

MINUTES OF THE MEETING OF THE  
JOINT GOVERNANCE COMMITTEE OF THE  
BOARDS OF DIRECTORS OF  
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE  
AND  
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

July 25, 2019

A Special Meeting of the Joint Governance Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC”) was held on Thursday, July 25, 2019 at the Pastime Athletic Club, 56 Seaview Avenue, East Norwalk, CT.

The meeting was legally noticed in compliance with Connecticut General Statutes and all proceedings and actions hereafter recorded occurred during the publicly open portions of the meeting.

**The following Committee Members participated:**

Bozrah Light & Power: Richard Tanger  
Groton Utilities: Ronald Gaudet, Mark Oefinger  
East Norwalk TTD: Debora Goldstein

**The following Member Representative participated:**

Jewett City Department of Public Utilities: Louis Demicco (via telephone)  
East Norwalk TTD: Kevin Barber

**The following CMEEC Staff participated:**

Michael Lane, CMEEC CFO and Interim CEO (via telephone)  
Robin Kipnis, CMEEC General Counsel  
Scott Whittier, CMEEC Director of Enabling Services  
Margaret Job, CMEEC Executive Assistant/Paralegal  
Ellen Kachmar, CMEEC Office & Facilities Manager

**The following also participated:**

David Silverstone, Esquire, Municipal Electric Consumer Advocate (by telephone)

Ms. Job recorded.

Committee Chair Ronald Gaudet called the meeting to order at 3:18 p.m. and determined a quorum was present. For the record he noted that the meeting was taking place at the Pastime Athletic Club, 59 Seaview Avenue, East Norwalk, CT. He asked that each participant identify themselves for the benefit of those on the telephone and those participating in person.

### **Agenda Item**

#### **A Discussion of Organizational Best Practices for Chief Financial Officer and General Counsel**

Based on a recommendation made by the Special Committee, Ms. Kipnis explained that the Governance Committee tasked her with reviewing best practices for a reporting structure involving a dotted-line reporting of a General Counsel and a Chief Financial Officer to the Board of Directors of an organization.

She reviewed the organizational chart she created reflecting the dotted line reporting and that was provided to this Committee in advance of today's meeting.

Extensive discussion followed regarding the scope of the reporting structure of a CFO and General Counsel to the Board of Directors.

MECA David Silverstone added that as someone who has held the position of CEO in a similar industry it is important not to create an environment where the CEO's ability to run the organization is undermined. It was determined that Ms. Kipnis would attempt to codify the organizational chart in accordance with the discussion.

Given the lateness of the hour, the Committee agreed that it would table Agenda Items A-E until the next meeting scheduled for Thursday, August 15, 2019 at 1:00 p.m.

**A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Richard Tanger to table today's Agenda Items A-E.**

**Motion passed unanimously.**

There being no further business to come before this Committee, Chair Gaudet entertained a motion to adjourn.

**A motion was made by Committee Member Tanger, seconded by Municipal Representative Oefinger to adjourn the meeting.**

The meeting was adjourned at 3:59 p.m.