

FOR COMMUNITIES, BY COMMUNITIES.



**COMMUNITY
POWER COALITION**
OF NEW HAMPSHIRE

Executive Committee Meeting
01/13/2022 | 10:30 AM - 12:00

Town Hall, 311 Pembroke Street,
Pembroke, NH 03275



MINUTES

1. Welcome, Consensus on Agenda, Approve Meeting Minutes

April Salas called the meeting to order at 10:38 am

Member	Director	Executive Committee Position	Present / Absent
Hanover	April Salas	Chair	Remote
Lebanon	Clifton Below	Vice-Chair	In person
Plainfield	Evan Oxenham	Secretary	Remote
Harrisville	Andrea Hodson	Treasurer	In person
Nashua	Doria Brown	Director at Large	In Person

Those attending remotely stated it was not reasonably practical to travel to be attending in person

The following guests were present.

Name	Affiliation
Samuel Golding	Community Choice Partners – present in person
Matt Miller	Present in person

Since three board members were attending in person the meeting quorum was met

a. Check for Consensus on Proposed Agenda.

No changes proposed.

b. Approve 12/062021 and 12/10/2021 Meeting Minutes

Minutes of the December 6, 2021 meeting minutes were discussed.

Andrea Hodson moved to table the minutes of the December 6, 2021 meeting. Clifton Below seconded the motion, which was approved unanimously by a roll-call vote.

The Executive Committee will revisit the minutes and the sealed minutes at the next meeting.

Andrea Hodson moved to approve the minutes of the December 10, 2021 meeting. Doria Brown seconded the motion, which was approved 4-0 by a roll-call vote with Evan Oxenham abstaining.



2. Procedural Review and Update

a. Chair/Vice Chair

- April Salas reported that the Town of New London has signed the Joint Powers Agreement to join CPCNH, which means that the CPCNH total membership is now 18, 1 county and 17 towns. The Board will need to accept New London as a new member at the next full Board meeting.
- With New London as a new member the number of Directors required to be present in person to meet quorum for Board meetings will be 5.
- The Board may need to consider meeting in Warner or New London as the number of available meeting rooms in Lebanon is now restricted by training sessions for Lebanon employees. However, the Board will continue to meet in Lebanon when meeting rooms are available.
- April Salas will be noticing future meetings through the CPCNH calendar.

b. Treasurer

- Primex was selected to provide D&O insurance for CPCNH. A copy of the Resolution to enter the Primex not for profit participation agreement is Attachment 2 of this meeting's agenda.

Andrea Hodson moved to endorse the Primex not for profit participation agreement and Clifton Below seconded the motion. The motion was approved unanimously by a roll-call vote.

April will sign the resolution and will provide a copy to the CPCNH lawyers.

- Andrea reported that the grant funds donated to help advance the Community Power Coalition have been transferred from the City of Lebanon's bank account to CPCNH's Mascoma Bank account.

3. Operational Updates and Discussion

a. Chair

- **Fundraising**
 - April has 2-page description of CPCNH for fundraising which she will share with the Executive Committee for review. This description will need to be augmented with an attached budget and FAQ when submitted to fundraiser groups.
 - April emphasized that it is important to move ahead with fundraising in January.
- **Role Needs: External Communications**
 - A need for an External Communications role has been identified. There are 2 or 3 board members who have communications experience and they will be asked to take on this role.

b. Vice Chair

- **PUC Rule Making**
 - Clifton reported that the NH PUC has denied the Department of Energy's request for rulemaking and instead granted CPCNH's request for rulemaking. Clifton believes that PUC may move this forward and is optimistic that the PUC may



approve final rules as soon as April. The NH DOE has said this is a high priority, as has the governor, so it seems that there is political impetus to get this done.

c. Secretary

- Evan will take over calendaring meetings and can help with posting items on the website. He will need to work with Doria and be given access to website and the website maintenance tools.
- The CPCNH Annual meeting will be scheduled for a date sometime in April, possibly the 3rd Thursday of the month, and a notice must be sent to member towns no less than 30 days prior to the meeting date. If CPCNH does not reach 21 members before April there will not be much that needs to be done at the Annual meeting. Most of the work could be done in the Board meeting that directly follows the Annual meeting. The Governance committee has a role in the Annual meeting but it is not staffed. The Transition Team will consider options for the Annual meeting and develop a proposal for the Executive Committee to consider.
- A standardized Meeting Minutes template needs to be developed for all CPCNH committees to follow as the different committees have adopted different meeting minutes formats. Clifton will provide a template for Evan to review, and the Transition Team will work with Evan to finalize the template.

d. Treasurer

- Andrea reported that getting agreement on the Consultancy contracts is a high priority. There are two contracts in negotiation; those for Henry Herndon for member and administrative support, and for Samuel Golding for the RFI/RFQ process and EAP review support. Retaining Ethan as an expert evaluator was also discussed.
- Andrea is working with the CPCNH legal counsel to develop a template for consultancy contracts.
- Henry Herndon's contract will be capped at \$16,500 for the first quarter, and Samuel's at \$20,000. Ethan could be paid \$8,000. Samuel has submitted a proposal that needs review, and CPCNH may need to halt any work until the contract is settled. All the pending contracts are within the CPCNH budget.
- Andrea stated that the Executive Committee needs to move forward with these contracts so that we can define what everyone is doing. The Member Services Committee needs Henry and the Risk Management Committee needs Samuel.
- Clifton agreed that this is strategically our top priority. Ideally, we need to resolve the contracts with Samuel and Henry by next week's Board meeting and the contracts need to be reviewed by legal counsel. Clifton commented that we should pay Henry retroactively \$5500 for time spent from October 1 to December 31. This led to a discussion over whether we would be setting a bad precedent if we offered back pay. It was noted that Henry has rejected two offers, that we have acted in good faith and that we have no obligation to provide back pay. Samuel's proposal to be paid for all the hours he had worked prior to contract execution under a deferred compensation contract was also discussed. Clifton stated that Samuel's proposal was reasonable. April expressed concern regarding the number of hours accrued. Samuel stated that he believed everybody had been working in



good faith, and that CPCNH did not owe him any payment, but that there had been a miscommunication regarding expectations in this regard. He emphasized the intensity of everybody's workload to-date. April thanked him for his sentiments and clarifying statements.

- There was consensus on the need to complete work on the two active contracts for Henry and Samuel as the lack of contracts is delaying important work.
- There was a question whether the Executive Committee needed the Board to provide final approve of the consulting contracts. April, Clifton, and Andrea will be consulting our lawyers on Friday.

e. At-large Member

- Doria Brown has volunteered to be responsible for changes to the CPCNH website, taking over the work that Henry Herdon had been doing. She and Andrea will need a transition meeting to develop a plan to do this.
- Andrea reported that there was a discussion regarding secure spaces during the Risk Management meeting and that Doria must be included in this discussion.

4. Strategic Discussion

a. Short-term priorities

April stated that we urgently need to consult on the next steps. CPCNH needs a full time hire to support the Board members.

Andrea would like the focus to shift from an administrative liaison role to a chief of staff position. This would be a business administration person, who would be a strategic partner and serve as point of contact. This person would work full time to do meeting planning and connect working teams. Adrea has drawn up position description and she will send out a link to this description. It will be difficult to find a suitable candidate.

b. Create and communicate the CPCNH position on PUC CP decisions

April stated that we need to inform members what decisions the NH PUC is making regarding Community Power rules.

c. Secure fundraising and strategic partnerships

April said that we will defer this discussion to the next meeting. One plan is to work jointly with CENH to raise money. In order to secure this funding, we need to describe to funding organizations how we plan to use the money, and we need update the budget to document this plan.

d. Create and communicate timetable, staffing plan

April said that we need to describe employee hiring priorities and outline the Q1 to Q4 milestones. April will articulate that in a 1 pager for Board to review which April will distribute when this meeting ends. The Executive Committee needs to show the Board the general timeline of all activity over the next 12 months.



5. Next Full Board Meeting, January 20, 2022, Agenda

Please send any proposed changes to April. This agenda will stand as proposed pending suggested changes.

- a. **Call to Order, Roll call of Member Representatives and Alternates & Verification of Meeting Quorum**
- b. **Proposed Agenda, Check for Consensus**
- c. **12.16.2021 Board Meeting Minutes, Approval**
[VOTE] to approve minutes of 12.16.2021 Board Meeting Staffing
- d. **New Member, Town of New London**
[VOTE] to approve
- e. **CPCNH Annual Meeting Preparation**
- f. **Committee & Organizational Updates**
Committee Chairs on 1. Status update and 2. month ahead (top 3 upcoming actions) (75 min)
 - Executive Committee
 - Finance (HR & IT)
 - Members Operations & Engagement
 - Regulatory and Legislative
 - Risk Management.
- g. **Member Round Robin**, status updates and open discussion
- h. **Other Business**
- i. **Adjournment**

6. Other Business

The suggestion was made to piggy back on other committee meetings, such as the Risk Management or Member Operations Committee. In addition, the Executive Committee needs to meet more often.

7. Adjournment

Dori made a motion to adjourn the meeting. This motion was seconded by Andrea and approved unanimously by a roll call vote.

April adjourned the meeting at 12:59.