

 COMMUNITY POWER COALITION OF NEW HAMPSHIRE	GOVERNANCE COMMITTEE MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	12 Court Street, County Hall Building, Delegation Hall, Keene NH
	Meeting Date:	Friday, February 2, 2024
	Meeting Time:	1:00 p.m.

Members, attending in person	Members and Others, attending virtually	Members, absent
<ul style="list-style-type: none"> • Committee Chair, Andrea Hodson, Board Director, Harrisville • Terry Clark, Board Director, Cheshire County • Andrew Maneval, Member Representative, Harrisville • Mark Terry, Member Representative, Westmoreland 	<p>Committee Members</p> <ul style="list-style-type: none"> • Joseph Lamattina, Board Director, Newmarket <p>Guests</p> <ul style="list-style-type: none"> • Brian Callnan, CPCNH CEO • Bobbi-Jo Michael, CPCNH Director of Administration 	<p>April Salas, Board Director, Hanover</p>

Proposed Agenda

1. Welcome, Roll Call
2. Approve Agenda & January 11, 2024 Meeting Minutes
3. Board Culture and Effectiveness survey /c (45 minutes)
4. Board Nomination Process
5. Next meeting & other business
6. Adjournment

Committee Chair, Andrea Hodson, called the meeting to order at 1:00pm with roll call and in-person quorum established and Committee Member, Director Lamattina stating it was not reasonably practical to attend in person.

Lamattina suggested the Committee discuss the Nominations and Election Process for Board of Director Seats and Committee Appointments ahead of the Board Culture & Self-Evaluation Survey topic.

Member Representative Terry, moved to approve the agenda as modified by Lamattina and the January 11, 2024, meeting minutes as prepared. Member Representative Maneval second the motion. Motion passed by unanimous consent without objection.

Board and Committee Nominations and Elections Process. Opening discussion on this topic, Lamattina queried the Governance Committee role as nominating agent for the Board of Director seats at the Annual Membership Meeting. Member Representative Maneval thought the Governance Committee does have a role in overseeing the nomination and election process for Board Directors based on research that the team had done to prepare for the initial discussion in December. All agreed. Members noted CPCNH Staff's support with the related administrative tasks required to develop, distribute, and collect candidate

nominations from Member Representatives interested in being elected to the Board and/or appointed to Committees.

Discussion ensued about the proposed Nomination and Election Process brief developed by CEO Callnan and Director of Administration Bobbi-Jo Michael found here

[☰ Nominations and Election Process for CPCNH](#)

On the size of the Board (relevant to how many seats will need to be filled in April) and noting the Board's option to increase seats from 20 to 21, the Committee considered whether and what recommendation to forward to the Board.

- Callnan and Maneval noted the in-person-quorum-count consequences of increasing size to 21. Callnan will check with Legal Counsel to confirm whether in-person quorum would increase from 5 to 6..
- Director Clark asked about increasing the Board head count above 21 relative to increasing Membership. Callnan responded that bylaws set the range between 11 and 21.
- Terry and Maneval favored an increase to 21 if the person quorum requirement remained at 5. Others agreed. The Committee will verify this before recommending an increase in size to be effective April 2024.

On the timeline of the survey and process, Staff will prepare a Nominations and Election Survey draft based on Committee inputs for review at the next meeting (2/12). Discussion ensued about Survey elements:

- Staff can prepare and email a Survey to Directors, Member Representatives, and Alternate Member Representatives on 2/16 with responses due on 2/26, if GovCom can meet on 2/27 to review and compile Survey results.
- The team considered eligibility criteria to serve as Board Director, noting there is not an articulated vetting process, and that it may shape one for the Board's deliberation in the future. What is articulated is that there can be only one Director from any one Member jurisdiction, and that overall, there should be diverse demographic and geographic representation of Member jurisdictions.
- Maneval reiterated the Governance Committee has a procedural role, not a substantive role and would not be making the decisions on who is eligible to be a candidate and who is not. All agreed.
- Callnan cited Bylaw 5.3.2 in which there shall not be two or more representatives from any one city, town or county, noting, too, that only Member Representatives are eligible to be considered for a Board Director seat.
- Hodson suggested that Membership communication about the nomination and election process could be organized as a short email and link to Survey with an attached flier explaining the process to keep content clear and easy to follow.
- Callnan suggested that the Committee and Staff also share the process to be used with the full Board and ask for any questions about it rather than attempting to present it and get feedback on the process as the timing will make that difficult.
- Hodson continued the discussion on the nomination and election process. Members noted. The Survey returned by 2/26 will supply the information needed for the Committee and Staff to develop a list of candidates who want to run for open Board and Board Officer positions.

- If permissible under RTK — CPCNH would then email Member Representatives the list of candidates to rank their top (number to be determined) choices to build a slate for review and a vote at the April meeting. A motion to vote on the top-ranked (number to be determined) would then be processed during the meeting..
- Callnan noted that Staff believes this process meets the bylaws, but it is different from the process that was done last year. The intent is to facilitate an efficient election process to create time on the agenda for other topics and activities as there will be over 50 eligible voters.
- Members pondered a “plan B” if Member Representatives did not want to vote to elect the highest vote getters.
- As for how many seats need to be filled, Maneval and Hodson noted there is (at least) 1 one-year term and 6 three-year terms (or 7 depending on the size of the Board).
- As for letting others know what is required to serve, Hodson recalled CPCNH has data collected by the Audit Committee for the 2022 Form 990 that can be used to estimate the time commitment for Board and Committee roles. Terry added that this is a great example of information that should be part of a Handbook for the Board of Directors.
- As for the eligibility statement “energy expertise is not necessary”. Maneval thought while he agreed energy expertise is not necessary it might be good to add that there are many other areas of expertise that are beneficial to the Board and Committees. Callnan explained that the reason for emphasizing this is to make sure CPCNH is not keeping people that might express interest in being on the Board not do so because they think that energy experience is required.
- Terry noted that he appreciates the timeline of the nomination process that was developed. Others agreed.

Finally, members recommended modifications to the survey:

- Because terms are 3-years, remove options to select 1 or 2 years terms unless there are seats that are vacated ahead of term. (Per bylaws, a new Director filling that seat of a Director who has vacated ahead of completing their term will serve the duration of that Director’s term.)
- Candidate photographs should not be collected with the candidate's statement.
- Use the survey to generate interest in all positions: board directors, board officers, committee members, and committee chairs
- Ask Member/Alternate Representatives if they are interested in running for a board seat in the future (2025/2026) for succession planning purposes.
- Ask Member/Alternate Representatives to rank their interest in Committee assignments if they are interested in more than one.

Board’s self-evaluation survey

In light of the nomination and election process project priority, Hodson suggested and all agreed to push the Board Culture and Self-Evaluation Survey topic off a month.

Next Meeting, Other Business, and Adjournment

The Committee will meet Mon, Feb 12, 2024 at 1:00pm, and Tues, Feb 27, 2024 at 1:00pm.

Member Representative Terry, moved to adjourn at 2:15p.m. Director Lamattina, seconded the motion. Motion passed by unanimous consent without objection.