

**MINUTES OF THE MEETING**  
**JOINT ETHICS SUB-COMMITTEE**  
**BOARDS OF DIRECTORS OF**  
**CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE and**  
**CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY**  
**COOPERATIVE**

**January 9, 2018**

The Joint Ethics Sub-Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) met at the CMEEC offices on Tuesday, January 9, 2018.

Committee Chairman Jeffrey Godley called the meeting to order at 1:05 p.m.

**The following Committee Members participated:**

Groton Utilities – Keith Hedrick, Jeffrey Godley  
Jewett City – Kenneth Sullivan (by phone)  
Norwich Public Utilities – Dr. Grace Jones

**The following individuals from CMEEC participated:**

Drew Rankin, CMEEC, Chief Executive Officer  
Robin Kipnis, CMEEC, General Counsel  
Scott Whittier, CMEEC, Director of Enabling Services  
Ellen Kachmar, CMEEC, Office and Facility Manager

**Other Participants:**

Robert Fricchione, The Human Resources Consortium, LLC  
Attorney Scott Macdonald, The Human Resources Consortium, LLC  
William Kowalski, Municipal Electric Consumer Advocate (by phone)

**Guests:**

Stephanie Menders, The Norwich Bulletin

Ms. Kachmar recorded.

Committee Chairman Godley requested participants introduce themselves and the organization they represent. He noted the purpose of this second meeting of the Ethics Sub-Committee is to review a draft conflict of interest policy, and supporting processes and procedures, prepared by The Human Resources Consortium and based on discussions from the first meeting. Chairman Godley confirmed the committee had reviewed materials provided to them prior to the meeting.

The first task for the committee according to Mr. Fricchione was to identify the stakeholders for CMEEC's proposed Ethics Policy. The committee was led through a discussion which defined, re-classified, and evaluated the potential impact of ethics policies on these stakeholders. Mr. Fricchione went on to state that ethics policy can be loose or tight, and companies vary in their philosophy, which resulted in discussion. Mr. Kowalski stated he believes CMEEC should choose policy provisions which are at a threshold below all municipal constituents. Most participants agreed that there should not be ethics policies that are open to interpretation. Mr. Fricchione noted that CMEEC currently has two (2) separate ethics policies, one for the Board of Directors, and one for the CMEEC employees. It is being proposed that there be a single policy for both CMEEC employees and CMEEC Board members.

Mr. Macdonald, a labor attorney with The Human Resource Consortium, led the review of the draft Ethics Policy, noting that this is the first time the committee had reviewed the policy together and that it is intended as a work in progress from a generic draft, in which some draft provisions may not be as applicable.

Various sections of the proposed policy were discussed in detail, and included topics such as definitions of conflict of interest, gifts, use of company property, business travel and retreats (which included a discussion on spousal travel). The committee noted the inherent difficulty of coordinating a CMEEC ethics policy with the ethics policies adopted by many of the Member towns and with understanding the role and obligations of CMEEC Board Members

Chairman Godley suggested another Ethics Sub-Committee meeting be scheduled in February to review the next policy revision, which Attorney Macdonald will prepare based on these discussions. Mr. Rankin suggested the committee test the final ethics policy with real life examples to make sure it is workable.

There being no further business to come before this committee, the meeting was adjourned at 3:16 p.m.