

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

June 16, 2021
Wednesday
4:00 p.m.

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Danielle Bigelow

I. CALL TO ORDER

Chair Cason called the Governance Committee meeting to order at 4:04 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Sam Cason, Chair

Bettina Chastain, Director (*arrived at 4:05 p.m.*)

Jim Henderson, Director (*via teleconference*)

Erin Whitney, Director (*absent*)

Rachel Morse, Director

Board Member Present:

Harold Hollis, Director

Mark Wiggin, Director (*via teleconference*)

Guests and Staff Attendance Present:

Lee Thibert

Julie Hasquet

Laurel Foster

Tyler Andrews

Meera Kohler, Member

Via Teleconference:

Connie Owens

Sherri Highers

Matthew Clarkson

Arden Quezon

Director Chastain arrived at 4:05 p.m.

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF MINUTES

Director Morse moved and Director Chastain seconded the motion to approve the March 17, 2021, Governance Committee meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None

V. NEW BUSINESS

- A. *Election of Governance Committee Vice Chair (Committee)*
Chair Cason opened the floor to nominations for Vice Chair of Governance Committee.

Director Chastain nominated Director Whitney for the Vice Chair of the Committee. No other nominations were made.

Director Chastain moved and Director Morse seconded that the Governance Committee elect Director Whitney as the Vice Chair of the Governance Committee. The motion passed unanimously.

- B. *NRECA Resolution Processes (Committee/Kohler)*
Meera Kohler, Member, discussed the NRECA Resolution processes and responded to questions from the Committee.

- C. *Review Board Policy 208 – Statement of Functions of the Governance Committee (Committee)*
The Committee discussed Board Policy 208. Matthew Clarkson, Executive VP, General Counsel, stated there are no recommended changes to Board Policy 208.

- D. *Yearly Review of Requested Changes to Board Policies (Clarkson)*
1. *BP 100 – Code of Ethics for Directors and Employees (Clarkson)*
Matthew Clarkson, Executive VP, General Counsel, gave an overview of the changes made to Board Policy 100 – Code of Ethics for Directors and Employees, and responded to questions from the Committee.

After discussion, Chair Cason requested a motion to table Board Policy 101 until after the break.

Director Morse moved and Director Chastain seconded the motion to table Board Policy 101. The motion passed unanimously.

Chair Cason requested a recess at 5:20 p.m.

The meeting reconvened in open session at 5:38 p.m.

Director Morse moved and Director Chastain seconded the motion to un-table Board Policy 101. The motion passed unanimously.

After further discussion, Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve revisions to Board Policy 100 – Code of Ethics, as shown in the attached draft policy and as discussed in the Committee. The motion passed unanimously, as amended.

2. *BP 105 – Confidential Information (Clarkson)*

Matthew Clarkson, Executive VP, General Counsel, gave an overview of the changes made to Board Policy 105 – Confidential Information, and responded to questions from the Committee.

After discussion, Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve revisions to Board Policy 105 – Confidential Information, as shown in the attached draft policy and as discussed in the Committee. The motion passed unanimously, as amended.

3. *BP 107 – Representative Re: Jointly Operated Assets (Clarkson)*

Matthew Clarkson, Executive VP, General Counsel gave an overview of the changes made to Board Policy 107 – Representative Re: Jointly Operated Assets and responded to questions from the Committee.

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve revisions to Board Policy 107, Authority of the Association – Appointed Representative Regarding Jointly Owned and Operated Assets, as shown in the attached draft policy. The motion passed unanimously.

4. *BP201 – Open Meetings & Executive Sessions of the Board (Clarkson)*

Matthew Clarkson, Executive VP, General Counsel, gave an overview of the changes made to Board Policy 201 – Open Meetings & Executive Sessions of the Board of Directors.

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve revisions to Board Policy 201 – Open Meetings and Executive Sessions of the Board of Directors, as shown in the attached draft policy. The motion passed unanimously.

5. *BP 202 – Procedures for Board of Directors Meetings (Clarkson)*

Matthew Clarkson, Executive VP, General Counsel, gave an overview of the changes made to Board Policy 202 – Procedures for Board of Directors Meetings, and responded to questions from the Committee.

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve

revisions to Board Policy 202 – Procedures for Board of Directors Meetings, as shown in the attached draft policy. The motion passed unanimously.

6. *BP 209 – Indemnification of Directors (Clarkson)*

Matthew Clarkson, Executive VP, General Counsel, gave an overview of the changes made to Board Policy 209 – Indemnification of Directors, Officer, Employees and Agents, and responded to questions from the Committee.

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve revisions to Board Policy 209 – Indemnification of Directors, Officer, Employees and Agents, as shown in the attached draft policy. The motion passed unanimously.

7. *BP 401 – Delegations of Authority from the Board of Directors (Clarkson)*

Matthew Clarkson, Executive VP, General Counsel, and Lee Thibert, Chief Executive Officer, gave an overview of the changes made to Board Policy 401 – Delegations of Authority from the Board of Directors to the Chief Executive Officer and responded to questions from the Committee.

Director Morse moved and Director Chastain seconded the motion that the Governance Committee recommends the Board of Directors approve revisions to Board Policy 401 – Delegations of Authority from the Board of Directors to the Chief Executive Officer, as shown in the attached draft policy and as further discussed in the Committee. The motion passed unanimously, as amended.

E. *Presentation – Member Advisory Council (MAC) (Hasquet)*

Julie Hasquet, Senior Manager, Corporate Communications, presented on the Member Advisory Council and responded to questions from the Committee.

After discussion, the Committee stated that Julie Hasquet will coordinate with Lee Thibert and draft a write-up within 10-days for Committees’ review.

VI. EXECUTIVE SESSION

A. CEO Succession Plan

At 6:57 p.m., Director Morse moved, and Director Chastain seconded the motion that pursuant to Alaska Statute 10.25.175(c)(2) the Governance Committee go into executive session to discuss personnel matters that tend to prejudice the reputation and character of a person; however, the person may request a public discussion. The motion passed unanimously.

The meeting reconvened in open session at 7:18 p.m.

Chair Cason informed the Committee that an ADHOC committee has been appointed to consider the succession planning policies consisting of Directors Cason, Whitney, and Chastain to serve as the Chair of the Committee.

Chair Cason informed the Committee that an additional Governance Committee Meeting has been scheduled, immediately following the July 14, 2021, Operations Committee Meeting.

VII. DIRECTOR COMMENTS

Director comments were made at this time.

VIII. ADJOURNMENT

At 7:25 p.m., Director Chastain moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.