

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

**GOVERNANCE COMMITTEE MEETING**

**AGENDA**

Katherine Jernstrom, Chair  
Susanne Fleek-Green, Vice Chair  
Rachel Morse, Director

Jim Nordlund, Director  
Mark Wiggin, Director

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<b>December 03, 2025</b>	<b>Directly Following the Audit &amp; Finance Committee Meeting</b>	<b>Chugach Board Room</b>
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- I. CALL TO ORDER (5:15 p.m.)
  - A. Roll Call
- II. APPROVAL OF THE AGENDA\* (5:20 p.m.)
- III. APPROVAL OF THE MINUTES\* (5:20 p.m.)
  - A. September 10, 2025 (Richey)
- IV. UNFINISHED BUSINESS (none)
- V. PERSONS TO BE HEARD (5:25 p.m.)
- VI. NEW BUSINESS (scheduled) (5:40 p.m.)
  - A. 2026 Board Calendar Review (5:40 p.m.)
  - B. Board Policy Updates\* (Wilkson) (5:50 p.m.)
    - 1. BP 502 – Contributions to Retail Members
  - C. 2026 Member Advisory Council (MAC)\* (Board) (6:05 p.m.)
    - 1. MAC Renewal and Topics
    - 2. Appointments to 2026 MAC
  - D. Appointments to 2026 Bylaws, Election, and Nominating Committees\* (Board) (6:20 p.m.)
- VII. DIRECTOR COMMENTS (6:40 p.m.)
- VIII. EXECUTIVE SESSION\* (7:00 p.m.)
  - (Recess 20-minutes)
  - A. Terra Energy, Subject to NDA (Board) (7:20 p.m.)
  - B. Semi-Annual May 1, 2025 – April 30, 2026, CEO Project Specific Initiatives Review (Miller/Board) (7:30 p.m.)
- IX. NEW BUSINESS (none)
- X. ADJOURNMENT\* (8:00 p.m.)

\* Denotes Action Items

\*\* Denotes Possible Action Items

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

**September 10, 2025**  
**Wednesday**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Buddi Richey

**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 - arrived at 4:16 p.m.

Rachel Morse, Director (via teleconference) – arrived at 4:14 p.m.

Mark Wiggin, Director (via teleconference)

Jim Nordlund, Director (via teleconference)

*Board Members Present:*

Dan Rogers, Director

Sisi Cooper, Director (via teleconference) - joined at 4:14 p.m.

*Guests and Staff Attendance Present:*

Arthur Miller

Whitney Wilkson

Jean Sauget, CEA Charitable  
Foundation (CEA CF)

Andrew Laughlin

Trish Baker

Marnie Isaacs, CEA CF

Matthew Clarkson

Taylor Asher

Irene Tresser, CEA CF

Sherri Highers

Kate Ayers

Bernie Smith, Member

Katie Millin

Emily Mueller

Karen Leis, Member

Julie Hasquet

*Via teleconference:*

Stephanie Huddell

Amanda Mankel

Heather Slocum

Sandra Cacy

**II. APPROVAL OF THE AGENDA**

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

**III. APPROVAL OF MINUTES**

Director Nordlund moved, and Director Wiggin seconded the motion to approve the July 23, 2025, Governance Committee meeting minutes. The motion passed unanimously.

*Director Fleek-Green and Director Morse were not present at the time of this motion.*

Member comments were made at this time.

*Karen Leis, Member, spoke to the Committee regarding customer service and billing issues.*

**IV. UNFINISHED BUSINESS** *(none)*

**V. NEW BUSINESS**

*A. Board Policy Updates\* (Clarkson/Wilkson)*

Whitney Wilkson, Associate General Counsel, reviewed amendments of Board Policy 106, 206, 208 and 502 with the Board.

Director Fleek-Green moved, and Director Morse seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to the Board Policies identified on Attachment I. The motion passed unanimously.

*Director Morse and Director Cooper arrived at 4:14 p.m.*

*B. Formation of Chugach Electric Association Charitable Foundation Board Policies and Financial Services\* (Wilkson)*

Whitney Wilkson, Associate General Counsel, outlined a proposed process of the Chugach Electric Association Charitable Foundation Board of Trustee and responded to questions from the Committee.

Director Wiggin moved, and Director Fleek Green seconded the motion that the Governance Committee recommend the initial Trustees of the Chugach Electric Association, Inc. Board of Directors approve the Foundation Board Policies identified on Attachment II. The motion passed unanimously.

*C. Performance Review Timeline (Miller)*

Arthur Miller, Chief Executive Officer, presented the Chugach Electric Association, Inc. Performance Review Timeline and responded to questions from the Committee.

**VI. DIRECTOR COMMENTS**

Director comments were made at this time.

**VII. EXECUTIVE SESSION** *(none)*

**VIII. NEW BUSINESS** *(none)*

**IX. ADJOURNMENT**

At 4:59 p.m., Director Morse moved, and Director Wiggin seconded to adjourn. The motion passed unanimously.

2026 Calendar											
January				February				March			
1	Th	New Year's Day		1	Su			1	Su		
2	Fr			2	Mo			2	Mo		
3	Sa			3	Tu	APA State Legislative Conference		3	Tu	Election Committee Meeting	
4	Su			4	We	APA State Legislative Conference		4	We		
5	Mo			5	Th	APA State Legislative Conference		5	Th		
6	Fr			6	Fr			6	Fr	NRECA PowerXchange - Nashville, TN	
7	We			7	Sa			7	Sa	NRECA PowerXchange - Nashville, TN	
8	Th			8	Su			8	Su	NRECA PowerXchange - Nashville, TN	
9	Fr			9	Mo			9	Mo	NRECA PowerXchange - Nashville, TN	
10	Sa			10	Tu			10	Tu	NRECA PowerXchange - Nashville, TN	
11	Su			11	We					Election Committee Meeting (Tentative)	
12	Mo			12	Th					Bylaw Committee Deadline to Submit Recommendations to the Executive Office	
13	Tu			13	Fr					Bylaw Deadline for Nominating Committee's Slate of Director Nominations	
14	We			14	Sa						
15	Th			15	Su						
16	Fr			16	Mo			11	We	NRECA PowerXchange - Nashville, TN	
17	Sa			17	Tu			12	Th		
18	Su			18	We	NWPPA Board Meeting, Colorado Springs, CO 100 Days Prior to Annual Meeting		13	Fr	Petition Candidate Deadline	
19	Mo				Th	NWPPA Board Meeting, Colorado Springs, CO		14	Sa		
20	Tu	MAC Meeting		19	Th	NWPPA Board Meeting, Colorado Springs, CO		15	Su		
21	We	Operations Committee Meeting		20	Fr	NWPPA Board Meeting, Colorado Springs, CO		16	Mo		
22	Th			21	Sa			17	Tu	Election Committee Meeting (Tentative)	
23	Fr			22	Su					Governance Committee Meeting	
24	Sa			23	Mo			18	We	Review Bylaw Amendments	
25	Su			24	Tu					Board Policy Updates	
26	Mo	Deadline for Members to Submit: Director Candidate Application Proposed Bylaw Amendments		25	We	Regular Board of Directors' Meeting		19	Th		
				26	Th			20	Fr	70 Days Prior to Annual Meeting	
27	Tu			27	Fr			21	Sa		
				28	Sa			22	Su		
28	We	Regular Board of Directors' Meeting Approve 2027 CEO Goals						23	Mo		
								24	Tu		
29	Th							25	We	Regular Board of Directors' Meeting Approval of 2026 Election Record Date	
30	Fr									Appoint Master Election Judge	
31	Sa									Approve Election Procedures	
		Review/Approve Proposed Bylaw Amendments									
		Regular Meeting						26	Th		
		Committee Meeting						27	Fr		
		Other Events						28	Sa		
		Informational						29	Su		
		Member Committee						30	Mo	60 Days Prior to Annual Meeting	
								31	Tu		

April			May			June		
1	We		1	Fr		1	Mo	
2	Th		2	Sa		2	Tu	
3	Fr		3	Su		3	We	
4	Sa		4	Mo		4	Th	
5	Su		5	Tu	Election Committee Meeting (Tentative)	5	Fr	
6	Mo		6	We	Operations Committee Meeting	6	Sa	
7	Tu		7	Th		7	Su	
8	We	Audit & Finance Committee Meeting Audit Results	8	Fr		8	Mo	
9	Th		9	Sa		9	Tu	
10	Fr		10	Su		10	We	Governance Committee Meeting
11	Sa		11	Mo		11	Th	
12	Su		12	Tu	Election Committee Meeting (Tentative)	12	Fr	
13	Mo		13	We		13	Sa	
14	Tu		14	Th		14	Su	
15	We		15	Fr		15	Mo	
16	Th	Record Date	16	Sa		16	Tu	
17	Fr	Candidate Information Session	17	Su		17	We	
18	Sa		18	Mo	NWPPA Annual Meeting, Vancouver, WA	18	Th	
19	Su		19	Tu	NWPPA Annual Meeting, Vancouver, WA Election Committee Meeting	19	Fr	
20	Mo		20	We	Audit & Finance Committee Meeting NWPPA Annual Meeting, Vancouver, WA	20	Sa	
21	Tu	MAC Meeting	21	Th	NWPPA Annual Meeting, Vancouver, WA	21	Su	
22	We	Regular Board of Directors' Meeting	22	Mo		22	Mo	
23	Th		23	Tu		23	Tu	
24	Fr		24	We		24	We	Regular Board of Directors' Meeting Board Orientation/Training
25	Sa		25	Th		25	Th	
26	Su		26	Fr	Memorial Day	26	Fr	
27	Mo		27	Tu	Election Committee Meeting (Tentative)	27	Sa	
28	Tu		28	We	Regular Board of Directors' Meeting	28	Su	
29	We	30 Days Prior to Annual Meeting	29	Th	Bylaw Deadline for Paper Ballots	29	Mo	
30	Th		30	Tu	Member Appreciation Day	30	Tu	
		Regular Meeting	31	We	Chugach 2025 Annual Meeting			
		Committee Meeting			Regular Board of Directors' Meeting			
		Other Events						
		Informational						
		Member Committee						

2026 Calendar									
July			August			September			
1	We		1	Sa		1	Tu	Labor Day	
2	Th		2	Su		2	We		
3	Fr	Independence Day Observed	3	Mo		3	Th		
4	Sa	Independence Day	4	Tu		4	Fr		
5	Su		5	We		5	Sa		
6	Mo		6	Th		6	Su		
7	Tu		7	Fr		7	Mo		
8	We		8	Sa		8	Tu		
9	Th		9	Su		9	We	Operations Committee Meeting	
10	Fr		10	Mo		10	Th		
11	Sa		11	Tu		11	Fr		
12	Su		12	We		12	Sa		
13	Mo		13	Th		13	Su		
14	Tu		14	Fr		14	Mo		
15	We	Operations Committee Meeting	15	Sa		15	Tu		
16	Th		16	Su		16	We	Regular Board of Directors' Meeting	
17	Fr		17	Mo		17	Th		
18	Sa		18	Tu		18	Fr		
19	Su		19	We	Audit & Finance Committee Meeting	19	Sa		
20	Mo		20	Th		20	Su		
21	Tu	MAC Meeting	21	Fr		21	Mo		
22	We		22	Sa		22	Tu		
23	Th		23	Su		23	We		
24	Fr		24	Mo		24	Th		
25	Sa		25	Tu	Strategic Planning Retreat	25	Fr		
26	Su		26	We	Strategic Planning Retreat Regular Board of Directors' Meeting	26	Sa		
27	Mo		27	Th		27	Su		
28	Tu		28	Fr		28	Mo		
29	We	Regular Board of Directors' Meeting	29	Sa		29	Tu		
30	Th		30	Su		30	We		
31	Fr		31	Mo				APA & AIE Annual Meetings - TBD	
	Regular Meeting								
	Committee Meeting								
	Other Events								
	Informational								
	Member Committee								

2026 Calendar									
October			November				December		
1	Th		1	Su			1	Tu	
2	Fr		2	Mo			2	We	Audit & Finance Committee Meeting
3	Sa		3	Tu			3	Th	
4	Su		4	We	Audit & Finance Committee Meeting Budget Presentations		4	Fr	
5	Mo		5	Th			5	Sa	2026 Chugach Holiday Party
6	Tu		6	Fr			6	Su	
7	We		7	Sa			7	Mo	
8	Th		8	Su			8	Tu	
9	Fr		9	Mo			9	We	Regular Board of Directors' Meeting Member Satisfaction Survey Results Member Committee Appointments
10	Sa		10	Tu			10	Th	
11	Su		11	We			11	Fr	
12	Mo		12	Th			12	Sa	
13	Tu	MAC Meeting	13	Fr			13	Su	
14	We		14	Sa			14	Mo	
15	Th		15	Su			15	Tu	
16	Fr		16	Mo			16	We	
17	Sa		17	Tu			17	Th	
18	Su		18	We	Regular Board of Directors' Meeting Approve Budget		18	Fr	
19	Mo		19	Th			19	Sa	
20	Tu		20	Fr			20	Su	
21	We	Regular Board of Directors' Meeting	21	Sa			21	Mo	
22	Th		22	Su			22	Tu	
23	Fr		23	Mo			23	We	
24	Sa		24	Tu			24	Th	Christmas Eve
25	Su		25	We			25	Fr	Christmas Day
26	Mo		26	Th	Thanksgiving		26	Sa	
27	Tu		27	Fr	Friday Following Thanksgiving		27	Su	
28	We	Governance Committee Meeting	28	Sa			28	Mo	
29	Th		29	Su			29	Tu	
30	Fr		30	Mo			30	We	
31	Sa						31	Th	New Year's Eve
	Regular Meeting								
	Committee Meeting								
	Other Events								
	Informational								
	Member Committee								
	NWPPA Board Meeting - TBD								
	Legislative Luncheon - TBD								

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

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

**December 3, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI.B.**

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

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**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 502 – Contributions to Retail Members*

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 502, Contributions to Retail Members as identified in Attachment II.

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

**Attachment I:  
Summary of Modifications to Board Policy 502**

**1. Board Policy 502**

- Changed the policy title to *Retail Member and Community Support Programs*
- Updated objective language to broaden scope to include financial assistance for retail members, matching employee donations, and employee volunteer programs.
- Added specific eligibility requirements for hardship assistance based on enrollment in one or more of the following programs:
  - Adult Public Assistance (Alaska Department of Health, Division of Public Assistance) provides cash assistance for aged, blind and disabled Alaskans who need help. Participants must be U.S. citizens or qualified immigrants residing in Alaska and either:
    - age 65 or older and meet certain income limitations; or
    - age 18–64, meet certain income limitations, and be blind or disabled.<sup>1</sup>
  - The Senior Benefits Program (Alaska Department of Health, Division of Public Assistance) provides financial assistance for seniors on a limited income. Participants must be U.S. citizens or Qualified Aliens residing in Alaska, age 65 or older, have a SSN or proof that one has been applied for, and have a countable income that does not exceed the program’s income limits.<sup>2</sup>

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<sup>1</sup> A person is “disabled” if they are unable to participate in any substantial gainful activity because of a medically verified physical or mental impairment other than drug or alcohol addiction. This impairment must have lasted, or be expected to last, for a continuous period of at least 12 months, or be expected to end in death.

<sup>2</sup> For example, the Senior Benefits Program Gross Annual Income Limit for 2025 is as follows:

**Senior Benefits Program Gross Annual Income Limit**

**Effective 4/1/2025**

Senior Household Size	\$250 monthly payment	\$175 monthly payment	\$125 monthly payment
Individual	\$14,663	\$19,550	\$34,213
Married Couple	\$19,823	\$26,430	\$46,253

- The Emergency Solutions Grant Program (MOA's Aging & Disability Resource Center) provides services and emergency financial assistance to individuals and families to prevent homelessness. Participants must be at imminent risk of homelessness, homeless under other federal statutes, fleeing/attempting to flee domestic violence or meet the criteria for being at risk of homelessness and have an income at or below 30% of median income.
- Added limit of one contribution per 12-month period, up to \$500.
- Updated budget cap calculation to use audited retail revenue only.
- Updated partner agency language to reflect ADRC screening responsibilities.
- Updated volunteer program language to refer to the Association's Employee Volunteer Program, including a 16-hour per-employee annual use limit.

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

**Attachment II:  
Board Policy 502 Redlined and clean versions**

# **CHUGACH ELECTRIC ASSOCIATION, INC.**

## **BOARD POLICY: 502**

### **RETAIL MEMBER AND COMMUNITY SUPPORT PROGRAMS**

#### **I. OBJECTIVE**

To ensure consistent standards and effective oversight for programs that offer financial assistance to retail members, support employee charitable giving and volunteer activities, and strengthen community partnerships through approved nonprofit organizations.

#### **II. CONTENT**

A. As part of its annual budget, the Association may designate funding to assist retail members experiencing financial hardship who meet the following criteria:

1. The member completes an application for utility assistance; and
2. The member or another member of the household provides proof of current enrollment in one or more of the following programs:
  - a. Adult Public Assistance through the Alaska Department of Health, Division of Public Assistance;
  - b. The Senior Benefits Program through the Alaska Department of Health, Division of Public Assistance; or
  - c. The Emergency Solutions Grant Program through the Municipality of Anchorage's Aging and Disability Resource Center (ADRC).

Eligible retail members may receive one contribution per twelve (12) month period up to \$500 toward their past-due or delinquent balance, provided they have not received a contribution within the previous twelve (12) months.

The total amount included in the Association's annual budget for this program shall not exceed four-hundredths of one percent (0.04%) of the Association's retail revenue, as determined by the most recent audited financial statements. In partnership with the Municipality of Anchorage's ADRC, the Association will credit approved assistance amounts directly to members' electric accounts through internal "book entry" transactions within the Chugach financial accounting system. The ADRC will screen applicants to ensure that only eligible Association members, as outlined above, receive assistance with their electric bills.

B. The Association may match employee contributions to eligible organizations, up to a maximum of \$100 per employee per year. Qualifying organizations must hold a

current 501(c)(3) designation. The Association may use a third-party organization (such as Pick.Click.Give or the United Way) to qualify and facilitate the matching contribution.

- C. The Association may provide employees access to a company-wide volunteer leave bank of up to 3,000 hours annually. In accordance with the Association's Employee Volunteer Program, eligible employees may use up to sixteen (16) volunteer hours per year during their regular work hours for activities with Association-approved nonprofit organizations located within the Association's service territory. The Association will use the Pick.Click.Give. program list as a basis for eligible nonprofit organizations.

### **III. RESPONSIBILITY**

The Chief Executive Officer will be responsible for administration of this Policy.

Date Approved: December 10, 2025

Attested: \_\_\_\_\_  
Susanne Fleek-Green  
Secretary of the Board

# CHUGACH ELECTRIC ASSOCIATION, INC.

## BOARD POLICY: 502

### RETAIL MEMBER AND COMMUNITY SUPPORT PROGRAMS

#### CONTRIBUTIONS TO RETAIL MEMBERS

##### **I. OBJECTIVE**

~~To ensure the consistent application and oversight of the Association's contributions provided to retail members.~~

To ensure consistent standards and effective oversight for programs that offer financial assistance to retail members, support employee charitable giving and volunteer activities, and strengthen community partnerships through approved nonprofit organizations.

##### **II. CONTENT**

A. ~~As part of its annual budget, the Association may designate may funding include allocate, as part of its annual budget, a designated sum of money to assist Association retail members experiencing financial hardship who with their electric bill payments. The assistance is reserved exclusively for retail member households that~~ meet the following criteria:

1. The member ~~completes an application for utility assistance; or another member of the household is aged 65 or older; or and~~
2. ~~The member or another member of the household provides proof of current enrollment in one or more of the following programs: is receiving Social Security Disability Insurance (SSDI) or Supplemental Security Income (SSI).~~
  - a. ~~Adult Public Assistance through the Alaska Department of Health, Division of Public Assistance;~~
  - b. ~~The Senior Benefits Program through the Alaska Department of Health, Division of Public Assistance; or~~
  - b.c. ~~The Emergency Solutions Grant Program through the Municipality of Anchorage's Aging & and Disability Resource Center (ADRC).~~

~~Eligible retail members may receive one contribution per twelve (12) month period up to \$500 toward their current past-due or delinquent balance, provided they have not received a contribution within the previous twelve (12) months. Eligible retail members may receive a one-time contribution of not more than \$500 in the payment of past due or delinquent bills in a twelve-month period.~~

The total amount included in the Association's annual budget ~~allocated for this program~~ shall not exceed four-hundredths of one percent (0.04%) of the Association's retail revenue, as determined by ~~based on~~ the most recent audited financial statements. In partnership with the Municipality of Anchorage's Aging and Disability Resource Center (ADRC), the Association will credit approved assistance amounts directly to members' electric accounts ~~via~~ through internal "book entry" transactions within the Chugach financial accounting system. The ADRC will screen applicants to ensure that only eligible Association members, as outlined above, receive assistance with their electric bills.

- B. The Association may match employee contributions to eligible organizations, up to a maximum of \$100 per employee per year. Qualifying organizations must hold a current 501(c)(3) designation. The Association may use a third-party organization (~~examples includesuch as~~ Pick.Click.Give or the United Way) to qualify and facilitate the matching contribution.
- C. The Association may provide employees access to a ~~3,000-hour~~ company-wide volunteer leave bank of up to 3,000 hours annually. In accordance with the Association's Employee Volunteer Program, Eligible employees may use up to sixteen (16) their volunteer hours per year during ~~their~~ employee's regular work hours for activities with Association-approved nonprofit organizations located within the Anchorage or the Association's service territory. The Association will use the Pick.Click.Give. program list as a basis for eligible nonprofit organizations.

### III. RESPONSIBILITY

The Chief Executive Officer will be responsible for administration of this Policy.

Date Approved: ~~September 17~~ December 10, 2025

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Attested: \_\_\_\_\_

Susanne Fleek-Green  
Secretary of the Board

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

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

**December 3, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI. C.**

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

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**TOPIC**

Appointments to 2026 Member Advisory Council

**DISCUSSION**

Under Article XIV, Section 1 and 2 of Chugach Electric Association, Inc.'s (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 to ensure equitable representation.

In 2023, the Board of Directors implemented a two-year cap on MAC service, allowing members who had served one year to return for a second year without reapplying.

The deadline for 2026 applications was 5:00 p.m. on Monday, November 3, 2025. Chugach ran a digital campaign on the Anchorage Daily News website and on Alaska's News Source (KTUU) to solicit committee volunteers. Additionally, notices were posted on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

Six MAC Committee members are returning. There are nine vacancies on the MAC. Chugach received the following four applications for the nine vacancies:

Samuel Blakely	(new applicant)
Bernie Smith	(new applicant)
John Levy	(new applicant)
Paula Reiswig	(new applicant)

### **MOTION**

Move that the Governance Committee recommend that the Chugach Electric Association, Inc. Board of Directors appoint \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_ to the 2026 Member Advisory Council.

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

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

**December 3, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI. D.**

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

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**TOPIC**

Appointments to 2026 Bylaws Committee

**DISCUSSION**

Article XIII, Section 2 of Chugach Electric Association, Inc.'s (Chugach) Bylaws require the Board of Directors to appoint a Bylaws Committee as provided for in Article XV of the Bylaws. The committee is made up of no fewer than five and no more than seven members.

Committee members serve at the pleasure of the Board of Directors and, unless stated otherwise specified, their terms begin on January 1 and conclude on December 31. The Bylaws Committee is comprised of three staggered terms: A, B and C. Each term is for a three-year appointment. The "A" Term ends in 2025, the "B" Term ends in 2026, and the "C" Term ends in 2027. Terms for standing committee members are staggered so that, as closely as possible, one-third of all committee member appointments conclude each year.

The deadline for 2026 applications was 5:00 p.m. on Monday, November 3, 2025. To solicit volunteers, Chugach conducted a digital outreach campaign on the Anchorage Daily News website and Alaska's News Source (KTUU). Additional notices were published on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

Five Bylaws Committee members with unexpired terms will be returning. There are two vacancies for the "A" Term. Chugach received the following three applications for these two vacancies:

Jessica Koloski	(seeking re-appointment)
James Strandberg	(seeking re-appointment)
Samuel Blakely	(new applicant)

## **MOTION**

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint \_\_\_\_\_ and \_\_\_\_\_ to the “A” Term on the Bylaws Committee for period of January 1, 2026, through December 31, 2026.

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

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

**December 03, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI. D.**

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

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**TOPIC**

Appointments to 2026 Election Committee

**DISCUSSION**

Article III, Section 9 of Chugach Electric Association, Inc.'s (Chugach) Bylaws requires the Board of Directors to appoint an Election Committee that is provided for in Article XV of the Bylaws. The committee consists of not less than five and not more than 13 members.

Committee members serve at the pleasure of the Board of Directors and, unless otherwise specified, their terms begin on January 1 and conclude on December 31. The Election Committee is comprised of three staggered terms: A, B and C. Each term is for a three-year appointment. The "A" Term ends in 2025, the "B" Term ends in 2026, and the "C" Term ends in 2027. Terms for standing committee members are staggered so that, as closely as possible, one-third of all committee member appointments conclude each year.

The deadline for 2026 applications was 5:00 p.m. on Monday, November 3, 2025. To solicit volunteers, Chugach conducted a digital outreach campaign on the Anchorage Daily News website and Alaska's News Source (KTUU). Additional, notices were published on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

Six Election Committee members with unexpired terms will be returning. There are five vacancies on "A" Term seats (2026, 2027, 2028), one vacancy on "B" Term seats (2024, 2025, 2026), and one vacancy on "C" Term seats (2025, 2026, 2027). Chugach received the following five applications for the seven vacancies:

Patti Bogan	(seeking re-appointment)
William Simpson	(seeking re-appointment)
Lawrence Camp	(seeking re-appointment)
Suwannee Carroll	(new applicant)
D. Chad Colliander	(new applicant)

### **MOTION**

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_ to the “A” Term, and \_\_\_\_\_ to the “C” Term on the Election Committee for period of January 1, 2026, through December 31, 2026.

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

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

**December 3, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI. D.**

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

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**TOPIC**

Appointments to 2026 Nominating Committee

**DISCUSSION**

Article IV, Section 4 of Chugach Electric Association, Inc.'s (Chugach) Bylaws require the Board of Directors to appoint members to a Nominating Committee as provided for in Article XV of the Bylaws. The committee consists of not less than five and not more than seven members.

Committee members serve at the pleasure of the Board of Directors and, unless otherwise specified, their terms begin on January 1 and conclude on December 31. The Nominating Committee is comprised of three staggered terms: A, B and C. Each term is for a three-year appointment. The "A" Term ends in 2025, the "B" Term ends in 2026, and the "C" Term ends in 2027. Terms for standing committee members are staggered so that, as closely as possible, one-third of all committee member appointments conclude each year.

The deadline for 2026 applications was 5:00 p.m. on Monday, November 3, 2025. To solicit volunteers, Chugach conducted a digital outreach campaign on the Anchorage Daily News website and Alaska's News Source (KTUU). Additional notices were published on the Chugach website, in the September and October Outlets, and across all Chugach social media channels.

Five Nominating Committee members with unexpired terms will be returning. There are two vacancies in the "A" Term seats (2026, 2027, 2028). Chugach received the following four applications for these two vacancies:

Jessica Koloski	(seeking re-appointment)
Ashley Johnson	(seeking re-appointment)
Samuel Blakely	(new applicant)
Allen Hippler	(new applicant)

### **MOTION**

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint \_\_\_\_\_ and \_\_\_\_\_ to the “A” Term on the Nominating Committee for period of January 1, 2026, through December 31, 2026.

Executive Session Motion  
(Legal and Personnel)  
**December 3, 2025**

**Chugach Electric Association, Inc.**  
**Goverance Committee Meeting**

**Agenda Item VIII.**

Move that pursuant to Alaska Statute 10.25.175(c)(3) and (4), the Board of Directors go into executive session to: 1) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 2) discuss personnel matters.

Chugach Electric Association, Inc.  
Anchorage, Alaska

Summary of Executive Session Topics for  
Governance Committee Meeting on December 3, 2025  
Agenda Item VIII.

- A. Discussion of confidential and sensitive information concerning Terra Energy, which is subject to NDA, public disclosure of which could have an adverse effect on the legal position of the Association. (AS 10.25.175(c)(3))
- B. Discussion regarding personnel matters concerning review of the Chief Executive Officer's Semi-Annual May 1, 2025 through April 30, 2026 Project Specific Initiatives and Priority Areas of the Association. (AS 10.25.175(c)(4))