



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Sam Cason, Chair
Erin Whitney, Vice Chair

Bettina Chastain, Director
James Henderson, Director
Rachel Morse, Director

December 1, 2021

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. September 16, 2021 (Doyle)
- IV. PERSONS TO BE HEARD (4:15 p.m.)
 - A. Member Comments
- V. NEW BUSINESS (none)
- VI. EXECUTIVE SESSION* (scheduled) (4:20 p.m.)
 - A. Appointments to 2022 Member Advisory Council (MAC) (Committee)
 - B. Appointments to 2022 Bylaws Committee (Committee)
 - C. Appointments to 2022 Election Committee (Committee)
 - D. Appointments to 2022 Nominating Committee (Committee)
- VII. NEW BUSINESS* (scheduled) (4:50 p.m.)
 - A. Appointments to 2022 Member Advisory Council (MAC)* (Committee)
 - B. Appointments to 2022 Bylaws Committee* (Committee)
 - C. Appointments to 2022 Election Committee* (Committee)
 - D. Appointments to 2022 Nominating Committee* (Committee)
- VIII. DIRECTOR COMMENTS (5:15 p.m.)
- IX. ADJOURNMENT* (5:30 p.m.)

* Denotes Action Items

** Denotes Possible Action Items

11/29/2021 1:46:32 PM

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

September 16, 2021
Thursday
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 4:03 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Sam Cason, Chair
Erin Whitney, Vice Chair
Bettina Chastain, Director
James Henderson, Director (*via teleconference*)
Rachel Morse, Director

Board Member Present:

Mark Wiggin (*via teleconference and in-person*)

Guests and Staff Attendance Present:

Lee Thibert Matthew Clarkson
Brian Hickey Arthur Miller

Via Teleconference:

Connie Owens Mark Fouts
Sherri Highers Arden Quezon

II. APPROVAL OF THE AGENDA

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

Director Henderson was not present during the vote.

III. APPROVAL OF MINUTES

Director Chastain moved and Director Morse seconded the motion to approve the July 14, 2021, Governance Committee meeting minutes. The motion passed unanimously.

Director Henderson was not present during the vote.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None.

V. NEW BUSINESS

None.

VI. EXECUTIVE SESSION

- A. *REAP Proposal for an Alaskan Renewable Portfolio Standard*
B. *NRECA 2021 Compendium of Proposed Resolutions*

At 4:06 p.m., Director Morse moved and Director Whitney seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) the Board of Directors' Governance Committee go into executive session to discuss legal matters with its attorneys, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

Director Henderson was not present during the vote.

Director Wiggin arrived as the committee moved into Executive Session.

Director Henderson arrived during Executive Session.

The meeting reconvened in open session at 5:53 p.m.

VII. NEW BUSINESS

- A. *NRECA 2021 Compendium of Proposed Resolutions*

Director Chastain moved and Director Morse seconded the motion 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. The motion passed unanimously.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 6:02 p.m., the committee adjourned without a motion. No objections were made.

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

**GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY**

December 1, 2021

ACTION REQUIRED

AGENDA ITEM NO. VII.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Appointments to 2022 Member Advisory Council (MAC) Committee

DISCUSSION

Article XIV, Section 1 and 2 of the Chugach bylaws, the board of directors may create and establish a Member Advisory Council (MAC) to advise the board as an ad hoc committee. It shall be the duty of the board of directors to appoint members to the advisory council as provided in Article XV. Members shall be selected from different sections of the service area of the Association so as to insure equitable representation.

The deadline for applications was 5:00 pm on Friday, September 24, 2021. Chugach ran advertisements for Member Advisory Council volunteers in the Anchorage Daily News beginning on September 3 and ending on September 22 in the Sunday and Thursday editions, for a total of 7 times. Additionally, Outlet articles seeking applicants were published in July, August, and September. There were a number of social media posts during this time on Facebook and Twitter.

The original seven MAC applicants who applied in 2020 and were never appointed due to the arrival of COVID-19, were contacted and allowed to use their original application for this round. Six of them chose to do so. All applicants were verified by legal and member services as eligible to serve.

There are seventeen applicants. The relevant documents are attached:

Ashley Johnson
Bernie Smith
Carl Berger
Charles Scantlebury
Christopher Dillon
Esther J.Cox

Jay Hermanson
Kathi Johnson
Leslie "Fritz" Krusen, III
Louise Lazur
Mitchell Roth
Nathaniel Betz

Patrick Flynn
Peter Taylor
Ryan Buchholdt
Stan Jones
Wynne Auld

MOTION

Move that the Governance Committee recommend the Board of Directors appoints Ashley Johnson, Bernie Smith, Carl Berger, Charles Scantlebury, Christopher Dillon, Ester J. Cox, Jay Hermanson, Kathi Johnson, Leslie "Fritz" Krusen III, Louise Lazur, Mitchell Roth, Nathaniel Betz, Patrick Flynn, Ryan Buchholdt and Wynne Auld to a one year terms on the Member Advisory Council (MAC) Committee.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 1, 2021

ACTION REQUIRED

AGENDA ITEM NO. VII.B.

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

TOPIC

Appointments to 2022 Bylaws Committee

DISCUSSION

Article XIII, Section 2 of the Chugach bylaws requires the board to appoint a Bylaws committee as provided for in Article XV of the bylaws. The committee consists of not less than five nor more than seven members.

Three Bylaws Committee members are returning as shown on the attached committee list.

Chugach ran an ad looking for annual meeting committee volunteers in the Anchorage Daily News beginning on October 10 and ending on October 31 in the Sunday and Thursday editions, for a total of 7 times. In addition, notices were published on the Chugach website and in the September and October Outlets.

The Board may appoint members to fill the three “C” terms and an early vacated “A” term. The “C” terms are 3-year appointments and the available “A” term is for a 1-year appointment. The available terms may also be filled by Member Advisory Council (MAC) applicants.

There are three applicants and the relevant documents are attached:

Michael Powell (seeking re-appointment)
Matt Moore (seeking re-appointment)
Mitchell Roth (seeking re-appointment)

MOTION

Move that the Governance Committee recommend the Board of Directors re-appoints Michael Powell, Matt Moore and Mitchell Roth to “C” terms and Peter Taylor to the “A” term on the Bylaws Committee.

Chugach Bylaws Committee

Not less than 5 nor more than 7 members (Art. XIII, Section 2)

A Terms (2020, 2021, 2022)

Jessica Koloski

B Terms (2021, 2022, 2023)

Frank Gwartney

Bernie Smith

C Terms (2019, 2020, 2021) **EXPIRING**

Michael Powell

Matt Moore

Mitchell Roth

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 1, 2021

ACTION REQUIRED

AGENDA ITEM NO. VII.C.

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

TOPIC

Appointments to 2022 Election Committee

DISCUSSION

Article III, Section 9 of the Chugach Bylaws requires the board to appoint an Election Committee as provided for in Article XV of the bylaws. The committee consists of not less than five and no more than thirteen members.

Four Election Committee members are returning as shown on the attached committee list.

Chugach ran an ad looking for annual meeting committee volunteers in the Anchorage Daily News beginning on October 10 and ending on October 31 in the Sunday and Thursday editions, for a total of 7 times. In addition, notices were published on the Chugach website and in the September and October Outlets.

The Board may appoint members to fill the four “C” and “B” terms available. The “C” terms are 3-year appointments and the “B” terms are 2-year appointments. The available terms may also be filled by Member Advisory Council (MAC) applicants.

There are two applicants for the six terms available. The relevant documents are attached:

Dawn Bundick (seeking re-appointment)
James Lebeidz (new applicant)

MOTION

Move that the Governance Committee recommend the Board of Directors re-appoints Dawn Bundick and appoints Kathi Johnson, Louise Lazur to the “C” terms and Nathaniel Betz, Patrick Flynn and Stan Jones to the “B” terms on the Election Committee.

Chugach Election Committee

Not less than 5 nor more than 13 members (Art. III, Section 9)

A Terms (2020, 2021, 2022)

Jim Magowan

William Simpson

Patti Bogan

Lawrence Camp

B Terms (2021, 2022, 2023)

Vacant

Vacant

Vacant

Vacant

C Terms (2019, 2020, 2021) **EXPIRING**

Vicki Soule

Dawn Bundick

Vacant

Vacant

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 1, 2021

ACTION REQUIRED

AGENDA ITEM NO. VII.D.

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

TOPIC

Appointments to 2022 Nominating Committee

DISCUSSION

Article IV, Section 4 of the Chugach bylaws required the board to appoint a Nominating Committee as provided for in Article XV of the bylaws. The committee consists of not less than five and no more than seven members.

Two Nominating Committee members are returning as shown on the attached committee list.

Chugach ran an ad looking for annual meeting committee volunteers in the Anchorage Daily News beginning on October 10 and ending on October 31 in the Sunday and Thursday editions, for a total of 7 times. In addition, notices were published on the Chugach website and in the September and October Outlets.

The Board may appoint members to fill the three “C” terms and the two “A” terms available. The “C” terms are 3-year appointments and the “A” terms are a 1-year appointment.

There are four applicants for the five terms available. The relevant documents are attached:

Patti Bogan (seeking re-appointment)
Jessica Koloski (seeking re-appointment)
Steve Strait (seeking re-appointment)
Leslie Ridle (new applicant)

MOTION

Move that the Governance Committee recommend the Board of Directors re-appoints Patti Bogan, Jessica Koloski and Steve Strait to the “C” terms and Leslie Ridle to the “A” term on the Nominating Committee.

Chugach Nominating Committee

Not less than 5 nor more than 7 members (Art. IV, Section 4)

A Terms (2020, 2021, 2022)

Vacant

Vacant

B Terms (2021, 2022, 2023)

Heidi Hansen

Ashley Johnson

C Terms (2019, 2020, 2021) **EXPIRING**

Patti Bogan

Jessica Koloski

Steve Strait