

Approved 6/24/25

**New Hampshire Electric Cooperative, Inc.  
Minutes of the Meeting of the Executive Committee  
Teams Meeting  
May 21, 2025 10:00 a.m.**

**Present:** Executive Committee Board Members: Bill Darcy (Chair), Alana Albee, Tom Mongeon, Leo Dwyer, Jerry Stringham, and Jeffrey Morrill

Other Board members: Pat Barbour and Peter Laufenberg

NHEC employees: Michael Jennings and Maida Lessard (Recording)

Other: Attorney Fahey

**Meeting Called to Order**

Chair Darcy called the meeting to order at 10:00 a.m.

**Agenda Review**

There were no suggested changes to the agenda.

Chair Darcy asked for a motion to approve the minutes of the April 10, 2025 Executive Committee Meeting.

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

**VOTED** That the Executive Committee approve the minutes of the April 10, 2025 Executive Committee Meeting.

Vote for the motion was unanimous with the exception of Mr. Dwyer who was not in attendance.

**Board Policy Revisions**

Chair Darcy drew attention to his memorandum explaining the changes in the following policies.

- **B-4 Functions and Authorities of the President/CEO:** Added a sentence to Personnel Management section, number 10 as suggested by Attorney Fahey: *He shall also designate employee officers of the corporation, subject to approval of the Board of Directors.*
- **B-7 Membership Dues and Contribution Policy (2.b.):** Remove outdated reference to charitable giving guidelines as this policy was created before the creation of the NHEC Foundation. Also changed the language from the designation to management to CEO.

- **B-8 Disclosure of NHEC Information and the Open Conduct of Meetings of the Board of Directors and its Committees:** The public information statutes contains many pages explaining the duties of public entities and not possible to summarize it into a board policy. Provisions were deleted that were contrary to the statute. The statement that we can charge for copying expenses was also deleted. Public session board meeting minutes were added to the Transparency section.

Attorney Fahey had some suggested changes that he submitted so more changes to this policy may be recommended before the board meeting.

- **B-9 Economic and Community Development:** It suggested that we had a duty to economic development throughout the State of New Hampshire. Chair Darcy made the primary duties within our service area.
- **B-10 Service Territory Realignment:** Delete.
- **B-13 Code of Ethical Conduct, Anti-Discrimination, Anti-Harassment, Whistleblower, and Complaint Procedure:** Mr. Jennings suggested to eliminate the word might in the phrase “might create an appearance” as it leaves it up to the interpretation of the reader. Mr. Jennings and Attorney Fahey suggested a more comprehensive conflict of interest policy that may be considered in the future.
- **B-17 President Succession:** Chair Darcy shortened the policy and made it clearer by separating planned and unplanned departures.
- **B-19 Director Electric Accounts:** No changes.
- **B-21 Nominating Committee:** Eliminated the need for potential candidates to have to talk to a board member as part of the requirement.
- **B-22 Project Justification and Approval Guidelines:** Threshold was changed from \$1 million to \$2 million since the \$1 million provision is already stated in Board Policy B-4. The same justification process is still necessary.

Chair Darcy asked for a motion to recommend these changes to the board of directors.

Upon motion of Mr. Mongeon, seconded by Mr. Stringham, it was

**VOTED:** That the Executive Committee recommend the board policy changes B-2, B-4, B-7, B-8, B-9, B-10 (delete) B-13, B-17, B-19, B-20, B-21, and B-22 to the board at the May 27, 2025 Board of Directors Meeting.

Vote for the motion was unanimous.

## Salary Plan and Organization

Chair Darcy suggested with the Board should have information to evaluate the salary plan and organization for the board to review. He is anticipating once a permanent CEO is decided upon, the CEO may have thoughts on the pay plan and organizational plan to make it more efficient and effective. This would be a recommendation of the CEO and not the board but would like the board to have access to the data as they have not in the past. Also included in the meeting packet was the data used for the top ten salaries that were listed on our 990 form and the most recent organizational chart. This information is important for the committee to have as it is their specific obligation to be knowledgeable about this data. If there are any other pieces of information that the committee feels is relevant, reach out to Chair Darcy.

Ms. Albee commented that she appreciated getting the information and she was surprised in the very large increases in the salaries of the top 10. She would like to see a timeframe where the committee will look into the details and come up with a process of adjustments and updating the organizational plan. It is very uneven in terms of level of supervision and is not tied to performance assessments. She feels that if leadership is making this kind of money it needs to be clear what the expectations are as these salaries are nationally benchmarked and are extremely high for New Hampshire.

Chair Darcy replied that the timeline he is looking at is August or September and he would like it to be scheduled into the budget process as well.

Ms. Barbour commented that the only senior leadership that still appears on the 2024 salary list that were also on the 2020 list were Mr. Jennings and Mr. Mazzei, all the others have left the company. This is just another indication of the turmoil this organization's been through in the last few years.

Chair Darcy commented a lot of the turnover occurred before the last two years has been described as the turmoil. This was mainly due to the prior President leaving among other reasons and not the most recent events in the last year.

Ms. Barbour replied that she was alluding to that, but only pointed out if you are looking at the data from the outside it would make one question how and why this amount of turnover happens in a short period of time. This could make it harder for board members to continue to recruit things. Some of the salaries in the data may reflect where we were in the market in terms of being able to attract people.

Chair Darcy commented there has been a significant interest in the VP of Broadband position we just recently started recruiting for even though there has been turnover in that position.

Mr. Mongeon suggests that everyone agrees on what the board's role is and isn't moving forward. This is an oversight area for the board but it should be understood and respected that Mr. Jennings needs to lead and manage the team moving forward.

Ms. Albee suggested to start with a discussion with Mr. Jennings on the expectations of the board and set parameters.

Mr. Jennings agreed with the suggestions and having goals going into the budget process so staff knows that our budget aligns with what the board is looking for. When bringing the budget forward this year, it is critical that more money above the cost of living is budgeted for performance based increases. This was not done this year so it is causing a bit of a struggle going through the process.

Top performers that are underpaid in their bracket will need a substantial raise to get them there. Without budgeting additional money, the remainder of the company has to get less than the cost of living to accommodate a high achiever. A little more wiggle room is going to be needed on the salary and benefits side of the budget for next year to properly reward those folks for being high performers.

Mr. Mongeon commented that ISO New England has two budgets when it comes to compensation. One is for merit increases and the other is a promotion budget. He suggests that a timeline of the boards expectations and process as previously mentioned by Ms. Albee be set and brought back to the board.

### **Board Budget**

Chair Darcy drew attention to the data that Mr. Jennings presented and noted the board's budgeted expenditures have gone down for the last three years. The board did go over budget last year by about \$45,000 due to an unexpected cost of \$148,000 in legal expenses. If it wasn't for that unexpected cost, the board would have been \$100,000 under budget. He suggests this be incorporated into Mr. Stringham's budget process as a separate item to be reviewed.

Ms. Barbour commented that last year Ms. McElaney presented some information about board and director fees and some benchmarking which there was a disagreement about the benchmark that was used. She suggested that the board revisit that this year as part of that process.

Chair Darcy agreed and mentioned data that Mr. Mongeon wanted some data to be incorporated into that review.

Mr. Mongeon commented that at one point it was on the board tracking report.

Chair Darcy replied this might have been missed as it was to be done in the first quarter of the year but it could also be part of the budget process.

Mr. Mongeon asked Mr. Jennings how things are going for him in his new role and asked if the board is supporting him enough.

Mr. Jennings replied it is going very well and he has had the opportunity to get to know each of the board members individually a bit more. He commented that things have been going a lot more smoothly than they have in the past. He has held several all employee meetings and visited every district as well as presented at public community events and numerous organizations around the state. The feedback has been the same, folks think things are going very well at the cooperative. It seems like we are bringing a lot of good publicity and the feedback has been consistently positive.

Ms. Albee commented that she finds it remarkable the change in the public sentiment as random members have come up to her and commented that things are clearer, simpler and well run especially the newsletter and the website. There has been nothing but compliments in Tuftonboro about broadband.

Mr. Dwyer asked if Mr. Jennings has had any contact with Don Kreis and does it look like his position will remain.

Mr. Jennings replied he has spoken with him and it was positive. He commented he had a great relationship with Mr. Kreis prior to stepping into this role even though they disagreed on some public policies. This is a relationship we want to maintain positively as he's been a good advocate of public power and the Co-op. He believes Mr. Kreis's position will remain.

**Approved 6/24/25**

Upon motion of Mr. Mongeon, seconded by Mr. Dwyer, it was

**VOTED** That the Executive Committee adjourns the meeting.

Vote for the motion was unanimous.

The meeting was adjourned at 10:40 a.m.