

Approved 6/27/23

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**  
**Minutes of the Board of Directors Organizational Meeting**  
**June 7, 2023**

The Organizational Meeting of the Directors of the New Hampshire Electric Cooperative, Inc. was held Wednesday, June 7, 2023, at the Merrill Place Conference Center on the campus of Plymouth State University.

Directors present were Alana Albee, Brenda Boisvert, William Darcy, Sharon Davis, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, Thomas Mongeon, Jeffrey Morrill, and Harry Viens. Others present were Alyssa Clemsen Roberts, CEO; Paul Phillips, General Counsel; and Sharon Yeaton, Executive Services Administrator (recording).

Attorney Phillips called the meeting to order at 11:15 a.m. He welcomed everyone and congratulated director reelected to the board.

**Election of Officers**

Attorney Phillips reviewed the procedures for conducting the election that have consistently been used throughout the years, noting that the board retains full authority to establish the rules they wish to use. He first shared the bylaw provision that governs the election of officers, Article VI, Section 2, which call for voting to be done by ballot. He then reviewed the procedure he plans to use for the election as outlined on the meeting agenda, noting that it is up to the board to determine if it wants to use that procedure. He advised that he would count the ballots and once a candidate received six votes he would stop counting and announce the results, he would not announce the vote counts and would destroy the ballots after the meeting adjourns. He also would not entertain any requests to keep the ballots or to provide the vote tallies once ballots have been distributed. He asked for any comments on the voting procedure.

Mr. Darcy stated that the rules have not been uniform, citing that in 2020 there was a motion to share the voting poll results by video screen. He indicated that he understands the rationale for the process proposed, but there is a competing rationale, which is transparency. Upon motion of Mr. Darcy, seconded by Mr. Dwyer, it was

**MOVED:** That the General Counsel share the poll results for each officer position.

Vote for the motion was two in favor (Darcy and Dwyer) and nine opposed (Albee, Boisvert, Davis, French, Kedersha, McElaney, Mongeon, Morrill, and Viens). The motion fails.

The election rules proposed by Attorney Phillips were accepted.

Using the voting process as outlined, Attorney Phillips conducted officer elections for each of the five positions: Chair, Vice Chair, Treasurer, Assistant Treasurer, and Secretary.

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The following officers were elected: Sharon Davis, Chair of the Board; Madeline McElaney, Vice Chair of the Board; Edward French, Treasurer; Carolyn Kedersha, Assistant Treasurer; and Brenda Boisvert, Secretary.

Attorney Phillips turned the meeting over to Chair Davis at 11:41 a.m.

### **Regular Meeting Schedule**

Chair Davis noted that the board needs to set the date and time of its regular meetings and asked if there was any desire to change from the current schedule. Upon motion of Mr. French, seconded by Mr. Darcy, it was

**VOTED:** That the Board of Directors continues its regular meeting schedule as the last Tuesday of each month beginning at 8:30 a.m.

There was discussion regarding having a later start time in the winter months and suggested this can be discussed in the future.

Vote for the motion was unanimous.

### **Board Committee Preferences**

Chair Davis asked directors to provide her with their committee preferences and she will study them, have some conversations, and make her appointments.

### **Annual Election of NH Broadband LLC Managers**

Chair Davis noted that there shall be no less than three and no more than five NH Broadband Managers.

Attorney Phillips explained that the Operating Agreement of NH Broadband requires that the managers are elected annually. He noted that the agreement was amended in December to reduce number of managers down to six (five directors and the NHEC CEO, as ex officio non-voting member). He suggested this meeting seems to be an appropriate time for the manager election.

Mr. Darcy commented that we have in the past had elections at the regular monthly June board meeting. He shared that the Operating Agreement does not make it timely for us to act now, sharing the provision that calls for the Managers Committee to have an opportunity to make its recommendation, which has not occurred. He recommended that this be deferred until after the committee makes its recommendation. Upon motion of Mr. Darcy, seconded by Mr. French, it was

**VOTED:** That the election of the NH Broadband LLC Managers be deferred until the June NHEC board meeting.

Vote for the motion was unanimous.

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In response to a request for clarification on how the officers of the LLC are determined, Attorney Phillips stated that the managers are elected by the NHEC board and the Mangers Committee elects the officers.

**Adjournment**

Seeing no further business to come before the meeting, Chair Davis adjourned the meeting at 11:48 a.m.

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Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

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Sharon Davis, Chair of the Board