



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Sam Cason, Chair
Erin Whitney, Vice Chair

Bettina Chastain
James Henderson
Rachel Morse

September 16, 2021

4:00 p.m.

Chugach Board Room

- I. CALL TO ORDER *(4:00 p.m.)*
 - A. *Roll Call*
- II. APPROVAL OF THE AGENDA*
- III. APPROVAL OF THE MINUTES*
 - A. *July 14, 2021 (Quezon)*
- IV. PERSONS TO BE HEARD
 - A. *Member Comments*
- V. NEW BUSINESS *(none)*
- VI. EXECUTIVE SESSION* *(scheduled) (4:05 p.m.)*
 - A. *REAP Proposal for an Alaskan Renewable Portfolio Standard (4:05 p.m.)*
 - B. *NRECA 2021 Compendium of Proposed Resolutions (4:45 p.m.)*
- VII. NEW BUSINESS* *(scheduled) (6:00 p.m.)*
 - A. *NRECA 2021 Compendium of Proposed Resolutions* (Committee)*
- VIII. DIRECTOR COMMENTS *(6:05 p.m.)*
- IX. ADJOURNMENT* *(6:15 p.m.)*

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

July 14, 2021
Wednesday
Immediately Following the Operations Committee Meeting

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Cason called the Governance Committee meeting to order at 8:01 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
Jim Henderson, Director
Rachel Morse, Director

Board Member Present:

Harold Hollis, Director

Guests and Staff Attendance Present:

Arthur Miller Matthew Clarkson
Brian Hickey

Via Teleconference:

Connie Owens

II. APPROVAL OF THE AGENDA

Director Morse moved and Director Chastain 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 June 16, 2021, Governance Committee meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

A. Member Comments

None.

V. EXECUTIVE SESSION

- A. Board Policy 701 – Evaluation Process and Compensation Policy*
- B. Board Policy 702 – Chief Executive Officer – Search and Selection Policy*
- C. Board Policy 703 – Chief Executive Officer – Succession Plan*
- D. Board Policy 704 - Chief Executive Officer – Emergency Succession Plan*
- E. Board Policy 401 – Delegation of Authority – Board and Chief Executive Officer Relationship*

At 8:02 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.

The meeting reconvened in open session at 8:10 p.m.

VI. NEW BUSINESS

- A. Board Policy 701 – Evaluation Process and Compensation Policy*
- B. Board Policy 702 – Chief Executive Officer – Search and Selection Policy*
- C. Board Policy 703 – Chief Executive Officer – Succession Plan*
- D. Board Policy 704 - Chief Executive Officer – Emergency Succession Plan*
- E. Board Policy 401 – Delegation of Authority – Board and Chief Executive Officer Relationship*

Director Henderson moved and Director Morse seconded the motion that the Governance Committee recommends the Board of Directors adopts the following Board Policies as discussed in Executive Session:

1. Board Policy 701 – Evaluation Process and Compensation
2. Board Policy 702 – Chief Executive Officer Search and Selection
3. Board Policy 703 – Chief Executive Officer Succession Plan
4. Board Policy 704 – Chief Executive Officer Emergency Succession Plan
5. Board Policy 401 - Delegation of Authority and Relationship Between the Board of Directors and Chief Executive

The motion passed unanimously.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 8:43 p.m., Director Henderson moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

September 16, 2021

ACTION REQUIRED

AGENDA ITEM NO. VII.A.

- Information Only
 - Motion
 - Resolution
 - Executive Session
 - Other
-

TOPIC

NRECA 2021 Compendium of Proposed Resolutions

DISCUSSION

As discussed in Executive Session.

MOTION

Move that the Governance Committee recommend the Board of Directors approve the recommendations on the NRECA 2021 Compendium of Proposed Resolutions as discussed in executive session.