

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

August 18, 2020
Thursday
4:00 p.m.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: DeAnna Scott

I. CALL TO ORDER

Chair Morse 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:

Rachel Morse, Chair

Stuart Parks, Vice Chair

Jim Henderson, Director (*via teleconference*)

Sam Cason, Director (*arrived at 4:04 p.m.*)

Other Board Members Present

Mark Wiggin, Director

Guests and Staff in Attendance:

Lee Thibert

Tom Schulman

Laurel Foster

Julie Hasquet

Via Teleconference:

Sherri Highers

Arthur Miller

Matthew Clarkson

Connie Owens

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF MINUTES

A. August 8, 2019

Director Parks moved and Director Henderson seconded the motion to approve the August 8, 2019 meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

A. Member Comments

None

V. EXECUTIVE SESSION

None

VI. NEW BUSINESS

A. *Election of Governance Committee Vice Chair* (Committee)*

Chair Morse opened the floor to nominations for Vice Chair of the Governance Committee.

Director Cason moved and Director Henderson seconded the motion that the Governance Committee elect Director Parks as the Vice Chair of the Governance Committee. The motion passed unanimously.

B. *Review of Board Policies (Committee)*

1. *Board Policy 101 – Statement of Objectives (Committee)*

Lee Thibert, Chief Executive Office, (CEO) gave an overview of the changes made to Board Policy 101 – State of Objectives and answered questions from the Committee.

After discussion, Director Cason recommended to accept the deletion, reject the addition, and delete the word “by”.

Director Cason moved and Director Parks seconded the motion that the Governance Committee approve, and forward to the Board of Directors with a recommendation that the Board approve, revisions to Board Policy 101 – Statement of Objectives as discussed. The motion passed unanimously.

2. *Board Policy 103 – Duties and Responsibilities of the Board of Directors*

Lee Thibert, CEO and Sherri Highers, CFO, Executive V.P., Finance and Administration gave an overview of the changes made to Board Policy 103 – Duties and Responsibilities of the Board of Directors and answered questions from the Committee.

Director Cason moved and Director Parks seconded the motion that the Governance Committee approve, and forward to the Board of Directors with a recommendation that the Board approve, the revision to Board Policy 103 – Duties and Responsibilities of the Board of Directors as discussed. The motion passed

3. *Board Policy 202 – Procedures for Board of Directors Meeting (Clarkson)*

Lee Thibert, CEO and Matthew Clarkson, Executive V.P., General Counsel provided an overview of Board Policy 202 – Procedures for Board of Directors Meeting for review at a future meeting. No action was taken.

4. *Board Policy 208 – Statement of Functions of the Governance Committee (Committee)*

Lee Thibert, CEO and Tom Schulman stated Board Policy 208 – Statement of Functions of the Governance Committee was included for Committee reference.

5. *Board Policy 304 – Capital Credit Policy (Committee)*

Lee Thibert, CEO, Sherri Highers, Sherri Highers, CFO, Executive V.P., Finance and Administration and Arthur Miller, Executive V.P., Regulatory & External Affairs discussed Board Policy 304 – Capital Credit Policy and answered questions from the Committee.

Director Cason moved and Director Henderson seconded the motion that the Governance Committee approve, and forward to the Board of Directors with a recommendation that the Board approve, revisions to Board Policy 304 – Capital Credit Policy, as discussed. The motion passed unanimously.

C. *Member Advisory Council (Committee)*

Chair Morse opened the discussion on the Member Advisory Council (MAC) and noted there was no action to be taken. Julie Hasquet, Sr. Manager Corporate Communications, provided an overview of the recruitment activities and noted no appointments have been made due to COVID-19.

At 5:06 p.m., the Committee took a recess and reconvened the meeting at 5:20 p.m.

The Committee discussed defining a charge for the MAC, engagement of the legacy ML&P members and connections to provide feedback to the Board, member education for both Chugach and ML&P members, how to increase interest for the ML&P members to serve on member committees and the board.

D. *Bylaws (Committee)*

Chair Chastain recommended review of the Bylaws to make them global pandemic and, natural-disaster proof so when the Bylaws Committee meets, they can review suggested proposals.

E. *Election Cycle (Committee)*

Lee Thibert, CEO, Tom Schulman, Manager, Regulatory Legal and Julie Hasquet, Sr. Manager Corporate Communication reviewed the 2021 Chugach Annual Meeting Timeline and answered questions from the Committee.

VIII. DIRECTOR COMMENTS

Comments were made at this time.

IX. ADJOURNMENT

At 5:50 p.m., Director Cason moved and Director Parks seconded the motion to adjourn. The motion passed unanimously.