



**Community Power Coalition of New Hampshire (CPCNH)
Executive Committee Meeting**

October 15, 2021 | 1:30 – 3:30 PM ET

**Meeting Location: Meeting Room 1, City of Lebanon, City Hall,
51 N Park Street, Lebanon, NH 03766**

This meeting has been publicly noticed in the following locations:

<https://www.cpcnh.org/> ; LebanonNH.gov/LIVE and posted at City Hall and Kilton
Library

MINUTES

1. Call to Order

April Salas called the meeting to order at 1:45 pm.

The following Executive Committee (ExComm) members were present. Four of the committee members were physically present so a quorum was established. Nick Devonshire stated that it was not reasonably practical for him to attend in person.

Member	Director	Executive Committee Position	Present / Absent
Hanover	April Salas	Chair	Present - physically
Lebanon	Clifton Below	Vice-Chair	Present- physically
Plainfield	Evan Oxenham	Secretary	Present- physically
Exeter	Nick Devonshire	Treasurer	Present - remotely
Nashua	Doria Brown	Director at Large	Present- physically



2. Finalize Executive Committee Meeting Calendar for 2021 and set time commitment, meeting norms

a. Working Norms

The committee members discussed the working norms that should be followed and agreed on the following.

- The hours of communication and work will be Monday to Friday, from 9:00 am to 5:00 pm.
- E-mails could be sent at any time but responses should only be expected within working hours.
- Responses are expected at the earliest within 24 hours, but no more than 48 hours.
- A response within 24 hours can be expected only in the case of absolute emergencies;
 - Use **RED** urgent flags for those emails
- The committee agreed that meetings will be recorded and in future they could be posted on the web site.

b. Nick Devonshire – Expectations as Treasurer

Nick raised the issue of his expectations as treasurer. His expectations, and what he would be thrilled to do, had been that he would be working on the business plan, hedging and purchasing strategy, and margins. He now realizes that being treasurer also means ultimately being financially responsible for funding operations, working capital, enough money in the bank account, capital markets, etc. He does not have the ability to take that on.

- April Salas asked if these functions (setting up book keeping, and account system, etc.) were those of the treasurer, or did CPCNH need a controller position as well.
- Clifton Below stated that digging in on the business model is really a value that Nick could provide and need not be undertaken as treasurer; there are other people who could take on the treasurer role. Nick's list of interesting tasks were more Risk committee tasks than treasurer tasks.
- Doria Brown suggested that Nick continue on the Risk committee, and weigh in on the finance committee, and that the ExComm find an alternate treasurer.



- Nick stated that would like to relinquish his role as treasurer.
- **Consensus** – The Chair or Vice Chair will approach Paul Looney (Walpole) to ask if he is willing to step into the Treasurer position.

c. Board Packet Distribution

The committee agreed that the final Board packet be completed 72 hours before the board meeting; the ExComm will provide final review/approval within 24 hours; Board packets will be sent out 48 hours in advance of board meetings. A typical timeline is:

- Previous Thursday 10AM – agenda items for consideration (with requisite attachments)
- 10AM Monday – chair to ExComm
- 10AM Tuesday – ExComm clears and sends to full board
- 10AM Thursday – Full Board meeting

d. Timeline for posting public notice, meeting minutes

There was a consensus that the norm for posting public notice of a meeting should be 48 Hours before the meeting (excluding Sundays and holidays), although the legal minimum is 24 hours.

- The notice will be posted on the Lebanon website (Lebanon is the place of business), at Lebanon City Hall, Kilton Library, and also on the CPCNH website (CPCNH.org).
 - Doria Brown proposed that towns and cities hyperlink to CPCNH for meeting minutes and the public notice.
 - In future, the CPCNH website needs to host the minutes (which are currently hosted at Lebanon.gov/cpcnh).
- Documents are also available for review at the Lebanon town office.
- Consensus – that communities be asked to add a link to Lebanon.gov/cpcnh to their community power websites to provide easy access to public meeting notices and minutes.

e. Review process for ‘clearing’ meeting minutes

- Under the Right to Know law circulating draft documents is permitted in certain circumstances. The secretary is responsible for drafting minutes and can send the draft to the entire committee for review.



- Committee members should not use Reply all – only reply to the secretary. Using Reply All to discuss the draft minutes could be a violation of Right to Know in that it could be construed as an illegal meeting. There should be no discussion of the minutes by e-mail involving a quorum of the committee – the secretary will compile a list of the comments received or incorporate into the draft at the Secretary’s discretion.
- No response to the draft from any committee member will be taken to mean that the draft minutes are acceptable as written.
- ExComm will clear draft meeting minutes within 5 business days. They will be sent to the full board with the upcoming agenda packet for the subsequent board meeting.
- Consensus - Committees
 - Each committee will need to take their own minutes and can designate a committee clerk.
 - The Chair of the committee will need enough lead time to ask Lebanon to create a public meeting notice, agenda, and portal for meeting minutes.
- Consensus – while Lebanon town staff will be providing initial support, CPCNH needs to develop staff support for the administrative management of the website, document storage and public meeting notices.

f. Rules of the road on CPCNH ALL emails sent using cpcnh email addresses.

The ExComm discussed that e-mails from any @cpcnh.org e-mail address should be considered as official CPCNH e-mails and whether they should only be sent after clearance from the Chair of the board.

- Doria Brown suggested that a form be drawn up to specify what Board members and volunteers can distribute using a @cpcnh.org e-mail address.
- There also needs to be clarity on who is an employee of CPCNH or paid consultant and who is a volunteer advisor. Dori Drachmann, Julia Griffin, Henry Herndon and Samuel Golding fall into the volunteer advisor category at this time.
 - Doria agreed to contact Henry and Samuel to discuss the volunteer advisor designation.



- CPCNH needs to define a policy describing the criteria for considering someone as a volunteer, rather than an employee.
- There was a discussion on whether volunteer advisors need clearance from the Chair before distributing a message using a @cpcnh.org e-mail address. There was a consensus that April would discuss with volunteer advisors use of cpcnh.org email and the Chair would provide direction and approval on such use.
 - Suggested action: Volunteer advisors need to sign a form acknowledging that they are not CPCNH employees and do not represent CPCNH unless specifically cleared by the Chair.
 - The Chair indicated a need to validate NH employment regulations that define who is an employee of an NH organization.

3. Right-to-Know/Quorum – Guidelines for ExComm communications & for full Board

4. First 60 days task list

a. Conflict of Interest policy and acknowledgment

Regarding the Conflict-of-Interest policy, the By-laws state that *““Every new member of the Board will be advised of this policy upon entering the duties of his and her office, and shall sign a statement acknowledging, understanding and agreement to this policy.”* Clif Below created a form that Board members must sign to acknowledge and agree to this policy.

- Evan Oxenham and Clifton Below have already executed it.
- Consensus – the form must be sent to the Full Board. Every Board member must sign the policy and return the form to the Secretary, Evan Oxenham.

b. Business Operations needs

i. IRS designation

- Clifton Below obtained an EIN number for CPCNH on October 14. Michael Postar will draft EIN related corporate documents for our review and he is willing to file those without charge at this point.

ii. Bank account, accounting firm, book keeping



- Consensus – Ask finance committee to consider options to present to the board for the financial management of CPCNH
 - a. Recommend software, an accounting firm and/or bookkeeping firm, e.g., ecoCFO, Clean Choice Energy, (NICK – research and provide information).
 - b. . Develop a recommendation for outsourcing vs insourcing

iii. Contracting mechanisms / CPCNH ‘support’

- Doria Brown proposed a Volunteer Advisor’s Matrix containing 7 volunteers
- It was suggested that governance committee could develop a procurement policy.

iv. ACTION - Legal services and representation

Clifton Below proposed that CPCNH employ DWGP to provide legal services, who would provide their services at their own risk of successful launch. The committee discussed what “at risk” means.

- Nick suggested that one version would involve CPCNH pay a certain amount quarterly and if CPCNH could not meet that payment it would be able to defer that to next quarter but paying an agreed interest rate for the missed payment.
- Clifton agreed that the payment details governing an “at risk” agreement would need to be negotiated.
- DWGP – AGENDA ITEM FOR BOARD
 - a. At risk – what does that mean, accrued billings paid quarterly (dollar expense) or limited to a % of future cash flow
 - b. Chair, Vice Chair – speak with DWGP and other CCAs
 - c. Consensus – present findings at upcoming board meetings

v. D&O insurance

CPCNH currently has enough money to cover D&O insurance.

vi. Establish email accounts for directors and alternates

- The cost of any @cpcnh.org e-mail addresses for everyone is more than CPCNH can handle at this time. CPCNH needs to unwind the current web and e-mail addresses which are hosted



through Henry's company. Clifton will talk to the Lebanon manager about using Lebanon to serve e-mails and a web site.

- Consensus - Prioritize executive committee e-mail addresses.

vii. Website space for hosting meeting minutes

- It was suggested that we need an alternate to Henry's company for webhosting and account hosting
- Consensus – to work with Henry to transition his CPCNH related documents and account access to CPCNH.

c. Committees

i. **Governance** – ask the Governance committee to develop meeting guidelines.

ii. **Risk & Finance**

- April suggested “At-Risk” policies and tracking should be developed by the Risk and Finance Committees.
- April Salas expressed a concern about employing “At Risk” contractors and suggested that the Risk committee should investigate this issue.
- April noted that CPCNH could not give away a future percentage of its cash flow without careful consideration.

iii. **Member Operations and Engagement Committee**

- ExComm will develop a description of the how this committee will operate for review and approval by full board.
- APRIL agreed to circulate a draft. ExComm members will respond individually.

Nick Devonshire left the meeting at 3:37 pm.

5. 10/21 Board Committee – Full Board meeting

- Quorum – Kim, Evan, Clifton, possibly Clyde Carson, Paul Looney], or Doria Brown.**
- Public notice of meeting** – Clifton will take care of this.
- Prepare board packet**



- i. Draft Meeting Minutes for approval
- ii. Conflict of interest acknowledgement
- iii. Committees – finalize member operations language
- iv. Legal representation – DWGP (sep 30th letter); consideration of at-risk vs other contracting mechanisms
- v. COMMUNITY UPDATE - Accounting of communities as to where they are? Table - + what's next
 - Draft Template EAP – finalize (APRIL to CLIFTON)
- vi. Priorities accomplished in first 60 days list
- vii. Meeting cadence – expectation
- viii. Legislative update
- ix. Tee up next meeting on Business Plan
 - Presentation on Draft Business Plan
 - Draft Business Plan itself
- x. List of Background Materials (66 pages) shared after the board 10/21 meeting

6. The meeting was adjourned at 4:24 pm.



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POWER COALITION
OF NEW HAMPSHIRE**
For communities, by communities.

<https://www.cpcnh.org>

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