

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

**December 03, 2025**  
**Wednesday**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Amanda Mankel

**I. CALL TO ORDER**

Chair Jernstrom called the Governance Committee meeting to order at 5:35 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

Rachel Morse, Director

Mark Wiggin, Director, *joined via teleconference at 5:41 p.m.*

Jim Nordlund, Director, *joined via teleconference at 5:54 p.m.*

*Board Members Present:*

Dan Rogers, Director

Sisi Cooper, Director, *via teleconference at 6:55 p.m.*

*Guests and Staff Attendance Present:*

Arthur Miller

Andrew Laughlin

Julie Hasquet

Matthew Clarkson

Al Rudeck

Whitney Wilkson

Sherri Highers

Katie Millin

Bernie Smith, Member

*Via teleconference:*

Stephanie Huddell

Buddi Richey

Heather Slocum

Sandra Cacy

**II. APPROVAL OF THE AGENDA**

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

**III. APPROVAL OF MINUTES**

Director Morse moved, and Director Fleek-Green seconded the motion to approve the September 10, 2025, Governance Committee meeting minutes. The motion passed unanimously.

*Director Wiggen and Director Nordlund were not present at time of the votes.*

**IV. UNFINISHED BUSINESS (none)**

## V. PERSONS TO BE HEARD

Bernie Smith provided positive feedback to the committee regarding changes to Board Policy 502, wished there was more volunteers for the member committees, and expressed concern with the scheduled back to back committees.

*Director Wiggin joined the meeting at 5:41 p.m.*

## VI. NEW BUSINESS

### A. 2026 Board Calendar Review

The Board reviewed and provided feedback to the 2026 Board Calendar.

### B. Board Policy Updates\* (Wilkson)

#### 1. BP 502 – Contributions to Retail Members

Whitney Wilkson, Associate General Counsel, presented Board Policy 502 and responded to questions from the Committee.

*Director Nordlund joined the meeting at 5:54 p.m.*

### C. 2026 Member Advisory Council (MAC)\* (Board)

#### 1. MAC Renewal and Topics

The Board discussed the renewal of MAC and provided staff with potential agenda items.

#### 2. Appointments to 2026 MAC

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend that the Chugach Electric Association, Inc. Board of Directors appoint Samuel Blakely, Bernie Smith, John Levy, and Paula Reiswig to the 2026 Member Advisory Council. The motion passed unanimously.

### D. Appointments to 2026 Bylaws, Election, and Nominating Committees\* (Board)

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Jessica Koloski and James Strandberg to the “A” Term on the Bylaws Committee for period of January 1, 2026, through December 31, 2026. The motion passed unanimously.

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Lawrence Camp, Suwannee Carroll, Chad Colliander, and William Simpson to the “A” Term, and Mary P. Bogan to the “C” Term on the Election Committee for period of January 1, 2026, through December 31, 2026. The motion passed unanimously.

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Ashley Johnson and Allen Hippler to the “A” Term on the Nominating Committee for period of January 1, 2026, through December 31, 2026. The motion passed unanimously.

**VII. DIRECTOR COMMENTS**

Director comments were made at this time.

**VIII. EXECUTIVE SESSION**

A. Terra Energy, Subject to NDA (Board)

B. Semi-Annual May 1, 2025 – April 30, 2026, CEO Project Specific Initiatives Review (Miller/Board)

At 6:58 p.m. Director Fleek-Green moved, and Director Morse seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) and (4), the Board of Directors go into executive session to: 1) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 2) discuss personnel matters. The motion passed unanimously.

*The meeting reconvened in open session at 8:09 p.m.*

**IX. NEW BUSINESS (none)**

**X. ADJOURNMENT**

At 8:09 p.m., Director Morse moved, and Director Fleek-Green seconded to adjourn. The motion passed unanimously.