

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

March 16, 2022
Wednesday
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 4:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Sam Cason, Chair
Bettina Chastain, Director
James Henderson, Director
Rachel Morse, Director

Committee Member Excused Absence:

Erin Whitney, Vice Chair

Board Members Present:

Mark Wiggin, Director
Harold Hollis, Director

Guests and Staff Attendance Present:

Lee Thibert	Sherry Highers	Julie Hasquet
Matthew Clarkson	Mark Fouts	Scarlett Masten
Arthur Miller		

Via Teleconference:

Connie Owens
Arden Quezon

II. APPROVAL OF THE AGENDA

Director Chastain moved and Director Henderson seconded the motion to approve the agenda. The motion passed unanimously.

Director Morse was not present at the time of the vote.

III. APPROVAL OF MINUTES

Director Chastain moved and Director Henderson seconded the motion to approve the January 17, 2022, Governance Committee meeting minutes. The motion passed unanimously.

Director Morse was not present at the time of the vote.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None.

V. EXECUTIVE SESSION

- A. *Bylaws Amendment Article III Member, Meetings and Elections (Committee)*
- B. *Member Advisory Council (MAC) (Hasquet/Committee)*
- C. *RCA Order U-22-010 Tight Power Pool with MEA*

At 4:05 p.m., Director Chastain moved and Director Henderson seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) and (4) the Governance Committee go into executive session to: 1) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 2) personnel matters. The motion passed unanimously.

Director Morse was not present at the time of the vote.

Director Morse arrived during Executive Session, time was not noted.

The meeting reconvened in open session at 5:46 p.m.

VI. NEW BUSINESS

- A. *Bylaw Amendment Article III Member, Meetings and Elections (Committee)*

Director Chastain moved and Director Henderson seconded the motion that the Governance Committee accept and forward the proposed recommended revisions to the Association's Bylaws with respect to Article III, Section 9 (c) to the Board of Directors for placement on the 2022 Annual Membership Meeting ballot for a vote by the membership. The motion passed unanimously.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 5:53 p.m., Director Chastain moved and Director Henderson seconded the motion to adjourn. The motion passed unanimously.