

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

**September 10, 2025**  
**Wednesday**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Buddi Richey

**I. CALL TO ORDER**

Chair Jernstrom called the Governance Committee meeting to order at 4:06 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, Vice Chair - arrived at 4:16 p.m.

Rachel Morse, Director (via teleconference) - arrived at 4:14 p.m.

Mark Wiggin, Director (via teleconference)

Jim Nordlund, Director (via teleconference)

*Board Members Present:*

Dan Rogers, Director

Sisi Cooper, Director (via teleconference) - joined at 4:14 p.m.

*Guests and Staff Attendance Present:*

Arthur Miller

Whitney Wilkson

Jean Sauget, CEA Charitable  
Foundation (CEA CF)

Andrew Laughlin

Trish Baker

Marnie Isaacs, CEA CF

Matthew Clarkson

Taylor Asher

Irene Tresser, CEA CF

Sherri Highers

Kate Ayers

Bernie Smith, Member

Katie Millin

Emily Mueller

Karen Leis, Member

Julie Hasquet

*Via teleconference:*

Stephanie Huddell

Amanda Mankel

Heather Slocum

Sandra Cacy

**II. APPROVAL OF THE AGENDA**

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

**III. APPROVAL OF MINUTES**

Director Nordlund moved, and Director Wiggin seconded the motion to approve the July 23, 2025, Governance Committee meeting minutes. The motion passed unanimously.

*Director Fleek-Green and Director Morse were not present at the time of this motion.*

Member comments were made at this time.

*Karen Leis, Member, spoke to the Committee regarding customer service and billing issues.*

**IV. UNFINISHED BUSINESS** *(none)*

**V. NEW BUSINESS**

*A. Board Policy Updates\* (Clarkson/Wilkson)*

Whitney Wilkson, Associate General Counsel, reviewed amendments of Board Policy 106, 206, 208 and 502 with the Board.

Director Fleek-Green moved, and Director Morse seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to the Board Policies identified on Attachment I. The motion passed unanimously.

*Director Morse and Director Cooper arrived at 4:14 p.m.*

*B. Formation of Chugach Electric Association Charitable Foundation Board Policies and Financial Services\* (Wilkson)*

Whitney Wilkson, Associate General Counsel, outlined a proposed process of the Chugach Electric Association Charitable Foundation Board of Trustee and responded to questions from the Committee.

Director Wiggin moved, and Director Fleek Green seconded the motion that the Governance Committee recommend the initial Trustees of the Chugach Electric Association, Inc. Board of Directors approve the Foundation Board Policies identified on Attachment II. The motion passed unanimously.

*C. Performance Review Timeline (Miller)*

Arthur Miller, Chief Executive Officer, presented the Chugach Electric Association, Inc. Performance Review Timeline and responded to questions from the Committee.

**VI. DIRECTOR COMMENTS**

Director comments were made at this time.

**VII. EXECUTIVE SESSION** *(none)*

**VIII. NEW BUSINESS** *(none)*

**IX. ADJOURNMENT**

At 4:59 p.m., Director Morse moved, and Director Wiggin seconded to adjourn. The motion passed unanimously.