

Approved

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.
MINUTES OF THE SPECIAL BOARD MEETING
July 24, 2024**

A Special Meeting of the New Hampshire Electric Cooperative, Inc. (NHEC) Board of Directors was held July 24, 2024, via Zoom videoconference.

Directors present were Alana Albee, William Darcy, Leo Dwyer, Carolyn Kedersha, Thomas Mongeon, Jeffrey Morrill, Pat Barbour, Peter Laufenberg, Jerry Stringham, and Harry Viens.

Others present were Alyssa Clemens Roberts, President/CEO; Paul Phillips, Attorney; Ann Freeman, Attorney; Ann Lowry, Attorney; Kristen Taylor, CFO; Peter Glenshaw, VP of Member Engagement; Joshua Mazzei, VP of Operations; Sonja Gonzalez, CIO and VP of Information Technology; Carla Munoz, VP of People & Culture; Mara Hoplamazian, NHPR Reporter; Will Abbott, NHEC Member; Peter Goodrich, NHEC Member, and Maida Lessard, Executive Services Administrator (recording).

Chair Darcy called the meeting to order at 8:00 a.m. He noted for the members present that one of the purposes of the meeting is to fill two board vacancies. He further noted that the same procedure was used when a vacancy was filled in 2022 with the current board member Harry Viens in non-public session. Also being discussed is a board officer vacancy which will be decided in a non-public session like the organizational meeting that was held in June. The results will be announced when we come back into public session.

Since today's discussion is also for the purpose of discussing matters that may adversely affect the reputation of people concerning pending claims or litigation, confidential information and in consideration of legal advice previously provided, he called for a motion to go into non-public session, which was moved by Mr. Viens. He noted this is authorized by subsections C, E, J, and L of RSA 91-A:3 II. Vote for the motion was unanimous.

NHEC members, members of the public, and NHEC staff left the meeting with the exception of Ann Freeman and Susan Lowry.

The board moved into board only executive session at 8:05 a.m.

The board moved out of board only executive session at 8:20 a.m.

NHEC staff, NHEC member Will Abbott, and Mara Hoplamazian rejoined the meeting.

Chair Darcy made a statement for the public record that the board unanimously voted to elect Jerry Stringham as Treasurer and Tom Mongeon as Assistant Treasurer.

He further made a motion to fill the two board vacancies, seconded by Mr. Stringham, it was

VOTED That the Board of Directors, pursuant to the NHEC Bylaws, Article 5, Section 5, appoints John Goodrich of Littleton, NH to fill the director vacancy on the NHEC Board of Directors created by the resignation of Sharon Davis and Peter

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Laufenberg of Thornton, NH to fill the director vacancy created by the resignation of Madeline McElaney.

Ms. Kedersha commented that the proper procedure is to choose the next two candidates in the election which would be Paul Bolduc and Peter Laufenberg as these are the two candidates that members voted on and want to see as directors. Overriding members' wishes is disturbing and it creates a bad public image of NHEC at a time when the board cannot afford this type of image. The board is already under increased public and State level scrutiny and can't afford to show signs of impropriety. She further commented that as a voting Co-op member, she feels strongly that the votes of the members should be upheld over the preferences of certain individual directors.

Chair Darcy responded that Mr. Goodrich ran for election twice and in both cases received more than 50% of the vote which was more than the votes of the other two directors mentioned. He was on the nominating committee this past year, the director of the largest Vermont electric utility and has years of managerial experience in the electric utility. The bylaws also states that the board of directors has the discretion to appoint who they think would be in the best interest of the cooperative. He hopes everybody will support the decision as he feels Mr. Goodrich is well qualified.

Ms. Barbour commented she was disappointed with the change in schedule as members were given the impression that this item would be on the agenda for the July 30th board meeting and believes there were a number of members who anticipated coming to that meeting to make a statement. She understands the reason for the change in schedule but is disappointed by it.

Mr. Viens noted that the seat he took on the board when he was first elected was held by a gentleman who had been appointed to the board and had never run or been in a board election. He believes there is a precedent to bring in somebody completely outside the electoral process and at least Mr. Goodrich served on the nominating committee and ran for election twice.

Mr. Dwyer commented he believes Ms. Kedersha voted for Mr. Viens back when he was appointed to the board even though he did not get the highest votes.

Vote for the motion was 7 in favor and 2 opposed (Directors Kedersha and Barbour).

Adjournment

Chair Darcy made a motion to adjourn the meeting, seconded by Mr. Mongeon, it was

VOTED That the Board of Directors adjourn the meeting.

Vote for the motion was unanimous.

Chair Darcy adjourned the meeting at 8:37 a.m.