

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

**March 18, 2024**  
**Wednesday**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Heather Slocum

**I. CALL TO ORDER**

Chair Fleek-Green called the Governance Committee meeting to order at 4:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Committee Members Present:*

Susanne Fleek-Green, Chair  
Rachel Morse, Vice Chair  
Mark Wiggin, Director – via Teams  
Sam Cason, Director  
Bettina Chastain, Director – via Teams

*Board Members Present:*

Jim Nordlund, Director

*Guests and Staff Attendance Present:*

Arthur Miller	Kate Ayers	Connor Smith, Stoel Rives
Andrew Laughlin	Scarlett Masten	Heidi Hansen, Member
Allan Rudeck	Emily Mueller	Ashely Johnson, Member
Sherri Highers	Amanda Mankel	Steve Strait, Member
Tiffany Wilson	Stephanie Huddell	Dean Ratliff
Trish Baker	Brian Tooley	

*Via teleconference:*

Sandra Cacy	Deborah Gardino	Julie Hasquet
Matthew Clarkson	Josh Travis	

**II. APPROVAL OF THE AGENDA**

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

**III. APPROVAL OF MINUTES**

Director Morse moved, and Director Cason seconded the motion to approve the January 10, 2024, Governance Committee meeting minutes. The motion passed unanimously.

**IV. PERSONS TO BE HEARD**

None.

**V. UNFINISHED BUSINESS**

None.

**VI. NEW BUSINESS**

*A. Nominating Committee Recommendations*

Heidi Hansen, Nominating Committee Chair, presented recommendations to the nominating committee process and answered questions from the committee.

*B. Board Policy Updates\**

Arthur Miller, Chief Executive Officer, introduced the Board Policy update process. Matthew Clarkson, Chief Legal Officer, and Connor Smith from Stoel and Rives presented the changes to the Board Policies and answered questions from the committee.

Director Morse moved, and Director Cason seconded that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to the Board Policies identified on Attachment II and as discussed at the Governance Committee Meeting. The motion passed unanimously.

*C. Board Meeting Structure*

Chair Fleek-Green opened the floor to comment, and the Committee discussed board meeting structure.

*Director Nordlund arrived at 4:07 p.m.*

*Director Wiggin joined online at 4:37 p.m.*

**VII. EXECUTIVE SESSION**

None.

**VIII. NEW BUSINESS**

None.

**IX. DIRECTOR COMMENTS**

Director comments were made at this time.

**X. ADJOURNMENT**

At 6:38 p.m., Director Cason moved, and Director Morse seconded to adjourn. The motion passed unanimously.