

NHEC Board of Directors Agenda

NHEC Pemi Board Room, 287 Highland Street

Tuesday, January 31, 2012, 9:05 a.m.

Time	Agenda Item	Result (Product)	Action Steps
9:05 a.m.	General Meeting 1. Call to Order 2. Approval of 12/27/11 Minutes 3. Agenda Approval	1. Meeting called to order. 2. 12/27/11 minutes reviewed and approved. 3. Agenda reviewed and approved.	1. Chair Hansen to call meeting to order. 2. Board to review and approve 12/27/11 minutes. 3. Review agenda and make any necessary changes.
9:10 a.m.	President's Report	Board informed and any questions addressed.	Mr. Anderson to present President's report and address any questions. <ul style="list-style-type: none"> ▪ Follow-up on Safety Activities ▪ General Financial & Operational Update
9:25 a.m.	Executive Committee <i>Earl Hansen, Chair</i>	1. Board updated on 1/17/12 Executive Committee meeting and resolutions addressed.	1. Chair Hansen to report on 1/17/12 Executive Committee Meeting: <ul style="list-style-type: none"> • Resolution to adopt changes to Board Policies (Attachment #15) • Resolution to recommend proposed bylaw changes to the membership (Attachment #16)
9:40 a.m.	Corporate Services Committee <i>Sharon Davis, Chair</i>	1. Board updated on Stranded Cost. 2. Board authorization to move forward with debt portfolio options. 3. Any questions addressed.	1. Mrs. Inman to provide update on Stranded Cost. 2. Ms. DeLucca to discuss debt portfolio options. (Executive Session) 3. Address any questions on Board material.
10:00 a.m.	Member Solutions Committee <i>Harry Viens, Chair</i>	1. Location selected for NHEC Annual Meeting. 2. Board updated on any federal or state legislative issues 3. Any questions addressed.	1. Mr. Hutchins to present information regarding Annual Meeting location. (Attachment #12) 2. Mrs. Gove to provide update on any federal or state legislative issues. 3. Address any questions on Board material.

NOTE: AUDIT COMMITTEE MEETING @ 8:00 A.M.

10:15 a.m.	Board Governance with Bruce Mast	Board narrative developed.	<ol style="list-style-type: none"> 1. Mr. Anderson and Ms. DeLuca to introduce subject and provide background material. 2. Board to work with Bruce Mast to develop narrative.
12:15 p.m.	Break to get sandwiches for working lunch		
12:25 p.m.	Audit Committee <i>Jerry Hopkins, Chair</i>	<ol style="list-style-type: none"> 1. Board updated on 1/31/12 Audit Committee Meeting. 2. Any questions addressed. 	<ol style="list-style-type: none"> 1. Committee Chair Hopkins to report on 1/31/12 Audit Committee Meeting. 2. Address any questions on Board material.
12:35 p.m.	Engineering & Operations Committee <i>Joe Kwasnik, Chair</i>	Any questions addressed.	Address any questions on Board material.
12:40 p.m.	Power Resources & Access Committee (portions in Executive Session) <i>Ken Colburn, Chair</i>	<ol style="list-style-type: none"> 1. Board updated on recent activities. 2. Any questions addressed. 	<ol style="list-style-type: none"> 1. Mr. Kaminski to provide update on recent activities. 2. Address any questions on Board material.
12:50 p.m.	Attorney's Report	Board informed of legal issues and any questions addressed.	Attorney Dean to report on legal issues and address any questions.
12:55 p.m.	Board General Session <ol style="list-style-type: none"> 1. Review of Board Tracking Report 2. Schedule Committee Meetings, if necessary 3. NRECA Report 4. Appoint Voting Delegates & Alternates for NRECA, CFC, NISC and NRTC 5. NHEC Foundation Report 6. NRCO Report 7. Review & Approval of any Director and/or CEO Expense Reports 8. Any additional items for discussion 	<ol style="list-style-type: none"> 1. Board Tracking Report reviewed and any changes identified. 2. Any necessary Committee meetings scheduled. 3. Board updated on NRECA. 4. Voting delegates & alternates appointed for NRECA, CFC, NISC and NRTC. 5. Board updated on NHEC Foundation. 6. Board updated on NRCO. 7. Any Director and/or CEO expense reports approved. 8. Any additional items discussed. 	<ol style="list-style-type: none"> 1. Review Board Tracking Report. 2. Schedule any necessary committee meetings. 3. Mrs. Paine to present NRECA Report. 4. Board to appoint voting delegates & alternates for NRECA, CFC, NISC and NRTC. 5. Mr. Hansen to present NHEC Foundation Report. 6. Mr. Hansen to present NRCO Report. 7. Review any Director and/or CEO expense reports. 8. Board to discuss any additional items.
1:05 p.m.	Executive Session (if needed)	Any additional Executive Session items addressed.	Discuss any additional items needing to be addressed in Executive Session.

LUNCH WILL BE PROVIDED.

NOTE: AUDIT COMMITTEE MEETING @ 8:00 A.M.

Attachments

1. Report to Board of Directors
2. Key Indicators
3. Form 7
4. Member Sales and Delivery Service Billed
5. Board Director Calendar
6. Board Reporting Calendar
7. Board Related Issues Tracking Report
8. NHEC Director's Information for Form 990
9. Monthly Report of Power Resources & Access Costs
10. RPS Graphs
11. CSI/AMI Quarterly Report
12. 2012 Annual Meeting Location Options Executive Summary
13. Board Policies for Inclusion in Policy Manual
14. Draft minutes of 1/17/12 Executive Committee meeting
15. Resolution & Redlined Board Policies
16. Resolution & Redlined Bylaws

NOTE: Board work session scheduled to follow Board meeting.