

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**

**Minutes of the Director-Elect Orientation Session**

**June 19, 2020**

Pursuant to proper notice duly provided to all Directors, an introductory session with directors-elect of the New Hampshire Electric Cooperative, Inc. (NHEC) was held June 19, 2020. In light of the COVID-19 pandemic and in response to Governor Sununu's Executive Order 2020-04, the meeting was conducted remotely via Zoom videoconferencing.

Directors present were Thomas Mongeon, Alana Albee, Joan Aubrey, Brenda Boisvert, Sharon Davis, Leo Dwyer, Edward French, Carolyn Kedersha, Jeffrey Morrill, and Daniel Senie. Directors-elect present were William Darcy and Madeline McElaney. Others present were Steve Camerino, President/CEO; Jim Bakas, VP of Operations and Engineering; Brian Callnan, VP of Power Resources and Access; Mark Dean, Attorney; Drew Dunagin, VP of Financial Services/CFO; Steve Kaminski, Power Planning and Policy Advisor; Mike Licata, VP of Member Services/Public Affairs; Pam Ouellette, VP of Human Resources and Organizational Development; Geoff Ziminsky, VP of Technology and Business Services/CIO; and Sharon Yeaton, Executive Services Administrator (recording).

Chair Mongeon called the meeting to order at 9:03 a.m. and welcomed new directors. He explained that the objectives of this session are to welcome newly-elected directors, to provide some initial information, and answer any questions they may have. He asked if there were any questions on the agenda and none were noted.

The meeting began with introductions.

Mr. Dwyer left the meeting at 9:09 a.m.

### **Overview of the Board and Organizational Structure**

Chair Mongeon shared information about the Board of Directors and NHEC, including officer positions, standing and ad hoc committees, the structure of the Co-op and its guiding documents, roles and duties of directors, board and committee meeting schedule and the importance of attendance, and a number of key documents that were included in the meeting packet. He noted that it typically takes several months to a year and a half for new directors to come up to speed.

### **Overview of Officer Positions and Roles**

Current NHEC officers discussed the responsibilities for each of the officer positions.

Mr. Dwyer rejoined the meeting at 9:26 a.m.

### **Officer Candidates**

Directors interested in serving as officers for the ensuing year each gave a statement on their desire to serve for the various officer positions.

Mrs. Davis joined the meeting 9:35 a.m., just after the start of officer candidate expressions of interest.

Mr. Dwyer left the meeting at 9:39 a.m., prior to the completion of officer candidate expressions of interest.

Chair Mongeon indicated that expressions of interest can also be made at the June 22<sup>nd</sup> Board Organizational meeting.

### **Overview of Board Standing and Ad Hoc Committees**

Chair Mongeon reviewed the list of standing and ad hoc board committees and had each of the current standing committee chairs provide overviews of the committees (in the absence of the Power Resources and Access Committee Chair, Mr. Callnan provided a summary).

Mr. Dwyer rejoined the meeting at 10:14 a.m.

In response to a question, Chair Mongeon stated that each director typically serves on two standing committees.

Ad Hoc committee chairs next provided overviews of those committees.

### **Annual Meeting**

Chair Mongeon discussed the Annual Meeting to be held remotely on Monday, June 22 and reviewed the items to be covered at the meeting. He noted that the Board Organizational meeting will directly follow the Annual Meeting and has a separate Zoom meeting login.

### **Officer Election Procedures**

Attorney Dean discussed the director election process to be used at the Board Organizational meeting, noting that the plan is to launch a Zoom poll for each position. He indicated that he will provide directors with his email and cell phone in case there are any technical issues with the poll voting.

Mr. Senie left the meeting at 10:33 a.m.

In response to a request, Attorney Dean discussed the quorum requirements for the Annual Meeting.

### **June 29 & 30 Remote Committee and Board Meetings**

Chair Mongeon drew attention to the Board Calendar included in the meeting packet and reviewed a list of upcoming meetings. He noted that meeting packets are typically posted several days in advance of the meetings.

Mrs. Davis discussed the NHEC Foundation and addressed questions. She noted that the June 29<sup>th</sup> meeting is also the Foundation's Annual Meeting.

## **New Director Resources**

Chair Mongeon and Mr. Camerino discussed resources available to new directors, including consultation with the Chair and other directors, outreach to Mrs. Yeaton, the OnBoard portal, orientation sessions that will be scheduled with Vice Presidents to provide high level overviews of the organization, and contact with Mr. Camerino for any requests for information. Mr. Camerino referred to the meeting package, noting that there are a number of board policies, and calling attention to the importance of Board Policy B-31, Code of Conduct.

Chair Mongeon discussed external resources available to directors, focusing on the National Rural Electric Cooperative Association (NRECA), noting that they are a main source for director training.

In response to a question asking if the Co-op is subject to the public meeting laws, Attorney Dean explained that technically RSA 91:A does not cover the Co-op, but when the Co-op voted to become unregulated from the Public Utilities Commission the statutory framework for that provides that when it is in an unregulated state the Co-op has to provide its members similar protections so we look at the statute pretty closely.

Chair Mongeon offered an opportunity for other directors to share information they felt would be helpful to the new directors.

Chair Mongeon thanked the board, staff, and Ms. McElaney and Mr. Darcy for their time today.

## **Adjournment**

Chair Mongeon adjourned the meeting at 10:55 a.m.

---

Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

---

Thomas Mongeon, Chair of the Board