

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

October 25, 2018
Thursday
8:00 A.M.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Arden Quezon-Vicente

I. CALL TO ORDER

Chair Reeves called the Governance Committee meeting to order at 8:07 a.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Susan Reeves, Chair

Rachel Morse, Vice Chair

Jim Henderson, Director (*via teleconference*)

Harry Crawford, Director

Bettina Chastain, Director (*arrived during Executive Session*)

Guests and Staff in Attendance:

Tom Schulman

Matthew Clarkson

Connie Owens

II. APPROVAL OF THE AGENDA

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

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

III. APPROVAL OF MINUTES

A. September 6, 2018

Director Morse moved and Director Crawford seconded the motion to approve the September 6, 2018 meeting minutes. The motion passed unanimously.

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

IV. PERSONS TO BE HEARD

A. Member Comments

None

V. NEW BUSINESS

None

VI. EXECUTIVE SESSION

A. Discussion – Bylaws, Article IV – Directors, Section 1 – General Powers

- B. *Discussion – Bylaws, Article IV – Directors, Section 9 – Compensation*
 - 1. *BP 204, Director Meeting Fees and Expenses*
- C. *Discussion – Bylaws, Article XIV – Advisory Council, Section 1 – Member Advisory Council and Section 2 – General Duties*
 - 1. *BP 601, Member Advisory Council*
 - 2. *BP 602, Appointment of Standing and Ad Hoc Committee Members*
- D. *Proposed Board Policies*
 - 1. *Fraud Policy*
 - 2. *Interest Rate Risk Management Policy*

At 8:08 a.m., Director Morse moved and Director Crawford seconded the motion that pursuant to Alaska Statute 10.25.175(c) (3) the Board of Directors' Governance Committee go into executive session to discuss legal matters with its attorneys, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

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

Director Chastain arrived during the Executive Session.

The meeting reconvened in open session at 10:02 a.m.

Added VII. New Business after meeting reconvened in open session. No objections were made.

VII. NEW BUSINESS

A. Fraud Policy

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommend to the Board of Directors to adopt the Fraud Policy as discussed in Executive Session. The motion passed unanimously.

B. Interest Rate Risk Management Policy

Director Morse moved and Director Crawford seconded the motion that the Governance Committee recommend to the Board of Directors to adopt the Interest Rate Risk Management Policy as discussed and amended in Executive Session. The motion passed unanimously.

C. Member Advisory Council

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommend to the Board of Directors to establish a Member Advisory Council at the next Regular Board meeting. The motion passed unanimously.

VIII. DIRECTOR COMMENTS

Director Comments were made at this time.

IX. ADJOURNMENT

At 10:08 a.m., Director Morse moved and Director Chastain seconded the motion to adjourn. The motion passed unanimously.