

Approved 5/21/25

**New Hampshire Electric Cooperative, Inc.
Minutes of the Meeting of the Executive Committee
Teams Meeting
April 10, 2025 9:00 a.m.**

Present: Executive Committee Board Members: Bill Darcy (Chair), Alana Albee, Tom Mongeon, and Jeffrey Morrill

Absent: Jerry Stringham

Other Board members: Pat Barbour and Peter Laufenberg
NHEC employees: Michael Jennings and Maida Lessard (Recording)

Meeting Called to Order

Chair Darcy called the meeting to order at 9:00 a.m.

Agenda Review

There were no suggested changes to the agenda.

State Energy Strategy Update

Chair Darcy drew attention to his memorandum regarding the State Energy Strategy and the outline of the ten policy goals that they adopted last time. He is in favor of these goals, supporting BEA, and does not see their plan as harmful to our interests and asked the committee for feedback.

Ms. Albee commented that she had an issue with the whole report as it was written before the new administration and is not completely relevant now. She did not have a problem with the goals, but thought the goal about protecting the high cost of electricity for New Hampshire was weak. Her concern is on the impact of regional infrastructure and transitioning away from regional carbon pricing and the need to balance new technologies and the demand for data centers.

Chair Darcy commented that these goals were established in 2021 and is reluctant to get into anything related to the new administration.

Ms. Albee commented we should suggest this report on policies be revisited in light of recent changes.

Chair Darcy replied if there are specific thoughts on this to send them to him and Mr. Jennings for consideration.

Mr. Mongeon commented that the goals seem to be competing, lack priorities, and it is unclear what is driving the action.

Mr. Jennings commented that we were the only utility in the region that did not submit comments and he believes as we are the only utility that actually represents the ratepayers best interest to have the most critical comments on this document. He believes one of the most important things we should focus on is to make sure that New Hampshire isn't subject to all the other state's political agenda as those are driving what happens in the regional market. There are some ongoing bills for consideration now to analyze and remove New Hampshire from that potentially.

Chair Darcy suggested to point out that we have completed a survey of our members in many of the towns and it was clear that their priorities are affordability and reliability which are mentioned in the report. He is leaving it to Mr. Jennings and staff to submit a reply that outlines our position and general support.

Strategic Plan Update

Chair Darcy requested the format of the document be changed for clarity and accessibility and to prioritize the goals.

Ms. Albee proposed that key studies and reports be shared with the board and put in OnBoard such as the microgrid study, grant tracking, procurement procedures and data analytics roadmap.

Mr. Jennings commented he will reformat the report as requested. He commended his team for the work put into this plan and others as there has been a lot accomplished in the last year which the current format does not show. He noted that the plan originally had a DEI goal but has since been rebranded and is now categorized under talent strategies. The member participation on the election goal was replaced this year as it is assumed this year will be a quieter than last year. A large effort was made last year to create a grant team including the creation of a mission statement, guiding documents, and evaluating materials that ended up being a wasted effort. There are many grants out there, and we have a good understanding of what the big targets are for NHEC. The mitigation grant through FEMA which we have one that is currently ongoing, a broadband grant through the state and the BEAD program, and the formula grant program through the state that has been postponed temporarily but we have a high likelihood of being successful obtaining.

The original grant team effort was taking a lot of time from staff and a lot of money. We also had Meguire Whitney on board as a grant consultant to review and report to us regularly which was \$30,000 to \$40,000 per year. We decided to not use them as a resource as the reports they were providing were already information we knew about and in addition, we decided to focus on programs through NRECA and the cybersecurity grants as these are big dollar items. This has changed the strategic plan goal as we now have a better understanding of the process

and what each grant requires and not pursue every single one that comes up but prioritize the ones that best apply to NHEC.

Mr. Mongeon suggested putting the plan in an excel spreadsheet and highlighting those goals have changed and what the changes are. He also suggested that the goals that are not complete at the end of the year and will be rolling over into the next year be highlighted.

Mr. Morrill commented we should prioritize the goals and focus on those we can definitely complete first.

Ms. Albee commented that the board is in a transition on the use of the strategic plan and the board has not clearly understood how things work. She suggested adding a paragraph about the changes on the grant tracking system as Mr. Jennings just explained and to possibly present the microgrid study to the E&O Committee.

Chair Darcy asked about our efforts working with NRTC on benchmarking broadband and are we participating in the survey. He mentioned there have been three of them and it looks like they cut out all the Conexon projects and we never participated in them.

Mr. Jennings replied we are participating in the survey and will check to see if we participated last year as well. He commented we haven't done a good enough job analyzing the benchmarking data in the past but he will make sure there is a deliberate effort this year to see where our opportunities are.

Chair Darcy mentioned the report he received recently from Doug Dawson and it suggests one of the benchmarking items we need is to compare our marketing and sales procedures to others as it seems there is a very significant difference in broadband by what we do and what others do.

Mr. Mongeon suggested creating a flowchart for data analytics that outlines the process and adding a page of textual content summarizing changes, etc.

Ms. Albee commented she is not looking at increasing staff workload, but would like to see uploads of key outputs into a folder in OnBoard such as the employee handbook, digital bill redesign, how grants are tracked, and the microgrid study.

Mr. Jennings commented that many of these are 2025 goals and we will be bringing them to the board. The microgrid study will be brought forward by Mr. Mazzei at the next E&O Committee Meeting, the bill redesign will be brought to the board either this month or next, and we don't have anything to present on the data analytics yet. He suggested that he and the board review the strategic plan and make sure that the goals are still in alignment, do we have the right number of goals, and are we focusing on the right priorities. He also suggested in the Fall to look at the broadband goals and focus on the purpose of the business, what we are going to do when we are generating profit, are we going to reinvest or expand over time and focus on

that as part of the organization.

Board Policies Review

Chair Darcy suggested several changes to board policies for clarity and updating.

- **B-2 Board Committees:** Clarification of board chair and CEO voting rights needed.
- **B-7 Membership Dues and Contribution Policy (2.b.):** Remove outdated reference to charitable giving guidelines.
- **B-8 Disclosure of NHEC Information and the Open Conduct of Meetings of the Board of Directors and its Committees:** Ensure compliance with public information statutes – Chair to get clarification from Attorney Fahey.
- **B-9 Economic and Community Development:** Revise or remove economic development policy to reflect actual cooperative responsibilities. Eliminate? Needs to be analyzed.
- **B-10 Service Territory Realignment:** Needs modifications to clearly distinguish operational vs. strategic realignments and when does it need to go to the board.
- **B-13 Code of Ethical Conduct, Anti-Discrimination, Anti-Harassment, Whistleblower, and Complaint Procedure:** Potential refinements to conflict of interest provisions – Bill will review.
- **B-17 President Succession:** Propose clearer, more structured policy led by Ms. Albee, Mr. Jennings, and Chair Darcy next month.
- **B-19 Director Electric Accounts:** No changes.
- **B-20 Member Electrical Usage and Generation Data:** New AMI meters are capable of knowing appliances used, etc. May want to revise the verbiage.
- **B-21 Nominating Committee:** Consider taking out sentence saying a nominating committee member needs to speak to an existing board member before deadline. Mr. Laufenberg suggested a sub-committee to clarify and/or change the process to include election process as well.
- **B-22 Project Justification and Approval Guidelines:** Adjustments for capital projects above a certain threshold – clarify if it is a stand alone, a one time project or part of the CCB. Need to be consistent with new policy on CEO responsibilities.

Chair Darcy mentioned an item brought to his attention by Mr. Jennings about the importance of designating staff internal officers. It may be appropriate for Mr. Jennings to appoint staff officers and may require an amendment to the B-4 policy to resolve.

Significant Changes in Organizational Structure and Wage and Salary Plan

Chair Darcy drew attention to significant changes in this in the past that were never submitted to the board. He requested salary surveys during the last budget process but had never received them. Mr. Jennings has since provided the Winston Tan study that was used to form the salary

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schedule, some NRECA studies, and some detailed organization charts. He would like to provide this information to the Executive Committee to decide what, if anything, to do about that. There will be no big changes in the salary schedule without a rational process.

Mr. Jennings assured the board if he has any organization wide salary structure changes that he wants to implement, he will consult with the board first. He cautioned to not go back and make any changes. He plans to complete a review of the process just to get verification of what was done or should have been done in the past.

Chair Darcy commented he wants the board to be provided some data to be able to look at in the event there is an organizational structure or revised wage salary plan change going forward.

Ms. Albee suggested that the overall picture of staffing be looked at next year and to look into the survey used by Korn Ferry years ago.

Mr. Jennings commented they have reached out to Korn Ferry and they are considerably more expensive now so we are looking into some other options.

Chair Darcy asked for a motion to adjourn.

Upon motion of Ms. Albee, seconded by Mr. Morrill, it was

VOTED That the Executive Committee adjourns the meeting.

Vote for the motion was unanimous.

The meeting was adjourned at 10:22 a.m.