

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

September 13, 2023
Wednesday
4:00 p.m.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Heather Slocum

I. CALL TO ORDER

Chair Fleek-Green 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:

Susanne Fleek-Green, Chair

Rachel Morse, Vice Chair (*via teleconference*)

Bettina Chastain, Director (*via teleconference*)

Sam Cason, Director

Mark Wiggin, Director

Guests and Staff Attendance Present:

Arthur Miller

Matthew Clarkson

Julie Hasquet

Kate Ayers

Allan Rudeck

Scarlett Masten

Teresa Kurka

Josh Travis

Trish Baker

Andrew Laughlin

Emily Mueller

Sandra Cacy

Bernie Smith, member

Hannah Palmer, Yuit

Gina Romero, Yuit

Via teleconference:

Ashton Doyle

Deborah Gardino

Karen Griffin

II. APPROVAL OF THE AGENDA

Director Wiggin moved and Director Cason 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 Wiggin moved and Director Cason seconded the motion to approve the August 9, 2023, Governance Committee meeting minutes. Director Chastain made a friendly amendment to correct the listing of Vice Chair in the meeting minutes. The motion passed unanimously as amended.

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

IV. PERSONS TO BE HEARD

A. Member Comments

Member Bernie Smith gave comments regarding Director Compensation, and transparency.

V. UNFINISHED BUSINESS

None.

VI. NEW BUSINESS

A. Director Meeting Fees & Expenses (Miller/Committee)

Arthur Miller, Chief Executive Officer (CEO), discussed the Director Meeting Fee Options which were provided in the packet. The options for posting the fees and Board Policy 204 on the website were also discussed.

Director Cason moved and Director Wiggin seconded the motion that the Governance Committee recommend the Board of Directors approve the attached Resolution adopting a new schedule of director fees with the following revisions 1) adopt a phased in approach; 2) all committee chairs receive compensation at the higher rate when chairing a meeting; 3) all directors attending a meeting receive compensation; 4) eliminate compensation for pre-meetings, and; 5) implementation of phase 2 is contingent on a reduction in the number of meetings per year. The motion passed 4 to 1:

Director Wiggin – yes

Director Cason – yes

Director Fleek-Green – yes

Director Chastain – no

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

B. Member Committee Key Areas & Policy Discussion (Kurka/Masten/Hasquet)

Teresa Kurka, VP of Member Services, Scarlett Masten, Sustainability, Key Accounts & Document Control Specialist, and Julie Hasquet, Sr. Manager of Corporate Communications, presented to the Committee final reports and suggestions from the Elections Committee, Nominating Committee, and Bylaws Committee and responded to questions from the Committee.

Director Morse arrived at 5:17

C. Website Update (Yuit/Hasquet)

Julie Hasquet, Sr. Manager of Corporate Communications presented to the Committee the next steps for the Chugach Electric website as well as the collaboration with Yuit. Ms. Hasquet responded to questions from the Committee. Hannah Palmer and Gina Romero from Yuit took feedback from the Committee.

D. NRECA Regional Policy Review (Baker)

Trish Baker, Manager of Government & Business Affairs, discussed the NRECA Regional Policy Review with the Committee and responded to questions from the Committee.

Chair Fleek-Green called for a short recess at 5:53 p.m. The meeting resumed at 5:57 p.m.

VII. EXECUTIVE SESSION

None.

VIII. NEW BUSINESS

None.

Director Chastain left the meeting at 6:15 p.m.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

X. ADJOURNMENT

At 6:49 p.m., Director Wiggin moved and Director Cason seconded the motion to adjourn. The motion passes unanimously.