

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

**August 9, 2023**  
**Wednesday**  
**4:00 p.m.**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Ashton Doyle

**I. CALL TO ORDER**

Chair Fleek-Green 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:*

Susanne Fleek-Green, Chair

Rachel Morse, Vice Chair (*via teleconference and in person*)

Sam Cason, Director

Mark Wiggin, Director (*via teleconference*)

Bettina Chastain, Director

*Board Member Present:*

Sisi Cooper, Director

*Guests and Staff Attendance Present:*

Arthur Miller

Matthew Clarkson

Trish Baker

Allan Rudeck

Julie Hasquet

Emily Mueller

Sherri Highers

Bernie Smith, Member

Heather Slocum

*Via teleconference:*

Sandra Cacy

Karen Griffin

**II. APPROVAL OF THE AGENDA**

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

*Director Cason was not present at the time of the vote.*

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

**III. APPROVAL OF MINUTES**

Director Wiggin moved and Director Chastain seconded the motion to approve the July 21, 2023 Governance Committee meeting minutes. The motion passed unanimously.

*Director Cason was not present at the time of the vote.*

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

**IV. PERSONS TO BE HEARD**

*A. Member Comments*

Bernie Smith gave comments regarding the Member Advisory Council and adding information to the website.

*Director Cason arrived at 4:08 p.m.*

**V. UNFINISHED BUSINESS**

None.

**VI. NEW BUSINESS**

*A. Member Advisory Council Overview (MAC) (Hasquet)*

Julie Hasquet, Senior Manager of Corporate Communications, requested direction and guidance from the Board regarding the MAC and responded to input and questions from the Board.

*B. NRECA Benchmarking Analysis (Highers)*

Sherri Highers, Chief Financial Officer, presented details from the 2022 NRECA National Director's Survey regarding governance, director effort, and compensation.

*Director Morse joined online at 4:21 p.m.*

*Director Morse arrived in person at 4:47 p.m.*

**VII. EXECUTIVE SESSION**

*A. Board Policy 204 – Director Meeting Fees and Expenses (Board/Staff)*

At 4:59 p.m., Director Morse moved and Director Cason seconded the motion that pursuant to Alaska Statute 10.25.175(c)(4), the Governance Committee go into executive session to discuss personnel matters. The motion passed unanimously.

*Director Wiggin left the meeting at 7:13 p.m.*

*The meeting reconvened in open session at 7:14 p.m.*

**VIII. NEW BUSINESS**

None.

**IX. DIRECTOR COMMENTS**

Director comments were made at this time.

**X. ADJOURNMENT**

At 7:20 p.m., Director Cason moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.