

Approved 6/29/21

NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.

Minutes of the New Director Orientation Meeting

June 15, 2021

Pursuant to proper notice duly provided to all Directors, a new director orientation meeting of the New Hampshire Electric Cooperative, Inc. (NHEC) was held June 15, 2021. In light of the COVID-19 pandemic and the NHEC Board Chair's COVID-related Emergency Determination, the meeting was conducted remotely via Zoom videoconferencing.

Directors present were Thomas Mongeon, William Darcy, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, Jeffrey Morrill, and Daniel Senie. Others present were Steve Camerino, President/CEO; Jim Bakas, VP of Operations and Engineering; Mark Dean, Attorney; Drew Dunagin, VP of Financial Services/CFO; Mike Licata, VP of Member Services/Public Affairs; Pam Ouellette, VP of Human Resources and Organizational Development; Craig Snow, VP of Energy Solutions/Facilities; Geoff Ziminsky, VP of Technology and Business Services/CIO; and Sharon Yeaton, Executive Services Administrator (recording).

Chair Mongeon called the meeting to order at 9:47 a.m. He indicated that the agenda would be reordered to address the office candidates first.

Officer Candidates

Chair Mongeon noted that the process for holding a new director orientation meeting was started a few years ago by his predecessor. He suggested that to eliminate any confusion we should consider renaming this meeting in the future since one of the objectives is to give director candidates the opportunity to make statements in advance of the organizational meeting.

Directors interested in serving as officers for the ensuing year gave statements on their desire to serve for the various officer positions:

- Chair of the Board – Jeff Morrill and Tom Mongeon
- Vice Chair of the Board – Dan Senie
- Treasurer – Ed French
- Assistant Treasurer – Carolyn Kedersha
- Secretary – Chair Mongeon indicated that Brenda Boisvert was not able to attend today's meeting, but indicated her interest in serving as Secretary.

Chair Mongeon commented that part of the board's responsibility is board renewal and that is why, as chair, he has talked with directors about their skills, aspirations, and interests in future board roles.

Mr. Camerino mentioned that an important part of his role as President is to call all candidates following the election and he was not able to do that because he was out of reach on Friday. He offered his congratulations to all four of the incumbents on their reelection.

Approved 6/29/21

Per request, a copy of the 2021 Board of Directors Election report from Survey & Ballot Systems will be provided to directors.

Mr. Camerino suggested that prior to next year's election it is worth thinking about whether we should make the election results public prior to the Annual Meeting.

In response to an inquiry, Mr. Camerino advised that we use an outside party to conduct the election and we receive a certified report of the results from them. He mentioned that prior to having electronic voting Co-op staff was fully responsible for the ballot counting and now it is a combined effort led by this outside organization.

Brainstorming Session – Future Director Orientation Meetings

Chair Mongeon asked if anyone had any suggestions for this new director orientation meeting in the future with regard to agenda items or things that should be included in the meeting packet. There were no suggestions.

Mr. Camerino commented that the current director orientation process is time consuming and not particularly effective in getting directors to where they need to be. He mentioned that it would be good to hear from a director standpoint what people would have liked to have understood sooner and what details we shared that maybe weren't all that useful so we can try to find a way to do the orientation in the future that meets director needs, but doesn't become overly burdensome. The following thoughts were shared:

- A lot is dependent upon the director's background.
- Having a lot of information in a two-hour time period is pretty overwhelming.
- It is useful to know who to contact for questions in each area.
- Having one-on-one conversations with individuals over time has been most beneficial.
- A very high level overview for an hour with direct connections to the appropriate senior management staff would be ideal.
- The speed with which you can bring a board member up to knowing what is going on would benefit from spreading that out over time, as they are ready.
- Going through the orientation after being on the board for a year provided more benefit.
- Having directors go on the "ride around" to see the electric system is very beneficial.
- Having directors serve on either the Engineering and Operations or Power Resources and Access Committees during their first year would help bring them up to speed since these are two of the most difficult areas for someone not familiar with the electric utility industry.
- Past sessions with VPs each taking time for a review of their areas and providing takeaways has been valuable, but it was a firehose approach.

Approved 6/29/21

- The initial director orientation meeting was not particularly helpful, but the package of material and follow-up meetings with VPs were very helpful.

With regard to today's meeting, it was suggested that if all incumbents are reelected there is not a lot of value in having this meeting since all directors already know one another and the director candidate piece can be covered during the board organizational meeting.

Adjournment

Chair Mongeon adjourned the meeting at 10:25 a.m.

Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

Thomas Mongeon, Chair of the Board