

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**

**Minutes of the Meeting of the Board of Directors**

**December 19, 2023**

Pursuant to proper notice duly provided to all Directors, the regular meeting of the Directors of the New Hampshire Electric Cooperative, Inc. (NHEC) was held December 19, 2023, via a Zoom call.

Directors present on the call were Sharon Davis, Leo Dwyer, Edward French, Madeline McElaney, Jeffrey Morrill, Harry Viens, Alana Albee, Brenda Boisvert, William Darcy, Carolyn Kedersha, and Thomas Mongeon. Others present were Alyssa Clemsen Roberts, President/CEO; Peter Glenshaw, VP of Member Engagement; Michael Jennings, VP of Energy Delivery; Joshua Mazzei, VP of Operations; Carla Munoz, VP of People and Culture; Paul Phillips, Attorney; Kristen Taylor, Chief Financial Officer; Kelley Achenbach, Controller; Jeremy Clark, Financial Planning, Analysis, and Rates Manager; Sonja Gonzalez, Chief Information Officer; Jonathan Nelson, VP of Broadband; Rob Howland, Director of Power Resources & Access; Ken Colburn, NRECA Director for New Hampshire; Cooperative, members Pat Barbour and Jerry Beck; Sharon Yeaton, Executive Services Administrator; and Maida Lessard, Executive Services Administrator (recording).

Chair Davis called the meeting to order at 8:30 a.m.

Chair Davis addressed the audience with extended gratitude on behalf of the board to all emergency first responders, NHEC line workers as well as contract line and tree crews for all their hard work. The storm New England just experienced was devastating to some residents, infrastructures, businesses, and ski areas. The flooding experienced was similar to Hurricane Irene ten years ago which closed many state and town roads.

Many residents were evacuated from their homes due to flooding or couldn't get home because of the road closures. Shelters were open and all schools in SAU 48 were released early and closed the next day due to significant road closures.

This storm did create an emergency that brought concern for the safety of the NHEC staff, management, and board members who travel to attend board meetings in person.

An emergency protocol for rescheduling meetings to ensure the safety of all needs to be established for emergencies like this.

**Agenda Review and Consent Agenda Approval**

Chair Davis asked for any changes to the agenda.

Mr. Mongeon wanted confirmation that the minutes being taken at today's meeting will be in the same format as before even though the process of reconsidering the format is in the works.

Mr. Mongeon also wanted to add 5 minutes to the agenda to discuss the process for the General Counsel Review.

Chair Davis confirmed the minutes being taken today would be the same format as before. She

48 also confirmed that she had the General Counsel Review in her discussion for today.

49  
2 Chair Davis next drew attention to the consent agenda items for approval, including draft minutes  
3 of the November 17, 2023 continuation of the October 30, 2023 Board of Directors meeting,  
4 draft minutes of the November 28, 2023 Board of Directors meeting, and director expense  
5 reports. Upon motion of Mr. Darcy, seconded by Ms. Boisvert, it was  
6

7 **VOTED:** That the Board of Directors approves the consent agenda items as presented in the  
8 meeting packet.  
9

10 Vote for the motion was unanimous.

## 11 **Board Committees**

### 12 ***Executive Committee***

13  
14 Chair Davis drew attention to the discussion on changing the use of specific gendered pronouns  
15 such as his, her, him, and her in favor of their and them.  
16

17  
18 Chair Davis next drew attention to the discussion of changing the by-laws regarding board  
19 tenure and limiting director terms to three 4-year terms. Mr. Darcy asked if this item needs to be  
20 approved today to put before the membership to vote on. Mr. Darcy also commented that the  
21 discussion was to separate the two items. Ms. Yeaton responded this did not need to be  
22 approved today that it would be best to do so in January to give Attorney Phillips time to do the  
23 write-up. Chair Davis confirmed the two separate discussions would be Section 2 qualifications  
24 in tenure, possibly split into director staggered terms of 4 years instead of 3 years. The second  
25 discussion would be limiting director terms to three, 4-year terms. She asked if it should be  
26 opened up for discussion at this board meeting or move it to the Executive Committee. Upon  
27 motion of Ms. Kedersha, seconded by Mr. Darcy, it was  
28

29 **VOTED:** That the board move the discussions on board tenure and limiting the  
30 director terms in the bylaws to the Executive Committee.  
31

32 Vote for the motion was unanimous.  
33

34 Chair Davis noted the Adam Schwartz engagement the board had approved at the November  
35 Board meeting and a date was set for an off-site all board meeting on January 17, 2024. It is  
36 proposed to trial his services for a 30-day period. Mr. Mongeon commented that Mr. Schwartz's  
37 rates seem high and asked what other consultants we pay \$300 an hour for except for legal  
38 services. Chair Davis responded that his rates are very similar to other consultants. Upon motion  
39 of Ms. Kedersha, seconded by Mr. Darcy, it was  
40

41 **VOTED:** That the board approves the signing of the 30-day revised contract for Adam  
42 Schwartz as presented in the board meeting packet.  
43

44 Vote for the motion was unanimous.  
45

46 Chair Davis commented that the Board Minutes Policy was referred to the Member Services  
47 Committee to work on and bring back to the Board with recommendations beginning in January.  
48

49 Chair Davis said the 2024 board budget will be reviewed with the director compensation review in  
50 the first quarter of 2024. She drew attention to the budget that was in the board packet was actually

1 for 2023 but titled as 2024 and not the same as to what was brought to the Executive Committee. The  
2 2024 budget is now \$450,000 and will be brought to the committee to review with the compensation  
3 review. Mr. Mongeon inquired if the fee for the DEI training was in fact \$5,000 for a 3-hour session.  
4 He recommended having a committee of folks of opposing viewpoints rather than bring to the  
5 Member Services Committee as he brought up in the Executive Committee Meeting. Mr. Mongeon  
6 also stated he and Mr. Viens approached Chair Davis to suggest doing a further investigation and  
7 bring in other consultants. He encouraged the DEI training as it also covers diversity of thought that  
8 he feels the Board needs to focus on more. Chair Davis recommended that Mr. Mongeon attend the  
9 Member Services Committee as all Board members can participate and is hesitant in establishing  
10 another committee. Mr. Darcy asked for clarification if the budget for Directors was being referred  
11 to the Member Services Committee for review. Chair Davis replied it is the Director Compensation  
12 Review. Mr. Darcy commented that he would remove the last two items in that budget and would  
13 save \$9,000. Chair Davis commented she would take that recommendation to the committee.

14 Ms. McElaney commented on Mr. Mongeon's previous comment about the minutes taking proposal.  
15 She clarified that it is up to the Board to be clear on how the minutes are written, be a collaborative  
16 process, and not have unintended consequences in proposing a policy change.

### 17 **Corporate Services Committee**

18 Corporate Services Committee Chair French presented to the Board the proposal for the semi-  
19 annual Co-op power and regional access rate change. The rate change is for the period of  
20 February 1, 2024 through July 30, 2024 and is Attachment #7 in the Board packet. The  
21 recommendation by management and the Corporate Services Committee represents an 11%  
22 decrease in Co-op power for most members compared to rates effective since August 1, 2023.  
23 The proposal for regional access charge for the basic rate classification represents a 2% increase  
24 for most members when compared to the rates effective since August 1, 2023. The basic  
25 member bill impact is a proposed rate decrease of 4.5% on a 500 kilowatt basic bill, and 5.2% on  
26 a 1,000 kilowatt basic bill. Mr. Darcy asked what Eversource filed for their rate and why it's  
27 lower than NHEC's. Mr. Clark responded they filed 8.285. Mr. Jennings responded further and  
28 said they filed the RFP at the right time and market changes related to warmer weather and  
29 natural gas production increased. Mr. French will accept a motion to authorize staff to set the  
30 Co-op power and regional access charges on bills rendered basic effective February 1, 2024 as  
31 recommended in the proposal presented to the Corporate Service Committee on December 14,  
32 2023. Upon motion of Ms. Boisvert, seconded by Mr. Viens, it was  
33

34  
35 **VOTED:** That the Board of Directors authorizes staff to set the Co-op Power and  
36 Regional Access charges on bills rendered basis effective February 1, 2024 as  
37 recommended in the February 1, 2024 Co-op Power and Regional Access Rate  
38 Change Proposal presented at the Corporate Services Committee on December  
39 14, 2023.

40  
41 Vote for the motion was unanimous.

42  
43 Chair French also discussed a proposed resolution to have a 100% renewable power rate investigated  
44 and presented at the Corporate Service Committee meeting prior to the next rate setting in August  
45 2024. Mr. Darcy discussed the report endorsed in 2021 by NAGC to replace the renewable choice  
46 program over to a simple, easy to understand, clean emissions free power options to members that  
47 was followed in August of 2021 by a Board resolution. This stated that NHEC will provide members  
48 with a 100% renewable energy option at the lowest practical cost. Since then, there has been a PR&A  
49 and two Corporate Services meetings discussing this. Mr. Darcy moved a motion to move forward  
50 as referenced in the packet as Attachment #8. There was a brief discussion around the best way to

51 make this happen and if RECs should be used to provide this rate. Upon motion of Mr. Darcy,  
1 seconded by Mr. Morrill, it was

2  
3 **VOTED:** That the Board of Directors authorized staff to investigate and present a  
4 proposal for 100% renewable power rate presented at the Corporate Services  
5 Committee meeting prior to the next rate setting in August 2024.  
6

7 Vote for the motion was unanimous.  
8

### 9 ***Strategic Planning Steering Committee***

10  
11 Strategic Planning Steering Committee Chair Mongeon drew attention to the draft minutes of the  
12 Committee's November 2, 2023 and November 14, 2023 committee meetings. Upon motion of Ms.  
13 McElaney, seconded by Mr. Viens, it was

14  
15 **VOTED:** That the Strategic Planning Steering Committee approves the minutes of the  
16 November 2, 2023 and November 14, 2023 committee meetings as presented  
17 in the board meeting packet.  
18

19 Vote for the motion was unanimous.

### 20 **Member Comments**

21 Chair Davis recognized Cooperative members Pat Barbour and Jerry Beck on the call.

22 Mr. Beck commented that he would like to see NHEC become a more green energy co-op, make  
23 use of transactive energy, and referenced the many changes and movements currently happening  
24 in the industry.  
25

26 Ms. Albee suggested scheduling a net metering discussion in March to discuss the status with the  
27 pilot, etc.  
28

29 Ms. Barbour congratulated everyone on getting through the storm safely and wished everyone  
30 happy holidays.

### 31 **Chairman's Report**

#### 32 ***Policy Committee***

33 Chair Davis commented on the need to have a written charter for the Policy Committee which  
34 will be completed in the first quarter of 2024. The Policy Committee membership has changed as  
35 Chair Davis will be the Chair, the directors on this committee will be Ms. Boisvert, Mr. Darcy,  
36 and Mr. Mongeon.  
37

#### 38 ***Director Compensation Review Committee***

39  
40 Chair Davis informed the Board that the Director Compensation Review Committee will be  
41 Chaired by Ms. McElaney, and the directors will be Ms. Boisvert, and Mr. Viens. This  
42 committee will meet in the first quarter and is number one on the tracking report.  
43

#### 44 ***General Counsel Annual Review***

45  
46 Chair Davis commented that although this seems like a pressing need, the Performance Review

1 Committee currently has no written charter and there is a question if it should be its own committee  
2 or what committee it should go to. Procedures need to be established going forward  
3 so it is completed the same way every year. Chair Davis proposes to bring this to the Executive  
4 Committee in January to move it along.

5 Mr. Mongeon commented to get this process moving forward quickly to complete the survey  
6 that NRECA proposed with all comments going to the general counsel. The board can then do a  
7 quick brainstorming session on 2 or 3 areas they would like to see the general counsel improve  
8 upon.

9  
10 Chair Davis said the intention is to use all materials that several board members have provided.  
11 She also stated that she would like to work on the language and bring it to the Executive  
12 Committee at the January meeting to approve an approach and a charter for the review process.

### 13 **President's Report**

14  
15 Ms. Clemens Roberts presented the President's Report, sharing highlights from her written report.  
16 She reviewed items from the Safety Brief; discussed the integration of combining the broadband  
17 and NHEC check run into one to streamline the process; and discussed the board payments for  
18 Broadband and Directors also being combined into one check run with a detailed summary  
19 attached; success of launching "Clemens's Corner" update email to staff every other week;  
20 implemented a process to visit districts as a leadership team twice a year as well as holding all  
21 hands Zoom meetings for office personnel.

22  
23 Mr. Mongeon asked if we have a full understanding on the financial controls for NH Broadband  
24 now that a CFO is on board.

25  
26 Ms. Clemens Roberts responded that financial controls are always a work in progress and are  
27 always looking for ways to improve. Weekly and biweekly meetings are held with the vendor and  
28 sub-contractor and have made some progress with the timing of the invoices and consumption  
29 reports. We will continue to work with CFC, our financial auditor, and our financial consultants to  
30 improve the process.

31  
32 Mr. Mongeon also asked if there is a financial controls document that helps guide the staff.

33  
34 Ms. Achenbach replied there are procedures and policies for cash disbursements and pass our  
35 audit every year for financial controls. We work with vendors continuously and are now receiving  
36 aging and accrual reports weekly.

37  
38 Mr. Mongeon asked if there are any unique financial controls we needed to put into place once we  
39 got into the Broadband business.

40  
41 Ms. Taylor replied they are working on fine tuning the process such as procurement and our  
42 inventory. More of the NHEC controls as being followed such as inventory in stock and  
43 completing charge outs, whereas before it was off line.

44  
45 The Broadband budget was missed last month as there was a meeting shift, but it is included in  
46 the packet for today for approval by the Board.

47  
48 There was a question on TIER and a written response is provided in the packet. Our lender does  
49 not have a TIER covenant; however, we do have 4 covenants as part of our lending with CFC

50 that applies discounts to us. These are volume, debt service coverage rate that includes being an  
exclusive CFC borrower, and the equity percentage of at least 40%.

2  
3 Mr. Dwyer asked if there is a consolidated balance sheet multiyear forecast for all 3 businesses.

4  
5 Ms. Clemsen Roberts responded that as she put in her recent email response, this will be  
6 completed by the end of the year along with the Broadband Business Plan, cash flows, and the  
7 new line-up of Board meeting documents to be presented in January.

8  
9 A facilities presentation was given to update the board on the build-out plans for a new facility at  
10 the Fairgrounds location in Plymouth.

11  
12 Mr. Darcy asked how much of this is included in our capital budget.

13  
14 Ms. Clemsen Roberts replied it is included in this year's capital budget which includes some of  
15 the groundwork for the warehouse in the Plymouth district previously approved by the board.  
16 She suggested to time this project out over 10 to 15 years from start to completion. A capital  
17 budget will be created to outline this but wanted to present a high level to look at in terms of  
18 need and future plans.

19  
20 Mr. Darcy inquired if selling some of our existing properties would be practical and should they  
21 be sold while they are still being occupied.

22  
23 Ms. Clemsen Roberts replied the first step would be to sell the vacant Ossipee facility, for which  
24 a resolution for approval will be submitted at the January Board meeting. The idea was to sell  
25 some of the buildings and/or land as this phased project goes along to help fund the new  
26 construction.

27  
28 Mr. Mongeon asked to have a separate discussion to outline what the information for funding  
29 and what the timeframe for approval would look like. He commented that financial projections  
30 for the next 20 years, a full facilities plan, and a project timeline would be necessary.

31  
32 Ms. Clemsen Roberts replied that there is a facilities plan but it was broken out into phases. She  
33 will have it available at the next board meeting. She suggested that the board get a list of  
34 questions or requests relative to this together and then staff can address them. The plan is to start  
35 implementing phase one by the summer as financial projections have begun. If it is necessary to  
36 pause 2 or 3 years before beginning the next phase to allow for progression and sensitivity to our  
37 financial picture it can be done.

38  
39 Ms. McElaney commented that there are also opportunities to sell the buildings with the  
40 contingency to lease back to NHEC if necessary. She also commented that there was not any  
41 kind of budget included in the facilities presentation and that would be nice to see.

42  
43 Ms. Clemsen Roberts replied that this will be part of the projections that will be presented.

44  
45 Ms. Albee commented that having a financial projection and a total business plan that includes  
46 implications estimated and broken down in phases for running costs is important. She also  
47 commented that the full impact of the Ossipee closure in terms of restoration time has not been  
48 felt yet as we have not endured a full winter season and approving this next month would be  
49 premature.

50

51 Ms. Clemesen Roberts commented that the plan is to also consolidate the Andover and Sunapee  
offices as well.

2  
3 Ms. Albee feels NHEC is known for being decentralized and to serve members in rural and  
4 remote areas and this plan would give the impression we are centralizing around Plymouth and  
5 other areas.

6  
7 Ms. Clemesen Roberts clarified that we are not looking to close all district offices, we are just  
8 trying to make some efficiencies to better service our members.

9  
10 Mr. Darcy referenced the hot spot map and that it is centered in northern  
11 Winnepesaukee/Moultonborough area. He asked if that area is serviced by the Plymouth district.

12  
13 Ms. Clemesen Roberts replied it is serviced by the Meredith office. When creating the hot spot  
14 map, outages and service orders are taken into consideration as to where the recommendation for  
15 a district office ideally should be. We know Meredith district should be moved 8 to 10 miles  
16 down the road more into Moultonborough but the land in this area is the most expensive land in  
17 our territory. Evaluating the location of every office was important before making a large  
18 financial commitment.

19  
20 Mr. Mongeon commented it would be helpful to the board to see the different scenarios  
21 including factors like cost of land comparable to a sensitivity analysis in an excel spreadsheet.

22  
23 Chair Davis commented that this presentation was presented to the building feedback group and  
24 it was recommended to bring it forward to the board.

25  
26 Chair Davis brought attention to the Broadband budget resolution. Upon motion of Mr. Darcy,  
27 seconded by Ms. McElaney, it was

28  
29 **VOTED:** That the Board of Directors approve the 2024 Broadband operating budget of  
30 \$5 million. A 2024 net loss of \$2.8 million, and the 2024 capital budget of \$41  
31 million as presented during the Executive Session at the November 28, 2023  
32 NHEC Board of Directors meeting and as recommended by the NH  
33 Broadband, LLC Manager's Committee at its December 6, 2023 meeting.

34  
35 Vote for the motion was nine in favor (Directors French, Kedersha, McElaney, Boisvert,  
36 Mongeon, Viens, Albee, Darcy, and Davis), one abstention (Director Dwyer).

37  
38 Mr. Dwyer commented he looked at the take rates achieved in Colebrook, Lempster, and  
39 Sandwich and found that we have overachieved what we were projecting for take rates in our  
40 budget. He suggests that the goal for take rates on the Balance Scorecard be more aggressive.

41  
42 Ms. Achenbach replied that more aggressive take rates were considered, but the number of  
43 installs get to a point as we add on those feeders that they may not be sustainable, such as 200 or  
44 300 installs a week. We wanted to make sure that we weren't setting ourselves up for failure,  
45 especially as we light up feeders. The goal is to project the take rates at a higher level which  
46 generates more revenue, but we also need to make sure that we're able to get to the installs.

47  
48 Mr. Darcy noted that when it was approved by the Broadband Committee, it was also suggested  
49 that we can do better on take rates based on what other cooperatives have done and benchmark  
50 studies. He also drew attention to the loss of \$2.8 million dollars anticipated. One significant

1 change this year is 2.1 million dollars of extra expenses from fiber lease work on the broadband  
2 side of the ledger, which provided income to the electric business.

3  
4 Ms. Clemesen Roberts apologized for the delay in presenting the Broadband budget for approval but  
5 also noted next year there are plans to bring all 3 budgets together so the process will be smoother.

6  
7 She also drew attention to a net metering request from one of our members at the October Board  
8 meeting. The discussion was about how payment is received and the member made some  
9 suggestions on what he felt the rate should be. We have responded to Mr. Campbell to let him  
10 know that with the group net metering program, group hosts can receive monthly payments. In  
11 addition, we appreciate that he has some thoughts on what our rates should be set at, but we set the  
12 rates by what the cost of service is.

13  
14 She also informed the Board of her attendance, the Vegetation Management Supervisor and  
15 Attorney Phillips, at a recent Selectboard meeting in Conway to address a clearing issue that NHEC  
16 performed in the right of way. NHEC completed a thorough review to make sure all processes and  
17 laws were followed correctly. The conclusion was NHEC followed processes, NH State laws, and  
18 the town of Conway's ordinances. A member in Conway who is also on the Selectboard was very  
19 upset that we cleared some of the trees in the right of way. It was explained to him that these trees  
20 posed a safety hazard for the public and line workers. Something we can do better is to send out  
21 letters to communities and newspaper advertisements letting them know as NHEC is going through  
22 their area to do clearing. A letter was sent to the members in this area, but there was a 6 month  
23 delay before we got there. She also asked Attorney Phillips to reach out to the town of Conway's  
24 attorney to see where we sit. NHEC did some wood clearing and offered to do some stump  
25 grinding, but we did explain we would not be replanting pines or hemlocks within our right of way.

26  
27 On Monday, November 28, 2023, the State of Vermont experienced some devastating heavy, wet  
28 snow that caused several outages. NHEC sent some line crews over to help assist them in getting  
29 their systems restored. We will also be looking to send crews to assist Maine and Massachusetts  
30 utilities.

31  
32 The vendor cybersecurity addendum and vendor cybersecurity acknowledgment are in the final  
33 editing stages. The addendum is to establish policies and procedures for select vendors who  
34 either have our data or connect to our networks as part of their service to have more stringent  
35 cybersecurity requirements. The acknowledgement is for all vendors, and it just requires some  
36 limited cyber controls and reporting, as we finalize these documents. During the first quarter of  
37 2024, Ms. Taylor and Ms. Gonzalez will work on how we implement this into our existing  
38 contracts.

39  
40 Ms. Albee asked what the timeline was to begin putting them into the addendum.

41  
42 Ms. Clemesen Roberts replied it will begin in Q1 and a list of priority vendors with the highest  
43 risk that have our actual data will be first on the list. Going forward new contracts will have  
44 these requirements.

45  
46 Mr. Mongeon asked if a one- or two-page guideline or procedure around security for NHEC  
47 issued laptops could be drafted and sent to the directors as a reference for such things as  
48 password resets and updates necessary.

49  
50 Ms. Gonzalez will put something together and have it available to the directors.



1 Ms. Clemesen Roberts drew attention to the Balance Scorecard proposal (Attachment #14). There  
2 are 7 areas we proposed as part of our balance scorecard to help align the cooperative around our  
3 mission, vision, values, and the strategic plan. The 5 areas of recommendations that came out of  
4 strategic planning were affordability, reliability, member engagement, employee engagement,  
5 and the broadband build out. In addition to that, we felt there were 2 other topics that were also  
6 important, one of them being safety and the other is security such as cybersecurity which is  
7 included in our balance scorecard.

8  
9 Mr. Mongeon suggested that the Strategic Plan be approved first and then the staff propose the  
10 Balance Scorecard.

11  
12 Ms. Kedersha asked if the Hazard ID program also includes a resolution of the identified hazard  
13 and are subsequent outcomes linked to the effectiveness of the identification and implementation  
14 or is it just to identify a safety hazard. Also, how do we know that completing the monthly  
15 inspections is having any benefit.

16  
17 Mr. Jennings replied that the goals for these 2 are increased for next year. The intent is not only  
18 for the employee to identify the problem, but also to do the resolution, and that is all supposed to  
19 be included in the hazard ID card. Occasionally there are hazards identified that employee  
20 cannot resolve themselves, and it requires a further action from the company. Those are  
21 submitted to the Safety Committee and brought to resolution that way. By implementing this  
22 program, the result is an avoided injury and every single hazard ID card is logged and tracked.  
23 Observations are also tracked but we want to incentivize reporting so we can prevent future  
24 incidents from happening. This is our way of making sure that folks are following the proper  
25 protocol, wearing the proper PPE and it's our way of best enforcing the safety rules.

26  
27 Ms. Clemesen Roberts also replied that the field observations and other observations are one of  
28 the ways safety is promoted and taught with other cooperatives throughout the country.

29  
30 Ms. McElaney suggested that the Broadband build out be clarified in writing.

31  
32 Mr. Mongeon suggested to put off approving the Balance Scorecard until the Strategic Plan is  
33 approved.

34  
35 Mr. Jennings replied this would be very beneficial for us to be able to help manage our own staff  
36 and Alyssa has aligned this with our strategic plan goals that we already decided on.

37  
38 Mr. Dwyer suggested in the Broadband build out, making it 941 miles of construction and also  
39 create a goal for lit fiber as well.

40  
41 Ms. Clemesen Roberts replied that she would need to look at what the feeders are and when  
42 they're turning on because there are impacts just depending on how it's being built and where  
43 you have to come through.

44  
45 Ms. Albee asked if Ms. Clemesen Roberts accepts that it is important for the Board to know the  
46 number of lit connections as well as lit miles. Perhaps produce a percentage that's lit so there is  
47 a target.

48  
49 Ms. Clemesen Roberts replied this information is provided every month in the monthly report  
50 provided at the Broadband Manager's meeting. We would need to look at where those feeders  
51 are and where they're built because it depends on the size and on where it's being fed from.

1 There are things we find when we get out into the field, we must change what we're planning on  
2 doing. We're trying to attach to a neighboring utility who doesn't necessarily have to follow pole  
3 attachment rules. I am not prepared to discuss this today.

4  
5 Chair Davis brought attention to the approval of the Balance Scorecard. Upon motion of Ms.  
6 Kedersha, seconded by Ms. McElaney it was

7  
8 **VOTED:** That the Board of Directors approves the 2024 Balance Scorecard as presented  
9 in the meeting packet.

10  
11 Vote for the motion passed with seven in favor (Directors French, Morrill, Kedersha, McElaney,  
12 Boisvert, Viens, and Davis), two opposed (Directors Dwyer and Darcy), two abstentions  
13 (Director Mongeon and Albee). Directors offering comments included Ms. Albee who indicated  
14 she would like to see the Strategic Plan goals agreed upon first; Mr. Mongeon who stated we  
15 need to have an approved Strategic Plan first; and Mr. Dwyer who stated he would like to see  
16 some harder goals around inventory.

17  
18 The meeting recessed at 10:20 a.m. and reconvened at 10:40 a.m. All those present prior to the  
19 recess rejoined the meeting.

## 20 21 **Strategic Plan Discussion**

22 Ms. Clemesen Roberts thanked everyone on the board and staff for their time and participation in  
23 the Strategic Planning meetings, and participation in the 2-day retreats. She also recognized Mr.  
24 Mongeon and Mr. Viens for heading up the Steering Committee. She also thanked the members  
25 and employees for participating in the Member survey which we use to help inform us what our  
26 members are looking for, what our employees hear from our members, and what our employees  
27 think are important.

28  
29 The five agreed upon areas of focus were reliability, affordability, member engagement,  
30 Broadband build out, and employee engagement. The plan encompasses the next 5 years of  
31 direction for the cooperative. Feedback is welcome to allow us to better formulate this plan and  
32 make necessary changes, adjustments, and edits that are needed to bring back to the Board for  
33 full approval in January.

34  
35 Mr. Viens thought it was a good start but seems short on metrics other than the reliability area.  
36 Would like to see some hard metrics for all the sections.

37  
38 Ms. Clemesen Roberts replied this was a conversation she had with the consultant, but it was  
39 recommended to put a rough draft in front of the Board before we began to put our smart goals  
40 and our working plan together to make sure we captured everything.

41  
42 Mr. Viens commented that there should be an appendix with financials in it and in terms of  
43 equity, DSC, and projected revenue.

44  
45 Ms. Clemesen Roberts asked the Board if they want the financial metrics, budgets, and financial  
46 projections as part of the plan.

47  
48 Mr. French commented that financial numbers should be included if they match those in the  
49 Strategic Plan.

50  
51 Ms. McElaney agrees with the need of having metrics matching those in the Strategic Plan. She also

suggested on page 2 of the Strategic Plan where it talks about shifting towards a cleaner and  
1 more sustainable energy sources, to include a statement about how Broadband is supporting this  
2 shift as well.  
4

5 Mr. French further suggested that in the first year, certain strategic initiatives are going to occur.  
6 And in subsequent years there will be other ones. There should be something that states where we  
7 want to be at the end of 5 years, and how do we get there.  
8

9 Mr. Darcy commented he agrees with Mr. Viens and feels there is a lack of definable goals for  
10 keeping both the board and management accountable. There are no quantifiable goals in the  
11 Broadband portion and he objects to the second initiative as it was not discussed in the focus sub  
12 group. He also disagrees with the DEI portion as he feels it is not needed and could be harmful. He  
13 will explain in more detail in writing as to why he feels this way.  
14

15 Ms. Kedersha suggested having goals for the member engagement portion and to have more  
16 concrete solutions as to how things will be achieved in the next 5 years.  
17

18 Ms. Albee agrees with others and feels there should be more in the plan justifying the new  
19 construction of the Plymouth district since it will be a major financial cost point to the members.  
20 The document did not seem to have any details about what and when things will be done. She  
21 suggests it should reflect the member survey and the demand for renewables and more  
22 incentivizing on solar. Reassessing the annual performance review system was mentioned, but  
23 when will it be delivered with 360 feedback for all employees. There was great disappointment on  
24 the affordability section as a great amount of time was spent completing the write-up for this  
25 section. Some language was taken out such as the emphasis on cost containment, and the need for  
26 a power procurement strategy. Cost containment was at 3.5 and in this document, it was shifted to  
27 4.  
28

29 Mr. Morrill commented that it's not about getting exact dollar numbers but understanding how it  
30 will meet our objective and accomplish other things.  
31

32 Mr. Dwyer agrees with many of the comments surrounding affordability. He suggests there should  
33 be more definitive goals for the plan and the Balance Scorecard. These goals should be defined by  
34 quarters, such as Q1, Q2, etc.  
35

36 Mr. Mongeon suggested that if any initiatives or goals would require anything over and above what  
37 we already have for resources or funding, it would be important to highlight. He commented it was  
38 well written, but the implication of using NH Broadband to connect to the smart grid wording  
39 should be changed. The board roles appear incomplete and should have more details. He also said  
40 he wants a timeline of what will be completed in 5 years. He suggested that goals be a 1- or 2-page  
41 summary for each area which could be monitored by the board on a quarterly basis.  
42

43 Ms. Clemsen Roberts commented to Mr. Darcy that although organizational efficiency and  
44 structure was not discussed during the sub group meeting, it was discussed with the whole board  
45 during the full day meeting. She asked if the full board agreed to take that out of the plan.  
46

47 Chair Davis commented that it should stay in because it was part of the discussion at the retreat.  
48

49 Mr. Dwyer believes an effort like Broadband needs focus and ownership, and he doesn't believe it  
50 happens with a committee.  
51

1 Ms. Clemens Roberts confirmed that the board would like to see smart goals, some general  
2 timelines, and a work plan at the January meeting.

3  
4 Ms. Albee commented that a full work plan is not necessary right now.

5  
6 Mr. Glenshaw brought to the board's attention the tension that exists between an operational plan  
7 and the strategic plan and emphasis is on the operational aspect versus the strategic aspect.

8  
9 Ms. Clemens Roberts commented that Broadband is part of the tracking report, so if it shouldn't be  
10 part of the Strategic Plan, it can be removed and asked if it should also be removed from the  
11 tracking report as an item not to explore.

12  
13 Mr. Mongeon replied that since it wasn't talked about in the subgroup he doesn't feel it's fair to  
14 have it in there and should be removed from the Strategic Plan but not the tracking report.

15  
16 Ms. Kedersha commented that she doesn't understand how Broadband can be removed from the  
17 plan given the scale of money and effort and is not in favor of removing the conversation.

18  
19 Mr. Dwyer clarified that it's not being suggested to take Broadband out of the plan, only the  
20 reference to the change in the organization structure.

21  
22 Ms. Clemens Roberts again clarified that it does not state that a change of the structure is what is  
23 being asked, but rather review existing governance and operational structure to ensure effectiveness  
24 and efficiency. It does not suggest a change or that we are headed for a change.

25  
26 Ms. McElaney commented that the full board had a conversation and although the working groups  
27 are tasked with doing some of the leg work, everyone is tasked with making decisions together. If  
28 something wasn't talked about as a subgroup that doesn't mean it should be excluded. She agrees  
29 it should stay in the plan.

30  
31 Mr. French commented that he believes it is a tangible goal and doesn't say there will be a change  
32 but will be reviewed. He also stated he wouldn't advocate removing it from the plan.

33  
34 Mr. Darcy said this issue was raised in the past, and Attorney Phillips suggested we revise the  
35 operating agreement. There were some minor revisions made to it and the board adopted. He feels  
36 it shouldn't be the focus of the strategic initiatives as this model is used by co-ops throughout the  
37 nation.

38  
39 Ms. Albee commented that she agrees with Mr. French and encourages folks to go back and listen  
40 to the recording as to how Mr. French explained governance.

41  
42 Mr. Dwyer commented that good governance is a goal for the whole organization and if doing it for  
43 Broadband, it should be done for the whole thing.

44  
45 Mr. Mongeon commented that continually evaluating and approving governance for the entire  
46 organization should be a top-level goal.

47  
48 Ms. Clemens Roberts commented that Mr. Darcy had multiple discussions at the PR&A Committee  
49 meeting about the environmental resolution or changing how we currently offer a green energy rate  
50 to the members. This topic was not discussed at the strategic planning retreat other than to  
51 reference it was part of the member survey. This is something that can be weaved into some of the

1 reliability aspects and potentially affordability as well as member experience. Consensus is needed  
2 if more pieces of the environmental portion are added to the strategic plan as this was not a topic  
3 discussed. According to the member survey, the focus areas were reliability, affordability, quality  
4 member service, concern for the environment, and green energy. The members were interested in  
5 Broadband and many other programs and offers offered by the co-op.

6  
7 Mr. Darcy replied that he agrees with the sprinkle and mentions of the environmental issues  
8 described as it was not a primary focus. A slight re-write to mention this in the areas mentioned  
9 would be acceptable to him and to Ms. Albee as well.

10  
11 Ms. McElaney commented that she likes the idea of sprinkling environmental into the plan as this  
12 may help highlight to the members that we are taking steps to address some of the concerns  
13 brought up in the member survey.

14  
15 Ms. Clemsen Roberts commented that some adjustments to the plan such as calling out year one,  
16 year two, year three, year four, and year five and putting goals as part of that is something that will  
17 be worked on. She does not recommend building out full goals for the coming years because there  
18 are some decision points that will have to be made along the way. This was a good start and it  
19 allows the team to re-group and come back in January with another presentation.

## 20 21 **Board General Session**

### 22 23 ***Board Tracking Report***

24 Chair Davis commented that all of Q1 2024 have either been scheduled or will be scheduled and the  
25 items for Q4 2023 can be removed. She asked for any changes to the Board Tracking Report; none  
26 were noted.

### 27 28 ***Board Topics by Month***

29 Ms. Albee suggested adding some strategic topics by month beginning with February – power  
30 purchasing plan, March – net metering, 6-month strategic planning review points mentioned by  
31 Mr. Mongeon, and a rate study.

32  
33 Ms. Clemsen Roberts replied that the power purchasing strategy will be completed by the end of  
34 2024 and would not be available in February as it is part of the strategic initiatives for 2024.

35  
36 Mr. Jennings commented that this will be discussed at the upcoming PR&A Committee meeting in  
37 February. There is a lot of documentation to be reviewed and will need collaboration from the  
38 board before a plan can be put together. After the February meeting a more concrete timeline can  
39 be established.

## 40 ***Committee Meetings***

41 Following is a list of upcoming committee meetings:

- 42
- 43 • Director Compensation Review Committee – January 16, 9:00 a.m.
- 44 • Executive Committee – January 23, 9:00 a.m.

## 45 ***NHEC Foundation Report***

46 Chair Davis noted that the next meeting will be January 4, 2024.

1 **NRECA Report**

2 Mr. Colburn indicated he had nothing to add to his written report. He mentioned that NRECA  
3 does a good job with cyber work.

4

5 **Miscellaneous Additional Items**

6 Ms. Clemesen Roberts commended and thanked Ms. Yeaton for her many, many years of service to  
7 NHEC and that she will be greatly missed. I want to welcome Ms. Lessard to the leadership team  
8 and as a support role for the board as she has accepted the role and will be filling Ms. Yeaton's  
9 position. She has years of executive experience, supported a CEO before in previous roles, and has  
10 been working for Mr. Jennings for the last several years at NHEC.

11

12 Chair Davis also thanked Ms. Yeaton for her years of service as this is her last board meeting.

13

14 Ms. Albee asked if a reminder could be mentioned in the newsletter about members filling out their  
15 herbicide opt out form as members don't often remember this needs to be done annually.

16 **Executive Session**

17 Upon motion of Mr. French, seconded by Ms. McElaney, it was

18

19 **VOTED:** That the Board of Directors move into executive session for the purpose of discussion  
20 of confidential legal, litigation, and personnel matters.

21

22 Vote for the motion was unanimous and the board moved into executive session at 11:12 a.m.

23 The board moved out of executive session at 2:16 p.m.

24 Upon motion of Mr. Dwyer, seconded by Mr. French, the board unanimously voted to adjourn  
25 the meeting. Chair Davis adjourned the meeting at 2:16 p.m.

26

27 **Meeting Continuation**

28

29 Chair Davis asked for a motion to continue this meeting on January 5, 2024 for the sole purpose of  
30 nominating the Nominating Committee members. Upon motion of Ms. Boisvert, seconded by Mr.  
31 Darcy it was

32

33 **VOTED:** That the Board of Directors will continue this meeting on January 5, 2024 for the sole  
34 purpose of nominating the Nominating Committee members.

35

36 Vote for the motion was unanimous.

37

38

39

40

\_\_\_\_\_  
Brenda Boisvert, Secretary

41 A TRUE COPY ATTEST:

42

43

44

45

\_\_\_\_\_  
Sharon Davis, Chair of the Board