 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – MINUTES	
	Meeting Type:	Annual Board of Directors Meeting
	Meeting Location:	Daniel Webster Grange Hall, Town of Webster 945 Battle Street, Webster, NH 03303
	Meeting Date:	Thursday, April 21, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

1. Annual CPCNH Board of Directors Meeting


(Directly following Annual Membership Meeting)

1. Call to Order (5 min) Roll Call & Verify Meeting Quorum

April Salas called the meeting to order at 10:31 am

Member	Director	Present / Absent	Alternate	Present / Absent
Cheshire County	Terry Clark	Present	Chris Coates	Absent
Dover	Chris Parker	Present virtually	Jackson Kaspari	Absent
Durham	Mandy Merrill	Present virtually	Nat Balch	Absent
Enfield	Kim Quirk	Present	Jo-Ellen Courtney	Present
Exeter	Nick Devonshire	Absent	Julie Gilman	Absent
Hanover	April Salas	Present	Peter Kulbacki	Present
Harrisville	Andrea Hodson	Present	Andrew Maneval	Absent
Hudson	Craig Putnam	Present virtually	Kate Messner	Present virtually
Lebanon	Clifton Below	Present	Greg Ames	Absent
Nashua	Doria Brown	Present virtually	Bob Blaisdell	Absent
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Present	Tim Paradis	Absent
Pembroke	Matt Miller	Present	Jackie Wengenroth	Absent
Plainfield	Evan Oxenham	Present	Steve Ladd	Absent
Rye	Lisa Sweet	Present	Howard Kalet	Absent
Walpole	Paul Looney	Present	Dennis Marcom	Absent
Warner	Clyde Carson	Present	George Packard	Absent
Webster	Martin Bender	Absent	David Hemenway	Present

The Directors attending virtually noted that it is not reasonably practicable for them to attend in person due to the long travel times.

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Twelve board members were physically present, so the meeting quorum was met

2. Agenda and Minutes

Chair April Salas asked for amendments to the agenda. None were proposed.

- **Approve Meeting Minutes.**

The Board was asked to approve the meeting minutes of the February 17 and March 17 Board meetings. There was no discussion.

Clifton Below moved to adopt the February 17 and March 17 meeting minutes as presented in the agenda packet. Clyde Carson seconded the motion and a roll call vote was held. Those voting in favor were: Terry Clark, Chris Parker, Kim Quirk, April Salas, Andrea Hodson, Craig Putnam, Clifton Below, Doria Brown, Jamie Hess, Matt Miller, Evan Oxenham, Paul Looney, Clyde Carson, and David Hemenway. Nick Devonshire and Toni Weinstein were absent. Lisa Sweet and Mandy Merrill abstained. The motion passed.

3. New Membership Portsmouth, NH

Councilor John Tabor from Portsmouth introduced Kevin Charette on the Portsmouth Energy Advisory Committee, and Peter Rice, Director of Public Works. Kevin Charette will be the Director representing Portsmouth and Peter Rice will be the Alternate.

Lisa Sweet moved to approve Portsmouth NH as a member of CPCNH. David Hemenway seconded the motion which was approved unanimously by a roll call vote.

Kevin Charette will now participate in Board votes. Lisa Sweet noted that she has scheduled an onboarding meeting for Portsmouth.


4. Adopt Mission / Vision Statements [Vote] (Attachment 2)

The Mission and Vision Statements were in Attachment 2 of the Board packet.

Andrea Hodson moved that the Board approve the Mission and Vision Statements as presented in the packet. The motion was seconded by Jamie Hess and approved unanimously by a roll call vote (including Kevin Charette from Portsmouth).

5. Committee Appreciation Board and Committee Chair reflections (Attachment 3)

Chair April Salas reviewed CPCNH's many accomplishments of the first six months of operation including: standing up the various committees, legislative and regulatory advocacy, issuance of an RFI and soon to be issuance of an RFP, hiring a legal firm (DWGP) and two technical consultants, developing board policies, and raising money. April thanked all the members of all the CPCNH committees for their hard work as a volunteer Board with little administrative support.

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Matt Miller, the Chair of the Risk Management Committee, commented that the first 6 months had been a very interesting experience. The members of the committee are all volunteers, and it is because of all their effort and commitment to the committee that they achieved anything. He thanked all the committee members, and recognized the contributions by Samuel Golding and Henry Herndon. He said that the committee literally has people from the western most and eastern most parts of the state, which created the logistical problem that the Board solved this morning. The committee has created several key deliverables, including the Risk Ledger, the RFI and the RFP.

Lisa Sweet, Chair of Member Operation and Engagement, recognized April Salas, Nat Balch, Paul Looney, Howard Kalet, Chris Parker, Craig Putnam, and Jackie Wengenroth for their work, as well as Dori Drachman and Julia Griffin as resource volunteers and Henry Herndon for technical support. She thanked Dover for providing space. She reported that the MOE committee has helped onboard the new members of Hudson, New London, Pembroke, Webster, and now Portsmouth. The MOE committee is working to get 2022 Town EAPs approved at Town Meeting and is helping to get 2023 Town EAPs ready for Town Meeting in March 2023.

Lisa emphasized that the Members that have approved EAPs should upload their EAPs to the “Finalized EAPs in MSWord” folder under the MOE committee folder on the CPCNH Google drive. The reason for this is that once the PUC finalizes its proposal for rules, the MOE wants to have those plans reviewed and then updated with a technical appendix stating how they meet the requirements in the rules. Towns with approved plans will need to take these updated plans before their Governing Body before submitting them to the PUC as quickly as possible.

Andrea Hodson, Treasurer and Chair of the Finance Committee, reflected that it had been super informative to be on a hands-on committee, or two or three! She expressed appreciation of everyone on the committee and in the orbit of the committee. Andrea said that, undoubtedly, if you have not joined a committee yet, being on one will improve your practice and get you around the state.

Clifton Below, Chair of the Regulatory and Legislative Affairs Committee, noted that the committee has yet to be populated and stood up. Clifton had, in consultation with the Board and Executive Committee, been authorized to work on legislation and the administrative rules for Community Power at the PUC. Clifton reported that both SB 321 and SB 265 passed out of the House Science, Technology and Energy committee with unanimous votes. SB 265 with no amendment, is on the House consent calendar. SB 321 had amendments, limiting it to a pilot of narrow scale, and directed the PUC to decide jurisdictional issues (which Clifton thinks is great). SB 321 is also on the House consent calendar.

April Salas encourages volunteers to participate on committees. There is a lot that happens in between Board meetings, and the committees are a way to get involved and help shape the Board agenda, and bring the items of importance to your community to the Coalition.

Andrea Hodson raised her glass in thanks to April for Chairing the Coalition. The Board applauded April.



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – MINUTES

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6. Community Power Launch [Vote] RFP for Services and Credit Support for Q&A with Risk Management (35 min) All-Requirements Joint Powers Agency & Community Power Aggregation Programs (Attachment 4)

Matt Miller introduced the discussion of the RFP. He noted that Version 16 of the RFP was supplied in the Board Packet. The purpose of the RFP is to allow CPCNH to contract for services that will allow CPCNH to provide electricity procurement services, customer services, data management services, and other services to allow members to procure power that is more affordable than utility defaults, and also provide other options such as more renewable content, or other goals that Members might have. The vendors will help the Coalition to develop stable internal competency to support projects such as power generation or conservation or other projects. This RFP is our request to the landscape of vendors to read it to understand the NH environment and the requirements for operating in NH, and to give us proposals on how they can support CPCNH to do those things. We have described how we want them to tell us about their services so we can compare proposals by technical features, cost, and feasibility. In addition, we describe what the process will be (starting in a day or two with the release of the RFP and reference materials), then going through steps including a formal Q&A, evaluations performed by CPCNH on the response to this RFP, developing a shortlist of companies to interview, performing the interviews, a deliberative evaluation session, and finally presenting a recommendation by the Risk Management Committee to the Board (hopefully in August). After that, whoever is selected goes into a contract negotiation, which is outside of the scope of what we are talking about today (although there are a number of deliverables mentioned in the document that are related to that contract negotiation). This RFP gets us to operations.

Matt observed that the Critical Path Analysis outlines several complicated tasks that vendors will have to perform, and CPCNH will have to help them with these tasks. All these tasks take time, so if we work backwards from April 2023, it is actually a very tight fit to get everything in place to be able to launch in April 2023, so there is a sense of urgency. Matt asked to have a vote today to get approval to post this document, send out an email, and open the RFP.


Matt said that regarding the revision process, the document evolves slightly with each revision. The revisions at this point are typographical, ensuring there are no typos and that it is consistent. Nothing has changed in the document going back to V14 that changes the overall structure, scope or the philosophy of the RFP. Any changes that have been made to V16 (in the packet) to create V17 (in hand) are only minor updates and not substantive changes.

April Salas noted that the critical decisions are still left open by this RFP, it allows flexibility, and does not lock us into any one path.

Matt Miller agreed and said that the philosophy of the RFP is maximum flexibility, and not pinning CPCNH into any decisions.

April Salas noted that Samuel Golding is preparing other substantive materials and will be supporting a webinar for potential vendors which will include other experts.

Clifton Below brought one substantive issue to the attention of the Board. The section: “*Public Nature of Proposal Material*”, discusses how proposals will be treated with regard to the Right-to-Know Law. The

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previous versions were not clear on this topic, so Clifton substantially rewrote this section and had it reviewed by our legal team. The changes were approved by our legal team. Clifton said that these changes were consistent with typical practices in municipal RFPs.

Lisa Sweet asked about the vendor list and whether that list covered all the vendors that we need to include.

Matt Miller noted that the list was developed by Henry Herndon and Samuel Golding and has about 180 entries representing about 80 entities, which include banks, turn-key service providers, power generators and energy brokers. The RFI tested the vendor list, the response was good and covered a good candidate pool.

Clifton Below commented that some vendors assented to disclosing their interest in participating and potentially partnering with other entities, and that list is available on CPCNH.org

April Salas noted that there is a designated email address and point person for all vendor communications so Board members should not attempt to field enquiries on their own.

Paul Looney said that RFP states that CPCNH will provide services to 20% of the state. This is a big number, so will CPCNH have a negative impact on the utility ability to get competitive rates?

Matt Miller said, in his opinion, because some respondents to the RFP also respond to the utility default procurement RFPs, there should not be a large impact on the utilities. He added that it is important for CPCNH to have constructive relationships with the utilities. We have to determine how to be good business partners, as we will be doing business with them, because we will need data exchanges, and financial transaction exchanges involving CPCNH and the utilities. If there are real issues, we are going to want to be able to discuss and sort those out because utilities have legislative and regulatory influence.


Clifton Below noted that theoretically utilities are indifferent as to whether or not they provide electric default service. Liberty is the smallest of the distribution utilities, and they have gotten competitive proposals, often better priced than Eversource (which is 5 times the load), so it is not necessarily the case that as utility default load shrinks, price goes up.

April Salas noted that these utilities are operating in multiple states, so launching energy supply should be something utilities are ambivalent to. Once CPCNH looks into other projects, then we will have to deal with potential conflicts with utility goals. We do want to work constructively with the utilities.

Clifton agreed that we want to grow our relationships with the utilities in a positive manner so that they see us as constructive partners in their work.

Kevin Charette commented that he worked for Eversource in his career, based in Massachusetts, but also responsible for New Hampshire, so he can help bring some perspective to this discussion.

Dave Hemenway notes that on page 27 there is still an “insert url” highlighted in the document. Matt Miller is aware of this and it will be corrected before the RFP is issued. Mandy Merrill noted that Durham is listed as a

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city in some cases. Clifton said that he had noticed that too and that the Committee will correct the document.

Peter Rice from Portsmouth asked whether addenda are included in the RFP and how significant changes to the RFP would be handled. Matt Miller said the Risk Committee would decide what constituted a significant change, and would bring any such changes to the Board for approval.


Matt Miller moved that the Risk Management Committee requests that the Member Board approves the release of the CPCNH RFP for comprehensive services and Credit Support and reference materials as soon as possible, allowing for minor edits or revision prior to release that do not affect the structure, scope or philosophy of the RFP, and that the Risk Committee will follow its process for releasing addenda. Kim Quirk seconded the motion and a roll call vote was held. Those voting in favor were: Terry Clark, Chris Parker, Mandy Merrill, Kim Quirk, April Salas, Andrea Hodson, Craig Putnam, Clifton Below, Doria Brown, Jamie Hess, Matt Miller, Evan Oxenham, Kevin Charette, Lisa Sweet, Paul Looney, Clyde Carson, and David Hemenway. The motion passed unanimously. Nick Devonshire and Tomi Weinstein were absent.

7. Staffing Strategy [Vote] (10 min) Staffing strategy, internal hires (Attachment 5)

Andrea Hodson described the staffing strategy as a brick-and-mortar topic. Like the mission and vision statement, it represents a handoff to the Board of what the Executive Committee has been thinking about, with other committees, as we wrap up the first Board cycle. The staffing needs are getting very clear, and CPCNH needs to make in house hires in the areas listed in attachment 5. Whether they are fulltime vs. parttime, the position titles, the compensation, and budget support are questions that all need to be nailed down. The essence of today's discussion, and the question to the Board, is will you endorse and authorize the recommendation to move forward with these roles. If so, will you consider and allocate these tasks to a Search Team and/or the Executive Committee. A good outcome requires a good profile, an open search, and a candidate evaluation process. Essentially there are 3 roles, which have undefined titles. The first is Executive Director or Executive Manager, referred to as the CEO in CPCNH founding documents. There is a notional framework for the Search Committee for this position. The purpose of the second role is to develop, maintain, and curate the administrative and communication systems. The purpose of the third role is to develop maintain, and curate Information Technology to a higher level as well as the digital account systems.

April Salas said that CPCNH is transitioning to a structure that shifts the work from the Board to a set of employees that are accountable to the organization and to the Board. We have done a good job as a volunteer board, but it has been difficult. We need assistance and structure in the organization that professionalizes all of our hard work over the past two years. This attachment outlines the critical gaps and the highly critical needs. There are other needs, and our Business Plan contemplates others as well, but right now we need a leader for the organization. We expect that this first hire would then begin to develop the team.

Clifton Below asked whether the Search Committee might consider having a non-director as part of the Committee. He also asked whether the Search Committee would focus on just the CEO or whether it would also take on the search to fill the other positions.

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Matt Miller noted that he likes the idea of the Search Committee being independent of an existing committee. He said that the Search Committee should be allowed to invite people with relevant expertise, but who are not CPCNH directors to join the committee. Whether the non-director committee members have votes does not matter, because the committee will only be making recommendations. The priority of the committee should be hiring the leader, because that leader will have the experience, the network and the people profiles that could accelerate the search to fill other necessary positions. In the meantime, if we can find someone to temporarily fill the other project manager roles, we should not preclude that.

April Salas notes that staff assistance will help enormously to reduce the time commitment and the work load of the Officers, Committee Chairs, and Committee Members. She emphasized that the Board does not see the large amount of work that is performed behind the scenes.

Chris Parker noted agreed that the Search Committee should be a separate committee, that we should empower the committee to primarily select the CEO and then the Search Team can remain in place as a sounding board or resource for future hires. Chris suggested that it should be a five-to-seven-person search team, and have no more than three people who are not Directors or Alternates, so if the team does see a need to bring someone in from the outside, it can be done. Chris Parker volunteered to be on the Search Team as this is the type of work that he likes to do.


Doria Brown agreed we should establish the Search Team and supported April's comments regarding the need for immediate help to support the committees. Doria said that the Board of Directors should lead the Search team as this is one of our core jobs as Directors to find who is going to be working for the organization. We should not let someone who is not a director lead the search.

Jamie Hess said he thinks the strategy outlined is an excellent staffing strategy and expressed thanks for putting it together. He asked what is the time frame for hiring the CEO and what funding source would we use to pay that person?

Andrea Hodson replied that the Search Team would have to answer those questions. We are targeting a Community Power launch in Spring 2023, so the Search team would need to work backwards from that date to create that timeline and budget. We have about \$130,000 in the bank so there is money to get up and running. If we think about the Search Team as a specialized task force that can accommodate the search to fill the other positions as well, then we may get month-to-month relief in the short-term while we are bringing on a CEO. The Search team would need to consider compensation that includes cash and deferred compensation options, but she expressed concern that offering compensation that included a deferred compensation option could limit the candidate pool.

Matt Miller stated that ideally, we would have that leader in place for the negotiation of a contract, which would be in August or September.

Clifton Below noted that is an optimistic scenario, and we absolutely need to have that person on for the launch, so the sooner we start the better.

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April Salas cautioned that we really want the person to be on board, but we are not in a position of failure if we don't find them immediately. We need to find the person who is the right fit for CPCNH and this could be a long process.

Kevin Charette noted that once we select vendors in the early fall, we need resources that are actively managing, from a contract standpoint, the implementation of the contracts, and that's not an executive management position, but just making sure these contracts will be executed. That is a day-to-day full-time job, not a Board job. He asked if either of the two other resource positions would be doing that management.

April replied that in our discussions with the California CCAs contract administration was identified as a critical need.

Andrea Hodson added that under item D of the staffing document, the needs that have been identified and delegated are sitting with committees (e.g., vendor contract negotiation and management sits with Legal, Risk, etc.).


Michael Poster, DWGP Legal, commented that under the JPA, Article 9 Section 9, the Board has the authority to establish new committees. The Committee that the Board is discussing establishing, the Search Committee, would work to identify candidates but it is only the Board that can hire. The Committee would not have the authority to make offers, but would bring to the Board recommendations and the Board would decide whether to make an offer. Also, the Right-to-Know law will apply to this committee as well.

Dave Hemenway noted he liked the hiring approach and the idea of a separate committee. One thing he did not see identified is a secretary or assistant for getting the packets together and other secretarial type work. Such a position could help more quickly alleviate some of the work load issues, and make it easier to take the time to find the appropriate people.

Clifton Below moved that the Board establish a CEO and Staff Search Committee consisting of at least 3 directors with relevant experience and qualifications, that may also include alternates or other people approved by the Board, to:

- 1. Draft a position profile, compensation range and funding source for CEO and other staff for Board approval,***
- 2. Create an applicant evaluation and selection process for Board approval, and***
- 3. Follow through on Board approval of steps 1 and 2 to:***
 - a. Develop and implement a candidate source strategy,***
 - b. Coordinate applicants entering and exiting the candidate evaluation process,***
 - c. Screen candidates, including reference and background checks,***
 - d. Coordinate the candidate interview process, and***
 - e. With board approval, follow up on selection with an employment offer, appropriate notifications and onboarding.***

April Salas seconded the motion. The motion was approved unanimously by a roll call vote.

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8. Nominate, Elect Officers [Vote] Chair, Vice Chair, Secretary, and Treasurer

(Attachment 6)

Secretary Evan Oxenham reported that self-nominations were received by Clifton Below for either the Chair or Vice Chair position and by Doria Brown for Secretary.

Lisa Sweet nominated Chris Parker as Vice Chair. She said that he has served on the Member Operations and Engagement committee and that he brings great skills to the position, including a love of systems. Chris Parker accepted the nomination.

Evan Oxenham nominated Kim Quirk as Treasurer. She has experience with financial matters running her own business and she would be an excellent person to play that role. Kim Quirk accepted the nomination.

Clifton Below commented that the fifth position is automatically filled by the immediate past Chair of the Executive Committee, which would be April Salas.

Evan Oxenham moved that the Board approve the slate consisting of Clifton Below as Chair, Chris Parker as Vice Chair, Doria Brown as Secretary and Kim Quirk as Treasurer. Andrea Hodson seconded the motion which was passed by a roll call vote. Those voting in favor were: Terry Clark, Mandy Merrill, April Salas, Andrea Hodson, Kate Messner, Clifton Below, Doria Brown, Jamie Hess, Matt Miller, Evan Oxenham, Kevin Charette, Lisa Sweet, Paul Looney, Clyde Carson, and David Hemenway. Chris Parker and Kim Quirk abstained. Craig Putnam, Nick Devonshire and Toni Weinstein were absent.


April Salas thanked the members of the outgoing Executive Committee for their work with special thanks to Doria Brown and Clifton Below who have been working on this for some time. The Board applauded the outgoing Executive Committee

Doria Brown expressed thanks to Clifton Below, April Salas and everyone on the Executive Committee and looked forward to working with the new Executive Committee.

9. Committee Appointments [Vote] (15 min) Chair & Member appointments (Attachment 7)

April said that the slate of committee members was included in the Board packet as Attachment 7. She said that Matt Miller has offered to continue chairing the Risk Management committee and that Lisa Sweet has offered to continue chairing the Member Operations and Engagement committee. The Treasurer is required to chair the Finance committee so Kim Quirk will fill this position.

April suggested that Clifton Below will continue chairing the Legislative and Regulatory Affairs committee, but Clifton responded that he is hoping that Mandy Merrill will assume the position as chair. Mandy agreed to this. Clifton Below, Evan Oxenham and Clyde Carson agreed to serve on the committee.

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April said that Doria Brown was chairing the Governance committee and asked if anyone else would like to step forward to replace her. None volunteered.

The following people volunteered to serve on the Search committee, Chris Parker, April Salas, Doria Brown and Kevin Charette. The Finance committee will consist of Kim Quirk, Terry Clarke, Clifton Below and Paul Looney. Matt Miller said that Kevin Charette will join the Risk Management committee. Jo-Ellen Courtney and Jamie Hess volunteered to serve on the Member Operations and Engagement committee.

April Salas moved to approve the slate of committee members consisting of:

- *Executive Committee: Chair Clifton Below, Vice Chair Chris Parker, Treasurer Kim Quirk, Secretary Doria Brown, Previous Board Chair April Salas*
- *Risk Management Committee: Matt Miller (Chair), April Salas, Clifton Below, Nick Devonshire, Jackson Kaspari, Kim Quirk, Kevin Charette, Peter Kulbacki.*
- *Member Operations and Engagement Committee: Lisa Sweet (Chair), April Salas, Nat Balch, Howard Kalet, Craig Putnam, Chris Parker, Paul Looney, Jackie Wengeroth, Jamie Hess, Jo-Ellen Courtney.*
- *Regulatory and Legislative Affairs Committee: Mandy Merrill (Chair), Clifton Below, Evan Oxenham, Clyde Carson.*
- *CEO and Staff Search Committee: Chris Parker, April Salas, Doria Brown, Kevin Charette.*
- *Finance Committee: Treasurer Kim Quirk (Chair), Terry Clarke, Clifton Below, Paul Looney*


Kim Quirk seconded the motion which was approved unanimously by a roll call vote.

Clifton Below discussed changing the committee quorums with the standard being a quorum of one third. He suggested that the quorum for the Member Operations and Engagement Committee could be one quarter, but Lisa said that one third would be better.

Clifton moved that the Board establish the quorum for the Finance, Regulatory and Legislative Affairs, Member Operations and Engagement, Risk Management, and Search Committees to be one third of the membership and that the Board leave the Executive Committee as a majority of the membership for quorum for purposes of doing business. Dave Hemenway seconded the motion which was approved unanimously by a roll call vote.

10. The year ahead

- Set strategic and operational goals, Facilitate Committee of the Whole, Vote on Policies (Preview provided Attachments 8 a-b-c)

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April Salas said that the outgoing Executive Committee has outlined a number of items to hand off to the next Executive Committee. They include standard contracts for technical consultants, a Gifts and Grants Solicitation and Acceptance policy, a Volunteers Manual policy and a Conflict-of-Interest policy. The Executive Committee and the Finance committee have begun to review the Conflict-of-Interest policy which has been reviewed by legal. The Executive Committee also needs to reconsider CPCNH's strategic and operational goals for the next year.

Paul Looney asked whether CPCNH has people with grant writing capabilities and fundraising skills.

April Salas responded that there was a fundraising effort including John Tabor, Henry Herndon and others. We set a target of \$300,000 between now and the second quarter of 2023. We raised \$130,000 of that, but the second half of that target was delayed by other priorities. She suggested that the next Executive Committee should lead that effort. Paul Looney asked for confirmation that the Executive Committee will be the body to carry that forward, but April Salas said that the incoming Chair and Executive Committee will need to make that decision.

11. Adjournment

Andrea Hodson moved to adjourn the meeting, and Kim Quirk seconded the motion. The motion was passed unanimously by a roll call vote.

April Salas adjourned the meeting at 12:19 pm.