NOTE: THE NHEC FOUNDATION BOARD IS MEETING AT 8:30 A.M.

Executive Committee Meeting

NHEC Pemi Board Room, 287 Highland Street

Monday, December 17, 2018, 9:30 a.m.

- Agenda Review
- Board Committee Structure
- Officer Qualifications and Election Process
- Review of Bylaws
- Board Policy Review

Joe Kwasnik (Chair), Joan Aubrey, Leo Dwyer, Carolyn Kedersha, Tom Mongeon, Georgie Thomas, Steve Camerino, Mark Dean and Sharon Yeaton

cc: Brenda Boisvert, Ed French, Jeff Morrill, Dan Senie, Harry Viens, Jim Bakas, Brian Callnan, Brenda Inman, Steve Kaminski, Pam Ouellette and Craig Snow

Time	Agenda Item	Result (Product)	Action Steps
9:30 – 9:35 a.m.	**Agenda Review**	Agenda reviewed.	Review agenda and make any necessary changes.
9:35 – 9:45 a.m.	**Board Committee Structure**	Board committee structure discussed.	Discussion on Board committee structure.
9:45 – 10:15 a.m.	**Officer Qualifications and Election Process…A Discussion**	Officer qualifications and election process discussed.	Discussion on Officer qualifications and election process and possible action steps.
10:15 – 10:25 a.m.	**Review of Bylaws**	Bylaws reviewed and any proposed changes identified for recommendation to the full Board.	Committee to review Bylaws for any proposed changes. (Attachments #1 and #2)
10:25 – 10:45 a.m.	**Board Policy Review**	Board Policies reviewed and any modifications identified for recommendation to the full Board.	Committee to review Board Policies for modifications: • B-1, Statement of Purpose, Vision, Mission & Values (Attachments #3) • B-2 Board Committees (Attachment #4) • B-2, Attachment A – Executive Committee (Attachment #5) • B-3, Functions and Authorities of the Board of Directors (Attachment #6) • B-3 Attachment A – Functions, Authorities and Responsibilities of the Officers of the Board of Directors (Attachment #7) • B-3 Attachment B, Board/Management Communications (Attachment #8)

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			• B-4, Functions and Authorities of the President/CEO (Attachment #9) • B-9, Board of Director's Stipends and Expenses (Attachment #10) • B-31, Code of Conduct (Attachment #11) • B-36, CEO Succession (Attachment #12) • B-38, Director Electric Accounts (Attachment #13) • B-40, Nominating Committee (Attachment #14) • B-41, Project Justification and Approval Guidelines (Attachment #15) • Proposed Resolution – Policies (Attachment #16)

Attachments

1. General Counsel Memo Re: Potential Bylaw Changes
2. Bylaws
3. Board Policy B-1, Statement of Purpose, Vision, Mission & Values
4. Board Policy B-2, Board Committees
5. Board Policy B-2, Attachment A, Executive Committee
6. Board Policy B-3, Functions and Authorities of the Board of Directors
7. Board Policy B-3, Attachment A, Functions, Authorities and Responsibilities of the Officers of the Board of Directors
8. Board Policy B-3, Attachment B, Board/Management Communications
9. Board Policy B-4, Functions and Authorities of the President/CEO
10. Board Policy B-9, Board of Director's Stipends and Expenses
11. Board Policy B-31, Code of Conduct
12. Board Policy B-36, CEO Succession
13. Board Policy B-38, Director Electric Accounts
14. Board Policy B-40, Nominating Committee
15. Board Policy B-41, Project Justification and Approval Guidelines
16. Proposed Board Policy Resolution