

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

July 23, 2025
Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Buddi Richey

I. CALL TO ORDER

Chair Jernstrom 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:

Katherine Jernstrom, Chair

Susanne Fleek-Green, Director

Rachel Morse, Director

Mark Wiggin, Director

Jim Nordlund, Director (*via teleconference*) arrived at 4:09

Board Members Present:

Dan Rogers, Director

Sisi Cooper, Director

Guests and Staff Attendance Present:

Arthur Miller

Katie Millin

Taylor Asher

Andrew Laughlin

Julie Hasquet

Kate Ayers

Matthew Clarkson

Whitney Wilkson

Emily Mueller

Sherri Highers

Trish Baker

Bernie Smith, Member

Via teleconference:

Stephanie Huddell

Amanda Mankel

Sandra Cacy

Heather Slocum

Mitch Roth

II. APPROVAL OF THE AGENDA

Director Wiggin moved, and Director Fleek-Green seconded the motion to approve the agenda. The motion passed unanimously.

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

III. APPROVAL OF MINUTES

Director Wiggin moved, and Director Morse seconded the motion to approve the March 5, 2025, Governance Committee meeting minutes. The motion passed unanimously.

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

Bernie Smith, Member, spoke to the Committee regarding Board Policy 202 and the placement of Director Comments and thanked the Board for the extended 3 minutes for Member Comments.

IV. UNFINISHED BUSINESS *(none)*

V. NEW BUSINESS

A. Election of Governance Committee Vice Chair (Committee)*

Chair Jernstrom opened the floor to nominations for Vice Chair of the Governance Committee.

Director Fleek-Green volunteered for the Vice Chair of the Committee. No other nominations were made.

Director Wiggin moved, and Director Morse seconded the motion to close the nominations.

The result of the vote: Director Fleek-Green was voted Vice Chair of the Governance Committee.

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

Director Nordlund arrived at 4:09 p.m.

B. Amendment to Board Policy 401 and Removal of Board Policy 508 (Clarkson/Wilkson)*

Whitney Wilkson, Associate General Counsel, reviewed amendment of Board Policy 401 and the removal of Board Policy 508 with the Committee.

Director Wiggin moved, and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors approve the proposed minor grammatical corrections to Board Policy 401, "*Delegation of Authority and Relationship Between the Board of Directors and the CEO*" and incorporate the program responsibilities currently outlined in Board Policy 508, "*Identity Theft Prevention Program*". Further, replace Board Policy 508 with an Operating Policy. The motion passed unanimously.

C. Chugach Electric Association Charitable Foundation Board of Trustees (Asher/Ayers)*

Kate Ayers, Sr. Manager, Key Accounts & Sustainability, and Taylor Asher, Member Programs and Sustainability Specialist outlined a proposed process of the Chugach Electric Association Charitable Foundation Board of Trustees. Ms. Asher responded to questions from the Committee.

Director Wiggin moved, and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors direct interim trustees Director Rogers, Director Fleek-Green, and Director Nordlund to review applications for the Chugach Charitable Foundation that they will present to the Board of Directors at the August 27th Regular Board of Directors Meeting.

D. Discussion of Member Advisory Council (MAC) Role and Renewal (Committee)

Director, Fleek-Green, updated the Committee on recent MAC activities and responded to questions and requests from the Committee.

E. Review Potential New Responsibilities of the Governance Committee (Committee)

Director Jernstrom proposed ways to synchronize the process and structure of the Governance Committee and responded to questions and suggestions from the Committee on moving the CEO Review and process under the Governance Committee.

VI. DIRECTOR COMMENTS

Director comments were made at this time.

VII. EXECUTIVE SESSION (10 min recess)

A. CEO Project Specific Initiatives and Priority Area Goals (Miller)

Director Wiggin moved, and Director Fleek-Green seconded the motion to move that pursuant to Alaska Statute 10.25.175(c)(4), the Board of Directors go into executive session to discuss personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 6:19 p.m.

VIII. NEW BUSINESS (Committee)

*A. CEO Project Specific Initiatives and Priority Area Goals** (committee)*

Director Jernstrom stated no action would be taken at this time; CEO Project Specific Initiatives and Priority Area Goals will continue to be discussed and voted on in the upcoming board meeting.

IX. ADJOURNMENT

At 6:20 p.m., Director Wiggin moved, and Director Fleek-Green seconded to adjourn. The motion passed unanimously.