CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

December 1, 2021 Wednesday 4:00 p.m.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Ashton Doyle

I. CALL TO ORDER

Chair Cason called the Governance Committee meeting to order at 4:05 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Sam Cason, Chair

Erin Whitney, Vice Chair

Bettina Chastain, Director

James Henderson, Director (via teleconference)

Rachel Morse, Director

Board Member Present:

Mark Wiggin (via teleconference)

Harold Hollis (via teleconference)

Guests and Staff Attendance Present:

Lee Thibert Matthew Clarkson

Julie Hasquet Tom Schulman

Via Teleconference:

Arthur Miller Laurel Foster Bernie Smith
Sherri Highers Arden Quezon Carl Berger
Mitchell Roth Leslie Ridle Stan Jones
Christopher Dillon Dawn Bundick Wynne Auld

Nathanial Betz Louise Lazur Leslie "Fritz" Krusen

II. APPROVAL OF THE AGENDA

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

Director Henderson was not present during the vote.

III. APPROVAL OF MINUTES

Director Chastain moved and Director Morse seconded the motion to approve the September 16, 2021, Governance Committee meeting minutes. The motion passed unanimously.

Director Henderson was not present during the vote.

IV. PERSONS TO BE HEARD

A. Member Comments
None.

V. NEW BUSINESS

None.

VI. EXECUTIVE SESSION

- A. Appointments to 2022 Member Advisory Council
- B. Appointments to 2022 Bylaws Committee
- C. Appointments to 2022 Election Committee
- D. Appointments to 2022 Nominating Committee

At 4:09 p.m., Director Morse moved and Director Chastain 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 Henderson was not present during the vote.

Director Henderson arrived during Executive Session.

The meeting reconvened in open session at 4:27 p.m.

VII. NEW BUSINESS

A. Appointments to 2022 Member Advisory Council (MAC)
Director Chastain moved and Director Morse seconded the motion that the
Governance Committee recommend the Board of Directors appoints Ashley
Johnson, Bernie Smith, Carl Berger, Charles Scantlebury, Christopher Dillon, Ester
J. Cox, Jay Hermanson, Kathi Johnson, Leslie "Fritz" Krusen III, Louise Lazur,
Mitchell Roth, Nathaniel Betz, Patrick Flynn, Ryan Buchholdt and Wynne Auld to a
one year terms on the Member Advisory Council (MAC) Committee. The motion
passed unanimously.

B. Appointments to 2022 Bylaws Committee

Director Morse moved and Director Whitney seconded the motion that the Governance Committee recommend the Board of Directors re-appoints Michael Powell, Matt Moore and Mitchell Roth to "C" terms and Peter Taylor to the "A" term on the Bylaws Committee. The motion passed unanimously.

C. Appointments to 2022 Election Committee

Director Whitney moved and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors re-appoints Dawn Bundick and appoints Kathi Johnson, Louise Lazur to the "C" terms and Nathaniel Betz, Patrick Flynn and Stan Jones to the "B" terms on the Election Committee. The motion passed unanimously.

D. Appointments to 2022 Nominating Committee

Director Chastain moved and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors re-appoints Patti Bogan, Jessica Koloski and Steve Strait to the "C" terms and Leslie Ridle to the "A" term on the Nominating Committee. The motion passed unanimously.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 4:41 p.m., Director Whitney moved and Director Morse seconded the motion to adjourn. The motion passes unanimously.