 COMMUNITY POWER COALITION OF NEW HAMPSHIRE	EXECUTIVE COMMITTEE – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	NH Municipal Association office, 25 Triangle Park Dr, Concord NH 03301, Council Chambers
	Meeting Date:	Monday, April 1, 2022
	Meeting Time:	Noticed for 11:00 AM on CPCNH.org and at Lebanon City Hall

1. Call to Order – Roll Call & Verify Meeting Quorum

April Salas called the meeting to order at 11:23 am

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

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

The following guests were present.


Name	Affiliation
Matt Miller	Risk Committee - present in person
Samuel Golding	Community Choice Partners – present in person
Lisa Sweet	MOE Committee – present virtually
Henry Herndon	Herndon Enterprises - present in person

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

2. Proposed Agenda & Meeting Minutes

a. Check for Consensus on Proposed Agenda.

Clifton proposed sharing the Non-Disclosure Agreement and the Conflict-of-Interest policy from the RFP after item 7. Under staffing Clifton suggested discussing Henry's scope of work, and

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moving items 5 and 6 to precede items 3 and 4. April proposed adding a discussion of the values statement. After some discussion the committee agreed by consensus to not change the agenda.

b. Approve Meeting Minutes.

The minutes of the February 10 Executive Committee meeting were presented for approval.

Andrea Hodson made a motion to approve the minutes of the February 10 Executive Committee meeting. Doria Brown seconded the motion, which was approved unanimously by a roll call vote.

3. Program Staffing Strategy

April Salas stated that we need to hire people to fill the positions identified in Attachment 2. Andrea Hodson said that she has remapped the roles and added to each role the skills that a professional filling the position should possess.

Clifton suggested that we may have \$60,000 starting in May so that we could afford \$5,000 to \$6,000 per month which would support one full time or part time hire for the rest of this year. Clifton added that we need to update website. This is a critical need before the RFP is issued as vendors need to see complete information about CPCNH, including approved minutes. This needs to be done in the next three weeks, and that when Henry Herndon is hired, he could help fill these gaps.

April said she has asked Lisa, also possibly working with Executive Committee members, to work on an updated scope of work for Henry. She emphasized that we not think of individuals but instead focus on how we can fill our current near term needs as well as our high priority needs. She agreed that the issues raised by Clifton are also a high priority for her.

Andrea said when talking about in-house hires the roles identified in Attachment 2 may suggest one position but may instead actually be two or more two positions and that we need to decide which is an in-house position and which is an external hire. We do need to develop position profiles which will need to be approved by the Board.

Clifton agreed with Andrea and said we should potentially begin the hiring process in May, and that we might need one or more positions. Andrea agreed that we should be looking for professionals and specialists, and not generalists.

Lisa commented that she is not seeing much of the scope that the Member Operations committee has been asking for, and she wants to ensure that this scope is also considered in the hiring process.

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April said we should begin search for CEO as need someone who is accountable, rather than having management by committee. Andrea agreed and said that we need to put together a search team and a position profile for the CEO. However, she was concerned that we not hire without the funding to support the position, as at-risk funding would narrow the candidate pool. Doria suggested that rather than a CEO, a coordinator position might be appropriate as she was concerned that we could not afford to pay a CEO at this time.

Clifton supported moving ahead with a CEO search as soon as possible, because getting the candidate that we need may take time. He suggested consulting Samuel Golding and Michael Postar for advice on the potential kind of people that we would want for the CEO position. April agreed that it could take up to 6 months and hiring is very competitive right now, so we need to start process ASAP. She stated that we need to add a discussion of this hire to April Board Meeting agenda.

Andrea recommended that a search committee should include members from all other committees. Clifton noted that five people from the Board would require a quorum of the Board to be present, but that we need no more than 2 people from the Executive Committee to avoid a quorum requirement.

April said that she would like a proposal, including a budget proposal, for an ad-hoc group to go to the Board in April, but that the Ad-hoc committee would need the appropriate experience. April will return to Hanover in April, so Clifton suggested that when she is back, we may be able to schedule an additional Executive Committee meeting on April 13, 14 or 15.

Andrea said that we need an approved updated budget and that we need to develop a profile / job description for the CEO position before the Board meeting. She said that this could be developed in one-on-one meetings. We also need to define the experience necessary for members of the ad-hoc committee, how the ad-hoc committee will work, the position that we are targeting, and the money available to fund this.

Andrea said we must not overlook the defined PM1 through PM 3 positions and we should present profiles of these to the Board for authorization to fill the positions.

April said we need to add a project manager position to support Member Operations and Engagement, and we could start defining that position by using the initial job description for Henry as the starting point.

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Clifton said we should not define positions as project managers, but focus on the qualifications for each position. One PM role may need more than one person. April agreed but noted that we need to also consider fiscal responsibility during the hiring process.

Lisa emphasized that she still wanted to ensure that the needs of Member Operations and Support be included in the list of PM roles.

Doria asked what are our priorities for hiring and April asked each member. Evan proposed that the CEO position had the top priority, but Clifton and Andrea said we should run all the hiring in parallel. Doria said that the CEO was the top priority. April agreed with Doria and Evan, with other roles being addressed as soon as possible after that.

Matt and Lisa agreed that the CEO hire should be started first, and the committee agreed by consensus that the hiring for the other positions should run in parallel.

April said that the Executive Committee would meet at the mid-April meeting to develop what the ad-hoc committee would look like and the CEO position definition. Other positions need to be identified as needs to be addressed are identified.

Clifton suggested to April that they need to discuss sharing the memo from DWGP about lessons learned from California CCAs with entire Executive Committee.

4. Policy Drafts for Board

Andrea introduced the topic, noting that the Executive Committee packet included the Conflict-of-Interest Policy, the Volunteer Appointments and the Gifts and Grants Solicitation and Acceptance Policy. These policies were reviewed by the Finance Committee and by Clifton. The Finance Committee is on board with the all three policies. Andrea noted that Clifton had expressed some concerns.

- **Conflict of Interest**

Clifton expressed concerns about municipal employees, in particular he is concerned about the “any other person acting at the direction and on behalf of CPCNH” line as it could apply to a municipal employee helping with an IT problem during a Board meeting. April suggested that the “as appropriate” phrase covers this as it exercises “reasonableness”. In this regard, the committee discussed the phrase “A Director, Officer or other person to whom the Policy is applicable shall disclose in writing at the earliest possible time a Conflict of Interest” and noted that during a meeting someone who realizes that they have conflict could declare it during the meeting and follow up after the meeting with a written disclosure.



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April observed that we need to be concerned about the perception of conflict-of-interest as well as actual conflict-of-interest, so that we need to include an anti-lobbying clause in the policy. She said this was necessary to ensure that CPCNH is a professionally run organization with transparency and inclusion built in to its processes.

Clifton expressed concern about the “Close friendship” term as he was concerned about how to define “close friendship”. Andrea suggested a better term might be “privileged”. Matt commented that the discussion seemed to be moving towards what might be in an ethics document and that perhaps at a later time we might consider discussing ethics guidelines or an ethics document.

Clifton suggesting dropping “cousin” and restrict the standard to immediate family. April and Andrea suggested cousin should be included and that we should ask our lawyers to comment on this. April noted that providing a contract to a cousin would constitute a conflict of interest in Federal contracting. Andrea suggested that disclosure is important but that the body should be able to declare that conflict does not exist in that instance. April agreed with this.

Lisa said that “child” was not in the Personal Interest definitions and should be added.

April said that the next steps are to collate the remaining prospective Conflict-of-Interest policy edits, bring them all back together and share them with the attorneys. We may have a short meeting to discuss where we feel we need further clarification or amendments and then move towards an updated edit.

- **Volunteer Appointments**

Clifton said that there was one issue on the volunteer agreement that we need to discuss. This is the role of employees of municipalities. He recommended that under the volunteer agreement, we should expressly exclude employees of member entities as well as directors and alternates. Directors and alternates are appointed by their governing body. Clifton said that we need to confirm with our legal counsel that the volunteer policy was not drafted with the idea that it would apply to directors and alternates. Andrea and April agreed that it should not apply to directors and alternates or to municipal employees who provide in kind member community administrative support while assisting directors as part of their normal municipal job. Clifton suggested that legal counsel be consulted on clarifying this type of role, and that he would create a proposed edit to clarify the role description in order to save some time and money.

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- **Gifts (Gifts and Grants Solicitation and Acceptance Policy)**

The committee did not raise any issues with the gifts policy but there was consensus that our legal counsel needed to review the policy.

April summarized the results of the discussion as: there is agreement on the Gifts policy, but some edits need to be made to the Conflict-Of-Interest policy and the Volunteer agreement. Once the edits are completed, we can bring a package to legal for a gut check on gifts and another review of the Conflict-Of-Interest policy and the Volunteer agreement.


5. Payables (Attachment 4a)

Andrea had asked DWGP for clarification on their invoices, then took the DWGP invoices and created Attachment 4a, which shows the work DWGP has done, broken down into various categories. We have incurred a debt of \$58,000 year-to-date on DWGP’s legal work for us.

April thanked Andrea for clarifying the categories of work that DWGP has done, and for keeping a close watch on the expenses incurred with the DWGP deferred compensation contract. This is really important and should be a part of a best practices handoff that we provide to the next Executive Committee.

Clifton queried one item in the January invoice regarding payment to A Miller for PUC work.

Andrea noted that when we negotiate a consultancy contract, we have a template that contains a section that should not require many changes, and should allow us to focus more on the exhibits and the scope that is peculiar to the consultant. Clifton reported that according to DWGP the contract template conditions are not neutral, but favor CPCNH, and that the general counsel of Primex said that, at least with regard to the indemnification insurance provisions, we should expect every vendor we deal with will want to negotiate those terms because they are unusual and he's never seen a contract in which the other party agreed to terms that were as aggressive as our terms. The Primex general counsel also suggested parameters and additional language that we might want to use to modify our JPA or by-laws. In particular the changes apply to Section 13.1 of our bylaws, but it's a section of the bylaws that can only be changed with the approval of every governing body and should probably be deferred until we go the governing bodies for approval of the cost sharing agreement. April said that the Indemnification requirements are likely to require a change when the RFP responses come in.

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Clifton Below moved to approve the January and February DWGP invoice amounts subject to checking if the January 31 charge is appropriate or not. Andrea Hodson seconded the motion which was approved unanimously by a roll call vote.

6. Contracts – Approval of Consulting Contract with Community Choice Partners, Inc

April presented the consulting Contract with Community Choice Partners, Inc for review and approval. She had provided an updated version of the contract that has been executed on behalf of Samuel already and it has the finalized negotiated language for the executive committee 's review and perspective approval. She added that If the Executive Committee approves this contract, we would be authorizing her to sign the agreement today.

April expressed a concern about signing the contract with her name as Chair as she may no longer be chair at the end of the month. She had a question of how this should work as the contract specifies the Chair and her name and she was looking for clarity on the expectations of how we will be handling contract signing in the future. Andrea said that in Harrisville contracts are tied to a position and not a name, unless the intention is to assign contract oversight to a particular person. Doria countered that she thinks that it is important to identify who signed the contract and there was no disagreement from other committee members.

April explained that the contract has a defined process in place through which request for work would be authorized. Oversight of the contract itself would be approved by weekly management of scope and not just deliverables. There is mutual agreement amongst a variety of parties on that process and April believes that we have appropriate checks and balances. April added that how this contract was handled should not be the convention for future contracts as we did not undertake the same open process that we did for DWGP approval and that it is important for CPCNH to maintain standards of care when we are looking for filling critical positions.

Andrea asked what a decision to abstain means in the culture of CPCNH. The consensus of the committee was that abstention indicates a neutral position, not a vote against the motion. Andrea was concerned what the approval of this contract means about CPCNH culture. April agreed that the process for this contract was flawed and caused her concern, and that CPCNH needs a better process for future contracts.

Evan Oxenham moved to approve the consulting contract with Community Choice Partners as presented last night in the e-mail issued by April Salas. Clifton Below seconded the motion which was approved by a roll call vote with four in favor and Andrea Hodson abstaining.

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7. Annual Meeting

Proposed agenda:

Annual Membership Meeting - Agenda

1. Call to Order, Roll Call & Verification of Meeting Quorum
2. JPA or By-Law amendments: If any are proposed, written notice of the proposed amendments must and will be c
3. Adjournment

Annual Meeting of the Board of Directors

Agenda, Draft


1. Call to Order Roll Call & Verify Meeting Quorum
2. Approve Agenda, and the Minutes of the March 17, 2022 meeting
3. Vote New Membership: Portsmouth, NH
4. Review budget and financials
5. Evaluate program achievements, Reflections
6. Review policy recommendations
7. Officer elections: Chair, Vice Chair, Secretary, and Treasurer
8. Committee appointments: Chairs and Members
9. Set goals for the year ahead
10. Adjournment

Andrea asked a process question, considering that the Annual Membership meeting is on April 21 when do we intend to circulate the packet as that may require the Executive Committee to meet to work on material required for the meeting.

April responded that the Annual Membership Meeting that precedes the Board meeting will be quick, so the issue is the agenda for the Board meeting.

Matt raised the issue of changing the by-laws to make it easier for a meeting to be held where most committee members are attending virtually.

Clifton said that the law says you have to have a quorum present and that is defined by whatever is in the by-laws. If the quorum is not defined it is assumed to be the majority. CPCNH does define a quorum of the board of directors only, as well as the entirety of the membership for the purposes of a membership meeting as 25% of the total number of members or 25% of the total number of directors.

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That allows CPCNH to have only one quarter present in person. The quorum for a committee is defined in the JPA to be a majority.

Matt proposed to change the definition of a quorum for a committee so that the quorum is 25% of the committee members physically present, which would mean that 25% need to be present in person and the others could meet virtually. However, any vote would require a majority of the committee to be present, where present means both physically and virtually. Andrea said Concept is to provide greater access and more accountability. Clifton suggested that the quorum of the Executive Committee could be 25% but any act of the Executive Committee could require 3 votes. The committee did not agree on the language for an amendment so April suggested that we create a working draft and finalize the amendment during the April Board meeting. Matt offered to create a draft when he got home. Clifton suggested that we define a quorum of the committee as at least 25% of the membership, and that any act of the Executive Committee requires a minimum of 3 affirmative votes. Then you could have two people attending in person but still need to have at least 3 people voting, but only two would have to be in person.

April reported that the New Hampshire Charitable Foundation has approved the grant of \$75,000 for CPCNH.

April proposed focusing on Board agenda items 5 and 6 at the next Executive Committee meeting

The committee decided that the next Executive Committee meeting would be held on Thursday April 15 from 8:30 am to 11:30 am in Lebanon.

Evan will send out reminders for the Board Executive Committee nominations

8. Adjournment

Andrea Hodson moved to adjourn the meeting. The motion was seconded by Doria Brown and approved unanimously by a roll call vote

April Salas adjourned the meeting at 2:08 pm



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Attachments

1. Meeting Minutes February 10, 2022
2. Staffing Strategy
3. Policy Drafts for the Board
4. Legal Counsel Statements, Jan-Feb
5. CCP Inc contract
6. Annual Meeting Agenda, Documents

APPROVED



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Attachment 2 Staffing Strategy

What tasks and activities do we need people to work on in between meetings? (Risk, Member Ops)

1. RFP drafting (can be supported by a consultant)
2. Vendor assessment and selection
3. Vendor contract negotiation
4. Vendor management
5. IT administration
6. Cost sharing agreement
7. Operating model definition
8. Admin support
9. Business plan revision
10. Marketing and outreach/communications, including website maintenance, press releases, etc.
11. Internal communications—member engagement and management
12. Technical support (this can be a consultant)

Roles

Project Manager #1: Develop and maintain administrative & communications systems

Skills/experience: Business administration, marketing, communications, project or program management, and/or other relevant areas

- Committee, cross-committee communications (for instance, draft agendas, post meeting notices, follow up minutes, etc)
- Membership communication (updates, newsletter, curate resource depository)
- Administrative processes that make time, communication, and decision making as effective as possible for the volunteer-led Board and Committees

Project Manager #2: Technical consulting services in areas of

- RFP
- Business plan development
- Vendor assessment and selection
- Vendor contract negotiation
- Vendor management

Project Manager #3: Develop and maintain IT and digital account systems

Skills/experience: technical skills, project management, systems

- Digital accounts
- Website updates
- Cyber-security training & awareness

To Committees

Cost sharing agreement (Legal, Finance Committee)

Manage General Counsel (Exec Committee)

Regulatory Affairs (RLA Committee)