

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

January 11, 2023
Wednesday
4:00 p.m.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Sandra Cacy

I. CALL TO ORDER

Chair Cason called the Governance Committee meeting to order at 4:05 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Sam Cason, Chair
Erin Whitney, Vice Chair
Mark Wiggin, Director (*via teleconference*)
Bettina Chastain, Director
Rachel Morse, Director

Board Member Present:

Harold Hollis, Director (*via teleconference*)
Sisi Cooper, Director

Guests and Staff Attendance Present:

Arthur Miller	Matthew Clarkson	Julie Hasquet
Andrew Laughlin	Sherri Highers	Scarlett Masten
Kate Ayers	Chantelle Lewis-Boutte	Ashton Doyle
Jean Kornmuller	Teresa Kurka	

Via teleconference:

Arden Quezon	Ashton Doyle	Josh Travis
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II. APPROVAL OF THE AGENDA

Director Morse moved and Director Chastain seconded the motion to approve the agenda with the proposed change to move New Business item VI.A “Member Advisory Council (MAC) Agenda and Meeting Topics” down on the Agenda to now be item VI.C. and the corresponding items moved up. The motion to pass the amended Agenda passed unanimously.

III. APPROVAL OF MINUTES

Director Whitney moved and Director Morse seconded the motion to approve the December 5, 2022, Governance Committee meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None.

V. UNFINISHED BUSINESS

None.

VI. NEW BUSINESS

- A. *Potential Bylaws Changes*

Chantelle Lewis-Boutte, Energy Programs Specialist, presented the proposed Bylaws Change, "Community Cents". Ms. Lewis-Boutte, Matthew Clarkson, Chief Legal Officer (CLO), and Scarlett Masten, Sustainability, KA & Document Control Specialist, responded to questions and suggestions from the Board.

- B. *Review of Board Compensation Policy*

Matthew Clarkson, CLO, reviewed the Board Compensation Policy, and a proposed change to section 2F to address the 20-day limit for education as it is shown in the Bylaws. Mr. Clarkson responded to questions from the Board.

- C. *Member Advisory Council (MAC) Agenda and Meeting Topics*

Julie Hasquet, Sr. Manager Corporate Communications, presented the upcoming, January 18, 2023, MAC meeting Agenda and Meeting Topics and responded to questions from the Board.

VII. EXECUTIVE SESSION

None.

VIII. NEW BUSINESS

None.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

X. ADJOURNMENT

At 5:31 p.m., Director Chastain moved and Director Morse seconded the motion to adjourn. The motion passes unanimously.