



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

GOVERNANCE COMMITTEE MEETING

AGENDA

Katherine Jernstrom, Chair
Jim Nordlund, Director
Penny Gage, Director

Rachel Morse, Director
Mark Wiggin, Director

July 22, 2026	4:00 p.m.	Chugach Board Room
I.	CALL TO ORDER <i>(4:00 p.m.)</i>	
	<i>A. Roll Call</i>	
II.	APPROVAL OF THE AGENDA* <i>(4:05 p.m.)</i>	
III.	APPROVAL OF THE MINUTES* <i>(4:05 p.m.)</i>	
	<i>A. April 15, 2026 (Mankel)</i>	
IV.	UNFINISHED BUSINESS <i>(none)</i>	
V.	NEW BUSINESS <i>(scheduled) (4:10 p.m.)</i>	
	<i>A. Membership Fee Bylaw Amendment (Board) (4:10 p.m.)</i>	
	<i>B. Board Policies Update** (Wilkson) (4:30 p.m.)</i>	
	<i>1. BP 604 – Board Candidate Statements</i>	
VI.	DIRECTOR COMMENTS <i>(4:50 p.m.)</i>	
VII.	EXECUTIVE SESSION <i>(none)</i>	
VIII.	NEW BUSINESS <i>(none)</i>	
IX.	ADJOURNMENT* <i>(5:00 p.m.)</i>	

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 15, 2026
Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Amanda Mankel

I. CALL TO ORDER

Chair Jernstrom called the Governance Committee meeting to order at 4:06 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

Rachel Morse, Director, *via teleconference and in-person*

Jim Nordlund, Director, *via teleconference*

Excused:

Mark Wiggin, Director

Board Members Present:

Dan Rogers, Director, *via teleconference*

Sisi Cooper, Director, *via teleconference and in-person*

Guests and Staff Attendance Present:

Arthur Miller

Julie Hasquet

Bernie Smith, Member

Via teleconference:

Stephanie Huddell

Buddi Richey

Heather Slocum

Sandra Cacy

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF MINUTES

Director Fleek-Green moved, and Director Jernstrom seconded the motion to approve the February 18, 2026, Governance Committee meeting minutes. The motion passed unanimously.

IV. UNFINISHED BUSINESS *(none)*

V. PERSONS TO BE HEARD

Bernie Smith, Member, providing comments regarding the upcoming MAC meeting and support for Arthur Miller and his upcoming evaluation.

VI. NEW BUSINESS

A. Board Performance, Reflection, and Feedback (Board)

Chair Jernstrom opened the floor for discussion regarding Board Performance, Reflection, and Feedback from the Board. The Board provided feedback, preferences and a timeline.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. EXECUTIVE SESSION *(none)*

A. Board Performance, Reflection, and Feedback (Board)

B. Chief Executive Officer Evaluation (Board)

At 4:49 p.m. Director Fleek-Green moved, and Director Morse seconded the motion that pursuant to Alaska Statute 10.25.175(c)(4), the Board of Directors go into executive session to discuss personnel matters. The motion passes unanimously.

Director Fleek-Green left the meeting at 5:30 p.m.

The meeting reconvened in open session at 6:31 p.m. and noted for the record that item A was not discussed in executive session.

IX. NEW BUSINESS *(none)*

X. ADJOURNMENT

At 6:31 p.m., Director Morse moved, and Director Nordlund seconded the motion to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

July 22, 2026

ACTION REQUIRED

AGENDA ITEM NO. V. B.

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

TOPIC

Board Policy Updates

DISCUSSION

The Chugach Electric Association, Inc. (Chugach or Association) Board of Directors establishes board policies that govern the direction of the Association, including governance, operations, finance, human resources, and strategic planning. The policies are designed to ensure that the Association operates effectively, ethically, and in accordance with its mission and values. The policies support and complement the Bylaws.

Chugach continues to review its Board Policies and is proposing revisions to the following policy:

1. BP 604 – Board Candidate Statements

A summary of the proposed changes to the policy is provided in Attachment I. Attachment II includes the proposed updated Board Policy presented in both redline and clean versions.

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to Board Policy 604, Board Candidate Statements as identified in Attachment II.

**Chugach Electric Association, Inc.
Anchorage, Alaska**

**Attachment I:
Summary of Modifications to Board Policy 604**

1. Board Policy 604

- **Modernized the language and aligned it with the style of current Board policies for consistency**
- **Updated the Bylaws references to reflect the amendments approved at the Annual Membership Meeting, keeping the policy and Bylaws consistent**
- **Updated pronoun usage for clarity and inclusivity**

Chugach Electric Association, Inc.
Anchorage, Alaska

Attachment II:
Board Policy 604 Redlined and clean versions

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 604

BOARD CANDIDATE STATEMENTS

I. OBJECTIVE

This policy governs the content and publication of board candidate statements included with the official ballot for the Annual Membership Meeting of Chugach Electric Association, Inc. (Association), pursuant to the Association's Bylaws, and establishes the Association's responsibilities and limitations with respect to the publication of candidate statements.

II. CONTENT

- A. At least thirty (30) days prior to the Annual Membership Meeting, the Association shall deliver to each member an official ballot that contains the names of the candidates and their election statements.
- B. Article III, Section 8(b) of the Association's Bylaws provides that each candidate statement must indicate whether the candidate was nominated by the Nominating Committee or by petition, disclose the relationships required in the Bylaws, and may include a photograph of the candidate and a statement of no more than 200 words.
- C. Candidate statements should include information about the candidate and the candidate's views on issues relating to the direction of the Association.
- D. Candidate statements shall not contain defamatory, false, vulgar, profane or otherwise inappropriate language.
- E. Candidate statements may not include references to endorsements by specific groups unless proof of endorsement in the form of written acknowledgement by the group is received by the Association with the proposed candidate statement. The candidate shall provide the Corporate Communications Department with the name, title, address and telephone number of a contact person for the group for verification purposes.
- F. Logos and graphics may be used in candidate statements.
 - 1. Candidates seeking to use logos or graphics representing a specific group or organization must submit proof of endorsement by that group or organization as specified in Section II.E. above.

2. Space used for logos and graphics will reduce the 200-word limit permitted in the candidate statement, based on the amount of space used. One word is assumed to equal five characters and one space.
- G. Candidates are responsible for the statements they make. The Association reserves the right to verify the accuracy of any candidate statement.
- H. The election brochure shall include a disclaimer stating that each candidate statement is solely the responsibility of the candidate and does not represent the views of the Association. Publication of a candidate statement does not constitute the Association's endorsement or verification of the accuracy of the statement.
- I. Candidates shall certify that information provided on candidate information forms is true and accurate to the best of their knowledge. For purposes of Article III, Section 8(b)(2)(ii) of the Bylaws, which requires disclosure by candidates, the term "financial interest" shall be interpreted as set forth below, without limiting or diminishing any rights of the Association's members under applicable law or the Bylaws.

1. **General Rule**

A candidate shall disclose any direct personal financial participation or interest that the candidate or the candidate's spouse, domestic partner, child, sibling, parent, stepparent, stepchild or stepsibling (hereinafter "related person") has or has had within the preceding two years in any bid, proposal, project, or contract with the Association.

2. **Employment By An Entity That Bids On, Contracts With, or Proposes To Do Work for the Association**

Merely being employed by an entity that has submitted a bid or proposal to, or entered into a contract with, the Association within the preceding two years does not by itself constitute a financial interest in a bid, proposal, project, or contract with the Association requiring disclosure, unless:

- a. The candidate's or related person's continued or future employment is endangered if the employer no longer does business with the Association or does not do business in the future with the Association arising out of a bid, proposal, project or contract with the Association within the last two years; or
- b. Both of the following apply:
 - i) The candidate's or related person's employer for its last two years received or may in the future under reasonably foreseeable circumstances receive five percent (5%) or

more of its consolidated gross revenue from the Association arising out of a bid, proposal, project or contract with the Association within the last two years; and,

- ii) In addition to normal wages or salary the candidate or related person has received within the preceding two years, or is reasonably expected to receive, financial benefits exceeding \$2,000 (including bonuses, profit sharing, pay increases, enhanced benefits, or similar compensation) resulting directly from the employer obtaining or continuing work for the Association under a bid, proposal, project, or contract.

If disclosure is required under this Section 2, the candidate shall disclose the following:

- i) The nature of the candidate's or related person's financial relationship with an entity that has submitted a bid or proposal to, or is bidding on, or is proposing to do work for, or is under contract with the Association;
- ii) any personal financial benefit that the candidate or a related person would or could reasonably expect to receive if the candidate's or related person's employer obtains or continues to work for the Association; and,
- iii) any direct or indirect financial benefits to the candidate or a related person which resulted or might result in the future from or arise out of a bid, proposal, project or contract with the Association within the last two years.

3. **Interest Other Than Employment By An Entity Bidding On, Contracting With, Or Proposing To Do Work For The Association**

A candidate shall disclose any financial transaction or relationship between the candidate or related person and any business or professional entity if, during the preceding two years, the candidate or related person has been:

- a. An executive officer or director of the entity; or
- b. The record owner or beneficial owner of more than one percent (1%) of the entity's equity; provided, however, that disclosure is not required for: 1) beneficial ownership generating less than \$2,000 in annual income, or 2) stock held through a mutual fund or individual retirement account (IRA) that is not managed by the candidate or related person; provided further that the entity has,

within the preceding two years: 1) submitted a bid or proposal to the Association; 2) entered into a contract with the Association; or 3) received payments from the Association that exceeded the lesser of: five percent (5%) of the entity's consolidated gross revenue for either of its two most recent fiscal years; or \$25,000.

III. RESPONSIBILITY

The Chief Executive Officer shall be responsible for administering this Policy.

Date Approved: July 29, 2026

Attested: _____

Katherine Jernstrom
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 604

BOARD CANDIDATE STATEMENTS

I. OBJECTIVE

~~This~~ ~~to establish the~~ policy governs ~~the~~ ~~ing~~ content and publication of ~~election statements~~ ~~by~~ board candidates ~~statements included within~~ the official ballot for the ~~Association's~~ Annual Membership Meeting ~~of Chugach Electric Association, Inc. (Association),~~ pursuant to the Association's Bylaws, and ~~establishes to limit the~~ Association's ~~responsibilities and limitations with respect to liability the in~~ publication of ~~shing~~ candidates' statements.

II. CONTENT

- A. At least thirty (30) days prior to ~~the Annual Membership Meeting, its annual meeting,~~ the Association shall deliver to each member an official ballot ~~that~~ containing the names of ~~the~~ candidates and their election statements.
- B. Article III, Section ~~89~~(b) of the Association's Bylaws ~~provides state~~ that ~~the~~each candidate statements ~~must indicate shall specify~~ whether the candidate was nominated by the Nominating Committee or by petition, ~~disclose the relationships required shall specify certain relationships as explained~~ in the Bylaws, and may include a photograph of the candidate and a statement ~~of no more than not to exceed~~ 200 words.
- C. ~~The~~Candidate statements should include information about the candidate and the ~~candidate's views~~ ~~it stand~~ on issues relating to the direction of the Association.
- D. Candidate statements shall not ~~contain include words or phrases which are~~ defamatory, ~~false,~~ vulgar, profane or other~~wise such~~ inappropriate language.
- E. Candidate statements may not include references to endorsements by specific groups unless proof of endorsement in the form of written acknowledgement by the group is received by the Association with the proposed candidate statement. The candidate shall provide the ~~Government Relations and~~ Corporate Communications Department with the name, title, address and telephone number ~~of a contact person for at which~~ the group ~~may be contacted~~ for verification ~~purposes~~.

- F. Logos and graphics may be used in candidate statements.
1. Candidates ~~seeking to wishing to~~ use logos or graphics representing a specific group or organization must submit proof of endorsement by that group or organization as specified in Section II.E. above.
 2. Space ~~used for required for display of such~~ logos and graphics will ~~reduce be compensated for by a reduction in~~ the 200-words limit permitted in the candidate statement, ~~based on according to~~ the amount of space used ~~by such logo or graphic~~. One word is assumed to ~~equal be equivalent to~~ five characters and one space.
- G. Candidates are responsible for the statements they make. The Association reserves the right to may verify the accuracy of any candidate the statements.
- H. The election brochure shall ~~include contain~~ a disclaimer stating that each statements are those of the candidate statement is solely the responsibility of the candidate s and does not represent the views of the Association. and pPublication of a candidate the statement does not constitute the Association's endorsement or verification of the accuracy imply verification of the statement.
- I. Candidates shall certify that information provided on candidate information forms is true and accurate to the best of their knowledge. For purposes of Bylaws Article III, Section 89(b)(2)(ii) of the Bylaws, which requires disclosure by ing director candidates, the term disclosure, "financial interest" shall be is interpreted as set forth below, in light of the following without limiting or diminishing any rights of the Association's members' under applicable rights under law or the bBylaws.

1. **General Rule**

A candidate shall disclose any direct personal financial participation or interest ~~that the by a candidate or the a candidate's spouse, domestic partner, child, siblingbrother, sister, parent, stepparent, stepchild or stepsibling (hereinafter "related person")~~ has or has had within the preceding two years in any bid, proposal, project, or contract with the Association. ~~within the last two years is a financial interest which shall be disclosed.~~

2. **Employment By An Entity That Bids On, Contracts With, or Proposes To Do Work for the Association**

Merely being employed by an entity that has submitted a bid on or proposal ed to, or entered into a contract with, do work for the Association within the preceding last two years does is not by itself constitute a

financial interest in a bid, proposal, project, or contract with the Association requiring disclosure, unless:

a. ~~_____ a.~~ The candidate's or related person's continued or future employment is clearly endangered if the employer no longer does business with the Association or does not do business in the future with the Association arising out of a bid, proposal, project or contract with the Association within the last two years; or

b. Both of the following apply:

- i) The candidate's or related person's employer for its last two years received or may in the future under reasonably foreseeable circumstances receive five percent (5%) or more of its consolidated gross revenue from the Association arising out of a bid, proposal, project or contract with the Association within the last two years; and,
- ii) In addition to ~~the candidate's or related person's~~ normal wages or salary the candidate or related person has received within the preceding two years, or is reasonably expected to receive, a financial benefits to the candidate or related person (such as bonuses, increase in profits, pay increases, benefit increases or the like) exceeding of greater than \$2,000 (including bonuses, profit sharing, pay increases, enhanced benefits, or similar compensation) resulting directly from the employer obtaining or continuing work resulted in the last two years' work or will result from present or future work for the Association under by the employer of the candidate or related person, depending on whether the employer continues or commences work for the Association arising out of a bid, proposal, project, or contract with the Association within the last two years.;

~~_____ b.~~ If disclosure is required under this Section 2, the candidate shall disclose the following:

- i) The nature of the A-candidate's or ~~shall disclose his or her own or a~~ related person's financial relationship with an entity that has submitted a bid or proposal to, or bidding on work, proposing to do work for or contract for work with the Association;
- ii) A candidate shall disclose any ~~his or her own or a related person's~~ personal financial benefit that the candidate or a

~~related person which~~ would or ~~could reasonably expect to receive if the candidate's or related person's employer obtains or continues to work for the Association might result from work continuing or being given to the candidate's or related person's employer;~~ and,

- iii) A candidate should describe any direct or indirect financial benefits to the candidate or a related person which resulted or might result in the future from or arise out of a bid, proposal, project or contract with the Association within the last two years.

3. **Interest Other Than Employment By An Entity Bidding On, Contracting With, Or Proposing To Do Work For The Association**

A candidate ~~or a related person~~ shall disclose any financial transaction or relationship between the candidate or related person and any business or professional entity if, during the preceding two years, for which the candidate or related person ~~is, or during the last two years~~ has been:

- a. An executive officer or director of the entity; or

- ~~c. _____~~ ~~b. _____~~ The record Owner of record or a beneficial owner in excess of more than one percent (1%) of the entity's equity; provided, however, interest (except that disclosure is not required for: -1) -beneficial ownership generating less than \$2,000 in annual income, or 2) -stock held through in a mutual fund or individual retirement account (IRA) that is not managed by the candidate or related person);

provided further that the if that business or professional entity is one which has, within the preceding two years: 1) submitted a bid or proposal to the Association; , 2) entered into a contract with the Association; , or 3) received payments from the Association that exceeded the lesser of: , valued in excess of five percent (5%) of the entity's business or professional entity's consolidated gross revenue for either of its last two most recent fiscal years; or or with which the Association has been involved in a transaction or series of transactions valued in excess of \$25,000, whichever is less.

III. **RESPONSIBILITY**

~~It shall be the responsibility of t~~The Chief Executive Officer shall be responsible for to administering this Policy.

Date Approved: July 29, 2026

Attested: _____
Katherine Jernstrom
Secretary of the Board