

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

October 17, 2023
Wednesday
4:00 p.m.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Heather Slocum

I. CALL TO ORDER

Chair Fleek-Green called the Governance Committee meeting to order at 4:03 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
Bettina Chastain, Director (*via teleconference*)
Sam Cason, Director
Mark Wiggin, Director (*via teleconference*)

Guests and Staff Attendance Present:

Arthur Miller	Matthew Clarkson	Julie Hasquet
Andrew Laughlin	Allan Rudeck	Trish Baker
Sherri Highers	Todd McCarty	Emily Mueller
Kate Ayers	Grant Johnston, Yuit	James Torgeson, Stoel & Rives
Scarlett Masten		

Via teleconference:

Ashton Doyle	Deborah Gardino	Karen Griffin
Sandra Cacy	Josh Travis	Ky'yanna Hamilton

II. APPROVAL OF THE AGENDA

Director Morse moved, and Director Cason seconded the motion to approve the agenda.

Chair Fleek-Green requested a friendly amendment to move New Business item VI.A. "Standing Member Committee Meetings Policy & Handbook Review" down on the agenda to now be item VI.B. and the corresponding items moved up. No objections were made.

The motion to approve the agenda, as amended, passed unanimously.

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

III. APPROVAL OF MINUTES

Director Cason moved, and Director Morse seconded the motion to approve the September 13,

2023, Governance Committee meeting minutes. The motion passed unanimously.

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

IV. PERSONS TO BE HEARD

None.

V. UNFINISHED BUSINESS

None.

VI. NEW BUSINESS

A. Website Update (Yuit/Hasquet)

Julie Hasquet, Sr. Manager, Corporate Communications, and Grant Johnston, Yuit Communications, presented website analytics to the Committee and discussed the next steps for the Chugach Electric website as well as the collaboration with Yuit. Ms. Hasquet and Mr. Johnston responded to questions from the Committee and took feedback.

*B. Standing Member Committee Meetings Policy & Handbook** (Torgerson/Clarkson)*

Matthew Clarkson, Chief Legal Officer, and James Torgerson, Stoel and Rives presented Standing Member Committee Meetings Policy & Handbook and answered questions from the Board.

Director Cason moved, and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors approve the attached Resolution adopting Board Policy 606. The motion passed unanimously.

*C. Director Meeting Fees & Expenses** (Miller/Board)*

Arthur Miller and the board discussed different options for Director meeting fees.

Director Morse moved, and Director Cason seconded the motion to recommend that the Board of Directors discuss and approve Board Policy 204 and a Resolution that reflects the Governance Committee discussion.

D. Member Advisory Council (MAC) Charge (Cooper/Fleek-Green)

Chair Fleek-Green presented the draft Member Advisory Council (MAC) Charge document and responded to feedback from Committee members.

Director Cason moved, and Director Morse seconded the motion that the Governance Committee recommend the Board of Directors complete the draft charge to the Member Advisory Council (MAC) as discussed. The motion passed unanimously.

Director Chastain arrived during New Business at 4:41 p.m.

Chair Fleek-Green switched Agenda VI.C with Agenda Item VI.B. to accommodate James Torgerson's schedule.

Agenda item VI.B. discussion was paused at 4:53 p.m. to switch to discussion of Agenda item VI.C.

VI.B. discussion resumed at 5:25 p.m.

Chair Fleek-Green called a recess for dinner at 5:50 p.m. The meeting resumed at 6:08 p.m.

VII. EXECUTIVE SESSION

None.

VIII. NEW BUSINESS

None.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

Director Wiggin left the meeting at 6:32 p.m.

X. ADJOURNMENT

At 6:38 p.m., Director Morse moved to adjourn. The meeting adjourned.