



CHUGACH ELECTRIC ASSOCIATION, INC.  
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Sam Cason, Chair

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

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**June 14, 2022**

**Immediately Following the Special  
Board of Directors' Meeting**

**Chugach Board Room**

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- I. CALL TO ORDER (6:05 p.m.)
  - A. Roll Call
- II. APPROVAL OF THE AGENDA\* (6:10 p.m.)
- III. APPROVAL OF THE MINUTES\* (6:15 p.m.)
  - A. March 16, 2022 (Doyle)
- IV. PERSONS TO BE HEARD (6:20 p.m.)
  - A. Member Comments
- V. UNFINISHED BUSINESS (none)
- VI. NEW BUSINESS\* (scheduled) (6:30 p.m.)
  - A. Election of Governance Committee Vice Chair\* (Committee)
  - B. Review Board Policy 208 – Statement of Functions of the Governance Committee (Committee)
  - C. Member Advisory Committee (MAC) Update (Hasquet)
  - D. NRECA Resolution Process (Morse)
- VII. EXECUTIVE SESSION (none)
- VIII. NEW BUSINESS (none)
- IX. DIRECTOR COMMENTS (7:30 p.m.)
- X. ADJOURNMENT\* (7:45 p.m.)

\* Denotes Action Items

\*\* Denotes Possible Action Items

6/13/2022 11:22:28 AM

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

**March 16, 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 4:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Committee Members Present:*

Sam Cason, Chair  
Bettina Chastain, Director  
James Henderson, Director  
Rachel Morse, Director

*Committee Member Excused Absence:*

Erin Whitney, Vice Chair

*Board Members Present:*

Mark Wiggin, Director  
Harold Hollis, Director

*Guests and Staff Attendance Present:*

Lee Thibert	Sherry Highers	Julie Hasquet
Matthew Clarkson	Mark Fouts	Scarlett Masten
Arthur Miller		

*Via Teleconference:*

Connie Owens  
Arden Quezon

**II. APPROVAL OF THE AGENDA**

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

*Director Morse was not present at the time of the vote.*

### **III. APPROVAL OF MINUTES**

Director Chastain moved and Director Henderson seconded the motion to approve the January 17, 2022, Governance Committee meeting minutes. The motion passed unanimously.

*Director Morse was not present at the time of the vote.*

### **IV. PERSONS TO BE HEARD**

- A. *Member Comments*  
None.

### **V. EXECUTIVE SESSION**

- A. *Bylaws Amendment Article III Member, Meetings and Elections (Committee)*
- B. *Member Advisory Council (MAC) (Hasquet/Committee)*
- C. *RCA Order U-22-010 Tight Power Pool with MEA*

At 4:05 p.m., Director Chastain moved and Director Henderson seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) and (4) the Governance Committee go into executive session to: 1) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 2) personnel matters. The motion passed unanimously.

*Director Morse was not present at the time of the vote.*

*Director Morse arrived during Executive Session, time was not noted.*

*The meeting reconvened in open session at 5:46 p.m.*

### **VI. NEW BUSINESS**

- A. *Bylaw Amendment Article III Member, Meetings and Elections (Committee)*

Director Chastain moved and Director Henderson seconded the motion that the Governance Committee accept and forward the proposed recommended revisions to the Association's Bylaws with respect to Article III, Section 9 (c) to the Board of Directors for placement on the 2022 Annual Membership Meeting ballot for a vote by the membership. The motion passed unanimously.

### **VII. DIRECTOR COMMENTS**

Director comments were made at this time.

### **VIII. ADJOURNMENT**

At 5:53 p.m., Director Chastain moved and Director Henderson seconded the motion to adjourn. The motion passed unanimously.

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

**GOVERNANCE COMMITTEE MEETING**  
**AGENDA ITEM SUMMARY**

**June 14, 2022**

**ACTION REQUIRED**

**AGENDA ITEM NO. VIA.**

       **Information Only**  
  **X**   **Motion**  
       **Resolution**  
       **Executive Session**  
       **Other**

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**TOPIC**

Election of Governance Committee Vice Chair

**DISCUSSION**

Board Policy 208, Statement of Functions of the Governance Committee, Section II. states the Board Chair shall appoint the Governance Committee Chairperson. The Governance Committee elects from its membership a vice chair.

The Vice Chair acts during the absence of the Committee Chair. The term of the Vice Chair is from her or his election by the Committee and until a new Committee is appointed by the Board Chair or unless the Vice Chair is otherwise removed.

**MOTION**

Move that the Governance Committee elect Director \_\_\_\_\_ as the Vice Chair of the Governance Committee.

# CHUGACH ELECTRIC ASSOCIATION, INC.

## BOARD POLICY: 208

### STATEMENT OF FUNCTIONS OF THE GOVERNANCE COMMITTEE

#### I. PURPOSE

The purpose of the Governance Committee is to assist the Board of Directors by developing new or enhancing existing policies aimed at Board working relationships and examine the annual election process to determine if improvements can be made that would be beneficial to the Association.

Policies for improving working relationships and overall board functioning will address expected board behaviors that support group decisions and direction as determined by the Board. These policies will address both internal and external or public behavioral expectations. Policies will specifically describe appropriate communication guidelines for representation of the Association's business matters in the public.

Policies for improving Board working relationships may include corrective actions for Board members acting outside the policies and expected behaviors as generally described in governance policies.

Annual election policies or recommendations for potential bylaw changes will be aimed at improving the continuity of the Board and minimizing the disruption of Board turnover.

The Governance Committee will fulfill the responsibilities as enumerated in Section III of this Policy.

#### II. COMPOSITION

The Governance Committee shall be comprised of three or more directors as determined by the Board. Committee members may enhance their familiarity with Governance matters by participating in educational programs conducted by the Association or an outside consultant or other programs. The Committee may also retain the services of a qualified consultant with Board Governance expertise to assist it in the performance of its responsibilities.

The Board Chair shall appoint the Governance Committee chairperson. The Governance Committee shall elect from its membership a vice chair and appoint a recording secretary if and as needed. The Committee shall meet as needed.

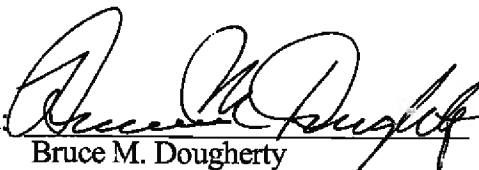
**III. RESPONSIBILITIES**

The responsibilities of the Committee are to:

1. Recommend to the Board of Directors specific policy changes that will improve Board working relationships.
2. Recommend to the Board of Directors specific policy changes that will improve Board communications guidelines for communicating Association matters in public.
3. Recommend to the Board of Directors specific policies that delineate the duties of Board liaisons and Board members that may act as representatives in business matters external to the Association.
4. Recommend to the Board of Directors specific policies that delineate appropriate Board relationships with Association employees and appropriate lines of communications ensuring support for the Chief Executive Officer.
5. Recommend to the Board of Directors specific policy changes describing corrective actions that may be taken for violations of Governance Polices and or Board members acting beyond or outside their authority.
6. Recommend specific requirements and policies that may improve Board continuity and minimize disruptions resulting from Board turnover.
7. Recommend specific requirements and policies for candidates running for the Board of Directors.
8. Recommend to the Board of Directors guidelines for attending meetings outside of the liaison roll as well as training and conferences.
9. Review, on a regular schedule, the Board Policies and recommend any needed changes to the full Board.

Date Approved: May 25, 2016

Attested:

  
Bruce M. Dougherty  
Secretary of the Board