkson
Andrew Laughlin	Josh Travis	Bernie Smith, Member

Via teleconference:

Stephanie Huddell	Trish Baker	Heather Slocum
Sandra Cacy	Buddi Richey	

II. APPROVAL OF THE AGENDA

Director Fleek-Green moved, and Director Nordlund seconded the motion to approve the agenda. The motion passed unanimously.

III. APPROVAL OF MINUTES

Director Nordlund moved, and Director Wiggin seconded the motion to approve the December 3, 2025, Governance Committee meeting minutes. The motion passed unanimously.

IV. UNFINISHED BUSINESS (*none*)

V. PERSONS TO BE HEARD

Bernie Smith, Member, provided comments regarding the bylaw changes and recommended review of Board attendance via teleconference participation.

VI. NEW BUSINESS

A. Technology (Board)

Josh Travis, VP, Technology and Corporate Services, provided lead the committee in a technology discussion and responded to questions from the Committee.

B. NRECA Resolutions (Baker/Fleek-Green)

Trish Baker, Senior Manager, Government Affairs, and Susanne Fleek-Green, Board Delegated Representative for NRECA, requested feedback regarding the NRECA Resolution and responded to questions from the Committee.

Discussion of a motion was presented and withdrawn regarding potential revisions to an NRECA Resolution with unanimous approval.

C. Bylaw Changes (Wilkson)

1. Membership Fee Adjustment

Whitney Wilkson, Associate General Counsel, presented the Membership Fee Adjustment and responded to questions from the Committee.

Director Fleek-Green moved, and Director Wiggin seconded the motion that the Governance Committee recommends the Chugach Electric Association, Inc. Board of Directors approve the proposed amendment to Article I, Membership, Section 4, Membership and Service Connection Fees, as outlined in Attachment I, for inclusion on the ballot for a vote by the Chugach membership at the 2026 Annual Meeting election, to increase the one-time membership fee from \$5 to \$25. The motion passed unanimously.

2. Revisions for Grammar, Formatting, and Repealed Sections

Whitney Wilkson, Associate General Counsel, presented the Revisions for Grammar, Formatting and Repealed Sections and responded to questions from the Committee.

Director Fleek-Green moved, and Director Nordlund seconded the motion that the Governance Committee recommends the Chugach Electric Association, Inc. Board of Directors approve the proposed amendment to approve non-substantive edits for grammar, formatting, and the removal of repealed sections, for inclusion on the ballot for a vote by the Chugach membership at the 2026 Annual Meeting election. The motion passed unanimously.

D. Board Policy Updates (Wilkson)*

1. BP 602 – Appointment of Standing and Ad Hoc Committee Meetings

Whitney Wilkson, Associate General Counsel, presented Board Policy 602 and responded to questions from the Committee.

Director Nordlund moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to Board Policy 602, Appointment of Standing and Ad Hoc Committee Members as identified in Attachment II. The motion passed unanimously.

E. Cents of Community (Board)

Matthew Clarkson, Chief Legal Officer, provided an update regarding Cents of Community.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. EXECUTIVE SESSION (*none*)

IX. NEW BUSINESS (*none*)

X. ADJOURNMENT

At 5:54 p.m., Director Wiggin moved, and Director Nordlund seconded the motion to adjourn. The motion passed unanimously.

DRAFT



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

GOVERNANCE COMMITTEE MEETING

AGENDA

Katherine Jernstrom, Chair
Susanne Fleek-Green, Vice Chair
Rachel Morse, Director

Jim Nordlund, Director
Mark Wiggin, Director

April 15, 2026

4:00 p.m.

Chugach Board Room

- 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* *(4:05 p.m.)*
 - A. *February 18, 2026 (Mankel)*
- IV. UNFINISHED BUSINESS *(none)*
- V. PERSONS TO BE HEARD *(4:10 p.m.)*
- VI. NEW BUSINESS *(scheduled) (4:20 p.m.)*
 - A. *Board Performance, Reflection, and Feedback (Board) (4:20 p.m.)*
- VII. DIRECTOR COMMENTS *(4:35 p.m.)*
- VIII. EXECUTIVE SESSION* *(scheduled) (4:50 p.m.)*
 - A. *Board Performance, Reflection, and Feedback (Board) (4:50 p.m.)*
 - B. *Chief Executive Officer Evaluation (Board) (5:10 p.m.)*
- IX. NEW BUSINESS *(none)*
- X. ADJOURNMENT* *(7:00 p.m.)*

* *Denotes Action Items*

** *Denotes Possible Action Items*