



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Sam Cason, Chair
Erin Whitney, Vice Chair

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

December 5, 2022

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 14, 2022 (Doyle)
- IV. PERSONS TO BE HEARD (4:15 p.m.)
 - A. Member Comments
- V. UNFINISHED BUSINESS (none)
- VI. NEW BUSINESS (none)
- VII. EXECUTIVE SESSION* (scheduled) (4:20 p.m.)
 - A. Appointments to 2023 Member Advisory Council (MAC) (Committee) (4:20 p.m.)
 - B. Appointments to 2023 Bylaws Committee (Committee) (4:30 p.m.)
 - C. Appointments to 2023 Election Committee (Committee) (4:40 p.m.)
 - D. Appointments to 2023 Nomination Committee (Committee) (4:50 p.m.)
- VIII. NEW BUSINESS* (scheduled) (5:00 p.m.)
 - A. Appointments to 2023 Member Advisory Council (MAC) (Committee) (5:00 p.m.)
 - B. Appointments to 2023 Bylaws Committee (Committee) (5:05 p.m.)
 - C. Appointments to 2023 Election Committee (Committee) (5:10 p.m.)
 - D. Appointments to 2023 Nomination Committee (Committee) (5:15 p.m.)
- IX. DIRECTOR COMMENTS (5:20 p.m.)
- X. ADJOURNMENT* (5:35 p.m.)

* Denotes Action Items

** Denotes Possible Action Items

12/1/2022 11:23:34 AM

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

September 14, 2022
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 4:01 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
Mark Wiggin, Director (*via teleconference*)
Rachel Morse, Director

Committee Member Absent:

Bettina Chastain, Director

Board Members Present:

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

Guests and Staff Attendance Present:

Arthur Miller	Andrew Laughlin	Julie Hasquet
Matthew Clarkson	Karen Griffin	Jean Kormmuller
Sherri Highers	Arden Quezon	

Via teleconference:

Ashton Doyle

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF MINUTES

Director Whitney moved and Director Morse seconded the motion to approve the June 14, 2022, Governance Committee meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None.

Chair Cason stated that a Chugach member had sent an email to several of the Board members on Fire Island Wind.

V. UNFINISHED BUSINESS

None.

VI. NEW BUSINESS

- A. *Member Advisory Council 2023 Process (Hasquet)*
Julie Hasquet, Sr. Manager Corporate Communications, discussed the Member Advisory Council 2023 Process and the upcoming October 5th follow up meeting.
- B. *Review of Election Process (Hasquet)*
Ms. Hasquet gave an overview of the 2023 Election Process.
- C. *Review of Board Policy 303 – Financial Management (recommended revision to II.E.4.e.) (Highers)*
Sherri Highers, Chief Financial Officer, discussed a recommended revision to Board Policy 303 Financial Management, requesting that item II.E.4.e. Functional financial data (quarterly), be removed and also responded to questions from the Committee.

Director Whitney moved and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors approve the attached changes to Board Policy 303 Financial Management. The motion passed unanimously.

VII. EXECUTIVE SESSION

- A. *Board Communications (Clarkson)*

At 4:30 p.m., Director Whitney moved and Director Morse moved that pursuant to Alaska Statute 10.25.175(c)(3) the Governance Committee go into executive session to discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

VIII. NEW BUSINESS

None.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 4:46 p.m., Director Whitney 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

December 5, 2022

ACTION REQUIRED

AGENDA ITEM NO. VIII.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Appointments to 2023 Member Advisory Council (MAC) Committee

DISCUSSION

Section 1 and 2 of Article XIV of the Chugach Electric Association, Inc. (Chugach or Association) Bylaws provides that the Board of Directors may create and establish a 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 provide broad representation.

The deadline for 2023 applications was 5:00 p.m. on Thursday, September 29, 2022. Chugach ran advertisements for MAC volunteers in the Anchorage Daily News beginning September 4 and ending September 28 in the Sunday and Wednesday editions, for a total of eight times. Additionally, Outlet articles seeking applicants were published in August and September. There were a number of social media posts during this time on Facebook and Twitter.

Chugach received fifteen applicants for fifteen seats. Of the fifteen applicants, ten served on the 2022 MAC and reapplied for 2023. The applicants are:

Bryce Mahn
Bernie Smith
Carl Berger
Charles Scantlebury
Kira Enari

Esther Cox
Jay Hermanson
Kathi Johnson
Jim Henderson
Louise Lazur

Mitchell Roth
James Mendenhall
Sandy Rabinowitch
Ryan Buchholdt
Wynne Auld

MOTION

Move that the Governance Committee recommend the Chugach Board of Directors appoint Bryce Mahn, Jay Hermanson, Bernie Smith, Kathi Johnson, Sandy Rabinowitch, Carl Berger, Jim Henderson, Ryan Buchholdt, Charles Scantlebury, Louise Lazur, Wynne Auld, Kira Enari, Mitchell Roth, Esther Cox, and James Mendenhall to a one-year term on the Member Advisory Council Committee.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 5, 2022

ACTION REQUIRED

AGENDA ITEM NO. VIII.B.

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

TOPIC

Appointments to 2023 Bylaws Committee

DISCUSSION

Article XIII, Section 2 of the Chugach Electric Association, Inc. (Chugach) Bylaws requires the Board of Directors 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.

Committee members serve at the pleasure of the Board and unless otherwise specified their terms shall begin on January 1 and end on December 31. The Bylaws Committee is comprised of three terms: A, B and C. Each term is for a three-year appointment, with the A term ending in 2022, the B term ending in 2023, and the C term ending in 2024. The terms of standing committee members are staggered so that, as nearly as possible, one-third shall expire each year.

Chugach ran print advertisements looking for annual meeting committee volunteers in the Anchorage Daily News beginning on October 2 and ending on November 2 in the Sunday and Wednesday editions, for a total of eight times. In addition, notices were published on the Chugach website, in the September and October Outlets, and social media posts on Facebook and Twitter. Five Bylaws Committee members are returning as shown on the attached committee list. Chugach received the following two applicants for the A-term vacancies:

Jessica Koloski	(seeking re-appointment)
Jim Strandberg	(new applicant)

MOTION

Move that the Governance committee recommend the Board of Directors appoint Jim Strandberg and Jessica Koloski to fill the vacant A term seats available to the Bylaws Committee for the January 1, 2023 through December 31, 2025 period.

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

Chugach Bylaws Committee

The Chugach Electric Association, Inc. Board of Directors shall appoint members to a committee on bylaws as provided for in Article XV of the bylaws. Not less than five nor more than seven members may serve on the committee (Article XIII, Section 2).

A Term: January 1, 2023 – December 31, 2025

1. Vacant
2. Vacant

B Term: January 1, 2021 – December 31, 2023

3. Frank Gwartney
4. Bernie Smith

C Term: January 1, 2022 – December 31, 2024

5. Michael Powell
6. Matt Moore
7. Mitchell Roth

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 5, 2022

ACTION REQUIRED

AGENDA ITEM NO. VIII.C.

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

TOPIC

Appointments to 2023 Election Committee

DISCUSSION

Article III, Section 9 of Chugach Electric Association, Inc.'s (Chugach) requires the Board of Directors to appoint an Election Committee as provided for in Article XV of the bylaws. The committee consists of not less than five and nor more than 13 members.

Committee members serve at the pleasure of the Board and unless otherwise specified their terms shall begin on January 1 and end on December 31. The Election Committee is comprised of three terms: A, B and C. Each term is for a three-year appointment, with the A term ending in 2022, the B term ending in 2023, and the C term ending in 2024. The terms of standing committee members are staggered so that, as nearly as possible, one-third shall expire each year.

Chugach ran print advertisements looking for annual meeting committee volunteers in the Anchorage Daily News beginning on October 2 and ending on November 2 in the Sunday and Wednesday editions, for a total of eight times. In addition, notices were published on the Chugach website, in the September and October Outlets, and social media posts on Facebook and Twitter. Six Election Committee members with unexpired terms are returning as shown on the attached committee list. Chugach received the following four applicants for the A-term vacancies:

Jim Magowan	(seeking reappointment)
William Simpson	(seeking reappointment)
Patti Bogan	(seeking reappointment)
Lawrence Camp	(seeking reappointment)

MOTION

Move that the Governance Committee recommend the Board of Directors appoint Jim Magowan, William Simpson, Patti Bogan, and Lawrence Camp to fill the vacant A term seats on the Election Committee for the January 1, 2023 through December 31, 2025 period.

Chugach Electric Association, Inc.
Anchorage, Alaska

Chugach Election Committee

The Chugach Electric Association, Inc. Board of Directors shall appoint members to an election committee as provided for in Article XV of the bylaws. Not less than five nor more than thirteen members may serve on the committee (Article III, Section 9).

A Term: January 1, 2023 – December 31, 2025

1. Vacant
2. Vacant
3. Vacant
4. Vacant
5. Vacant – No Applicants

B Term: January 1, 2021 – December 31, 2023

6. Nathaniel Betz
7. Stan Jones
8. Vacant – No Applicants
9. Vacant – No Applicants

C Term: January 1, 2022 – December 31, 2024

10. James Lebeidz
11. Dawn Bundick
12. Kathi Johnson
13. Louise Lazur

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 5, 2022

ACTION REQUIRED

AGENDA ITEM NO. VIII.D.

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

TOPIC

Appointments to 2023 Nominating Committee

DISCUSSION

Article IV, Section 4 of Chugach Electric Association, Inc.'s (Chugach) Bylaws requires 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 nor more than seven members.

Committee members serve at the pleasure of the Board and unless otherwise specified their terms shall begin on January 1 and end on December 31. The Nominating Committee is comprised of three terms: A, B and C. Each term is for a three-year appointment, with the A term ending in 2022, the B term ending in 2023, and the C term ending in 2024. The terms of standing committee members are staggered so that, as nearly as possible, one-third shall expire each year.

Chugach ran print advertisements looking for annual meeting committee volunteers in the Anchorage Daily News beginning on October 2 and ending on November 2 in the Sunday and Wednesday editions, for a total of eight times. In addition, notices were published on the Chugach website, in the September and October Outlets, and social media posts on Facebook and Twitter. Five Nominating Committee members are returning as shown on the attached committee list. Chugach received the following three applicants for the A-term vacancies:

Leslie Ridle	(seeking reappointment: served one year to fill A-term vacancy)
Wynne Auld	(new applicant)
Jim Henderson	(new applicant)

MOTION

Move that the Governance Committee recommend the Board of Directors appoint _____ and _____ to fill the vacant A term seats on the Nominating Committee for the January 1, 2023 through December 31, 2025 period.

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

Chugach Nominating Committee

The Chugach Electric Association, Inc. Board of Directors shall appoint members to a committee on nominations as provided for in Article XV of the bylaws. Not less than five nor more than seven members may serve on the committee (Article IV, Section 4).

A Term: January 1, 2023 – December 31, 2025

1. Vacant
2. Vacant

B Term: January 1, 2021 – December 31, 2023

3. Heidi Hansen
4. Ashley Johnson

C Term: January 1, 2022 – December 31, 2024

5. Patti Bogan
6. Jessica Koloski
7. Steve Strait