

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

December 4, 2024
Wednesday

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Amanda Mankel

I. CALL TO ORDER

Chair Fleek-Green called the Governance Committee meeting to order at 5:02 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
Mark Wiggin, Director
Bettina Chastain, Director
Sisi Cooper, Director

Board Members Present:

Jim Nordlund, Director
Dan Rogers, Director

Guests and Staff Attendance Present:

Arthur Miller	Julie Hasquet	Scarlett Masten
Matthew Clarkson	Whitney Wilkson	Bernie Smith, Member
Allan Rudeck	Chantelle Lewis-Boutte	Angela Kuest, Member
Sherri Highers		

Via teleconference:

Andrew Laughlin	Heather Slocum	Alex Petkanas, Member
Stephanie Huddell	Zoe Cramer, Member	Shaina Kilcoyne, Member
Sandra Cacy		

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF MINUTES

Director Morse moved, and Director Cooper seconded the motion to approve the March 18, 2024, Governance Committee meeting minutes. The motion passed unanimously.

Bernie Smith, Member, spoke to the Committee regarding Board Policy 202 and the placement of Director Comments and thanked the Board for the extended 3 minutes for Member Comments.

IV. UNFINISHED BUSINESS *(none)*

V. NEW BUSINESS

A. Election of Governance Committee Vice Chair

Chair Fleek- Green opened the floor for nominations for Vice Chair of the Governance Committee.

Chair Fleek- Green closed the nominations and called for a vote.

The result of the vote: Director Morse was elected as Vice Chair of the Governance Committee.

B. 2025 Member Advisory Council

- 1. Discussion on 2025 MAC Renewal and Topics*
- 2. Appointments to 2025 MAC*

Chair Fleet-Greem moved, and Director Morse seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors renew the MAC for 2025, subject to a requirement that the Board to consider the renewal for 2026 year in advance of the application request. The motion passed unanimously.

Director Morse moved, and Director Wiggin seconded the motion that the Governance Committee recommend that the Chugach Electric Association, Inc. Board of Directors appoint Carl Berger, Esther Cox, Griffin Hagle Foster, Bill Herman, Marnie Isaacs, Shaina Kilcoyne, and Mitchell Roth to the 2025 Member Advisory Council. The motion passed unanimously.

Director Cooper left the meeting at 5:47 p.m.

C. Appointments to 2025 Bylaws, Election, and Nominating Committees

Director Wiggin moved, and Director Chastain seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint, Dee Berline-Nauman, Jim Henderson, and Michael Powell to the “C” Term on the Bylaws Committee. The motion passed unanimously.

Director Wiggin moved, and Director Chastain seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Steve Strait to the A Term, Louise Lazur and James Lebiedz, and to the B Term, and Dawn Bundick, Thomas Evans, Kevin Perron, and Marie Berry to the C Term on the Election Committee. The motion passed unanimously.

Director Wiggin moved, and Director Morse seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Patti Bogan, Alex Traxler, and Bryce Mahn to the C Term, and Jessica Koloski to the A Term on the Nominating Committee. The motion passed unanimously.

Director Cooper was not present at the time of these motions.

D. Member Committee Compensation

Sherri Highers, Chief Financial Officer, presented on Member Committee Compensation and responded to questions from the Board.

Director Wiggin moved, and Director Chastain seconded the motion that the Governance Committee recommend the Board of Directors adopt a \$50.00 per meeting fee for appointed members of the Bylaws Committee, Election Committee, Nominating Committee, and ad hoc committees including the Member Advisory Council, effective January 1, 2025. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

*E. Board of Director Appointments to Chugach Electric Association Charitable Foundation**

Chantelle Lewis-Boutte, Member & Energy Programs Specialist, presented on Board of Director Appointments to Chugach Electric Association Charitable Foundation and responded to questions from the Board.

Director Morse moved, and Director Wiggin seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Jim Nordlund, Susanne Fleek-Green, and Dan Rogers to serve as the initial directors, also referred to as the Board of Trustees, of Chugach Electric Association Charitable Foundation. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

F. Board Policy Updates

Matthew Clarkson, Chief Legal Officer, and Whitney Wilkson, Associate General Counsel, presented the Board Policy Updates and responded to questions from the Committee.

1. *BP 201 – Open Meetings & Executive Session of the Board of Directors*
2. *BP 202 – Procedures for Board of Directors Meeting*
3. *BP 205 – Committees of the Board of Directors*
4. *BP 206 – Statements of Functions of the Operations Committee*
5. *BP 209 – Indemnification of Directors, Officers, Employees and Agents*
6. *BP 505 – Safety Policy*

Director Morse moved, and Director Wiggin 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 II. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

G. Board of Director Compensable Meetings/Events Fees and Per Diem

The Committee had a discussion regarding Board of Directors Compensable Meetings/Events Fees and Per Diem. The Committee decided further discussion is necessary.

VI. EXECUTIVE SESSION

A. Personnel Matters

Director Chastain moved, and Director Wiggin seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1), (3) and (4), the Board of Directors go into executive session to: 1) discuss and receive reports regarding matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) discuss personnel matters. The motion passed unanimously.

Director Cooper was not present at the time of this motion.

The meeting reconvened in open session at 6:26 p.m.

VII. NEW BUSINESS (none)

VIII. DIRECTOR COMMENTS

Director comments were made at this time.

IX. ADJOURNMENT

At 8:00 p.m., Director Wiggin moved, and Director Chastain seconded to adjourn. The motion passed unanimously.