



CHUGACH ELECTRIC ASSOCIATION, INC.  
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Susanne Fleek-Green, Chair

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

---

**June 21, 2023**

**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\* (4:10 p.m.)
  - A. April 12, 2023 (Cacy)
- IV. PERSONS TO BE HEARD (4:15 p.m.)
  - A. Member Comments
- V. UNFINISHED BUSINESS (none)
- VI. NEW BUSINESS\* (scheduled) (4:25 p.m.)
  - A. Election of Governance Committee Vice Chair\* (Committee) (4:25 p.m.)
  - B. Review Board Policy 208 – Statement of Functions of the Governance Committee (Committee) (4:30 p.m.)
  - C. Member Advisory Council (MAC) Update (Hasquet) (4:45 p.m.)
  - D. Synchronization of Board Approval of Project Specific Initiatives and Priority Areas with the Strategic Plan (Committee) (4:50)
- VII. EXECUTIVE SESSION (none)
- VIII. NEW BUSINESS (none)
- IX. DIRECTOR COMMENTS (5:00 p.m.)
- X. ADJOURNMENT\* (5:15 p.m.)

\* Denotes Action Items

\*\* Denotes Possible Action Items

6/16/2023 6:29:13 PM

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

**April 12, 2023**  
**Wednesday**  
**4:00 p.m.**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Sandra Cacy

**I. CALL TO ORDER**

Chair Cason 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:*

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

*Board Member Present:*

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

*Guests and Staff Attendance Present:*

Arthur Miller	Matthew Clarkson	Julie Hasquet
Kate Ayers	Sherri Highers	Karen Griffin
Sean Skaling	Kyyanna Hamilton	Eugene Ori
Josh Travis		

*Via teleconference:*

Antony Scott, Member	Ashton Doyle
-------------------------	--------------

**II. APPROVAL OF THE AGENDA**

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

**III. APPROVAL OF MINUTES**

Director Morse moved and Director Chastain seconded the motion to approve the January 11, 2023, Governance Committee meeting minutes. The motion passed unanimously.

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

##### *A. Member Comments*

Antony Scott – BP 306 & 2024 NRECA Resolutions. Mr. Scott would like to see the way we measure decarbonization. He commented also that the rate design does not allow for roof top installations. The Committee responded to his questions and Director Chastain asked if he would also send an email with his comments. Chair Cason indicated that Mr. Scott could send the email to him.

Director Morse asked that a discussion on this topic be brought up between items VI.D., and VI.E. on the meeting Agenda.

#### **V. UNFINISHED BUSINESS**

None.

#### **VI. NEW BUSINESS**

##### *A. Election of Governance Committee Vice Chair\* (Committee)*

Chair Cason opened the floor to nominations for Vice Chair of the Governance Committee.

Director Chastain nominated Director Morse for the Vice Chair of the Committee. No other nominations were made.

Director Hollis moved and Director Chastain seconded the motion to close the nominations.

Chair Cason called for a vote and Director Morse was voted Vice Chair of the Governance Committee. The vote was unanimous.

##### *B. Review Board Policy 304 - Capital Credit Policy\* (Ayers)*

Kate Ayers, Sr. Manager, Key Accounts & Sustainability, reviewed Board Policy 304 – Capital Credit Policy, with the Board and proposed the addition of section II.D. Capital Credit Retirement Methods including FIFO/LIFO. Ms. Ayers responded to questions from the Board.

Director Morse moved and Director Chastain seconded that the Governance Committee recommend the Board of Directors approve the attached Board Policy 304 - Capital Credit Policy, as amended. The motion passed unanimously.

##### *C. Review Board Policy 302 – Integrated Resource Planning\* (Highers)*

Sherri Highers, Chief Financial Officer (CFO), reviewed Board Policy 302 – Integrated Resource Planning, with the Board. Proposed changes to items II.A, II.B., II.C(4, 5, & 7). Ms. Highers responded to questions from the Board.

Director Chastain moved and Director Wiggin seconded that the Governance Committee recommend the Board of Directors approve the attached Board Policy 302 – Integrated Resource Planning, as amended. The motion passed unanimously.

##### *D. Review Board Policy 306 – Strategic Planning\* (Highers)*

Sherri Highers, CFO, reviewed Board Policy 306 – Strategic Planning, with the Board

and proposed the addition of decarbonization target progress to the Policy. Ms. Highers responded to questions from the Board.

Director Chastain moved and Director Hollis seconded that the Governance Committee recommend the Board of Directors approve the attached Board Policy 306 – Strategic Planning, as amended. The motion passed unanimously.

*At Director Morse’s request, the Committee had a brief discussion on net-metering and RECS. Arthur Miller, Chief Executive Officer, and Kate Ayers, responded to several questions from the Committee. Director Morse and Director Wiggin both suggested the topic of Net-Metering and Solarization be added to a future Operations Committee Meeting.*

*E. 2024 NRECA Resolutions Process\*\* (Board)*

Director Morse discussed the timeline and the proposed 2024 NRECA Resolutions and responded to questions and suggestions from the Committee.

**VII. EXECUTIVE SESSION**

None.

**VIII. NEW BUSINESS**

None.

**IX. DIRECTOR COMMENTS**

Director comments were made at this time.

**X. ADJOURNMENT**

At 5:26 p.m., Director Chastain moved and Director Morse seconded the motion to adjourn. The motion passes unanimously.

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

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

**June 21, 2023**

**ACTION REQUIRED**

**AGENDA ITEM NO. VIA.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

---

**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.

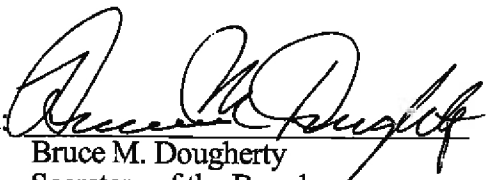
**III. RESPONSIBILITIES**

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