



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave, Suite 201, Concord, NH 03301**
 Meeting Date: **Thursday February 22, 2024**
 Meeting Time: **Noticed for 10AM @ CPCNH.org & Lebanon Public Library**

MINUTES

1. **Welcome & Roll Call**

Chair Below opened the meeting at 10:00am. Seventeen of twenty Directors were present with six Directors attending in person at the physical location exceeding the 25% quorum requirement of five. The Directors attending remotely each stated that it was not reasonably practical to travel to the meeting location to attend in person.

Member	Director	Present/Absent
Walpole	Paul Looney	Present (Virtual)
Hanover	April Salas	Absent
Durham	Steve Holmgren	Present (Virtual)
Enfield	Kim Quirk	Present (Virtual)
Exeter	Nicholas Devonshire	Absent
Peterborough	Bruce Tucker	Present (Virtual)
Webster	David Hemenway	Present (Virtual)
Portsmouth	Kevin Charette	Present (Virtual)
New London	Jamie Hess	Absent
Plainfield	Evan Oxenham	Present
Newmarket	Joseph Lamattina	Present (Virtual)
Warner	Clyde Carson	Present
Cheshire County	Terry Clark	Present (Virtual)
Pembroke	Matt Miller	Present
Harrisville	Andrea Hodson	Present (Virtual)
Randolph	Kathleen Kelly	Present (Virtual)
Dover	Jackson Kaspari	Present
Lebanon	Clifton Below	Present
Nashua	Doria Brown	Present (Virtual)
Rye	Lisa Sweet	Present

Additional staff and guests in attendance in person:

CPCNH CEO Brian Callnan

CPCNH Director of Administration Bobbi-Jo Michael

CPCNH Director of Member Services Henry Herndon

Enfield Alternate Member Representative Jo-Ellen Courtney

Chuck Willing - City of Concord resident/Concord Energy Committee

Additional guests in attendance virtually:


CPCNH Director of Regulatory & Legislative Affairs Deana Dennis

R. Keith Gordon - GWDP

Dover Member Representative Bill Baber

Stratham Member Representative Paul Deschaine

Jhelum Bagchi - Calpine

	2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES	
	Meeting Type:	Meeting of the Board of Directors
	Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
	Meeting Date:	Thursday February 22, 2024
	Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

2. Approve Minutes of the 1/25/2024 Board Meeting (Action Item)

Director Kelley moved to approve the minutes from the 1/25/2024 Board of Directors meeting as presented and adjusted. Seconded by Director Sweet. Hearing no objection, Chair Below declared the minutes approved by unanimous consent.

3. Admit & Welcome the town of Hollis as our 56th Member (Action Item)

Director Sweet moved to welcome and admit the town of Hollis as a Member. Seconded by Director Kaspari. Hearing no objection, Chair Below declared the motion approved by unanimous consent.

Chair Below welcomed the Town of Hollis. Director of Member Services, Henry Herndon, shared that their Primary and Alternate Member Representatives will be named later.

4. CEO’s Report

CEO Callnan shared key highlights from the Since Last Time section of his CEO Report provided to members via email. CEO Callnan provided an update on the hiring process for the Director of Energy Programs & Projects and the Energy Analyst/Senior Energy Analyst. The response has been phenomenal. The candidates are of such high quality it is making it hard to select and narrow down those to move forward. The hiring process is on track, and we are hoping to make offers at the end of March or early April.

CEO Callnan shared that the EBT & EDI working group has been meeting. This is another way CPCNH participates in work that helps bring innovative rate structures to the CPA’s. Samuel Golding and Deana Dennis are working with this group to expand the effort rather than strictly focusing on EDI. This has been more of an exclusive kind of EBT discussion, which involves load settlement. EDI is not necessarily related to both.

David Hemenway asked if both of CPCNH’s open positions are on track to move forward given one has more applicants than the other? CEO Callnan responded that they are both on track for this hiring timeline as we have quality candidates for both positions.

Director Hemenway asked when CPCNH members will see more on EDI and be closer to a result? Is there any sort of projected timeline? CEO Callnan responded that CPCNH is actively pushing forward on both EDI and the business settlement needed for CPCNH to do their own load settlement. The CPCNH RLAC is also working and tracking the work in this area. The EBT/EDI work group meetings just started up, but thanks to CPCNH’s efforts, the group is meeting often to move things forward, hopefully more quickly.

Director Sweet asked if CPCNH staff and candidates need to live in NH because she does not want CPCNH to miss quality candidates because they may not want to move to or near NH. CEO Callnan responded that while it is not required that they live in NH he has been letting candidates know it is a hybrid position with a minimum of one day in the Lebanon office each week. Director Brown shared that



COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE

2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

she echoes the value of remote work being an option as she believes it is an important option for candidates. CEO Callnan thanked them for the feedback.

CEO Callnan shared that the net metering FAQs document on the CPCNH website has been updated. He asked directors and members to review it to let us know if we are missing the mark with anything. Director Miller asked for clarification on whether the FAQ document is found on each individual member community’s website or just the CPCNH website. Director of Member Services Henry Herndon explained there is one FAQ document and can be accessed from the CPCNH website and each member community’s website. Director Sweet asked if the information from the net metering memo was updated and included. Henry Herndon confirmed that it was used to help develop the FAQ document.

CEO Callnan thanked everyone who took part in the CPCNH promotional videos that B-Fresh Consulting worked to develop and invited Directors and Members to take time to view them. CPCNH put out a statement on February 15th referencing a complaint from the Office of the Consumer Advocate (OCA) about three towns, not affiliated with CPCNH, that are launching with default rates that are higher than the utility default rate. He shared that CPAs across the state are looking at all their energy supply options and CPCNH honors each community’s ability to make the best choice for them. Director Sweet added that CPCNH put the statement out partly because there is a reputational risk as CPCNH is often synonymously associated with the term Community Power. We wanted to be proactive in getting out the message that this has not and will not happen with CPCNH member communities.

Director Carson and Director Kelley shared a couple of concerns around brokers that are communicating via email and in person with a message that CPCNH should not be trusted or is not the best deal. One message was related to the City of Concord joining. CEO Callnan suggested that any response should come from the Concord Energy Committee as the committee fully recommended moving forward with CPCNH. He added that we represent a sizable part of the state and we do not necessarily need to respond in all of these situations because we may not be right for every community, and it is each member community’s decision. CPCNH should simply highlight the benefits we offer such as local control, local choice, community members at the table. Director Brown and Director Hemenway agreed with this approach. Director Brown added that CPCNH is run by communities for communities and that might not fit for every community. Director Hemenway added that we should also always be sharing that we are a not-for-profit organization, and the benefits are for the individual rate payers. Alternate Member Rep. Courtney offered that she would like to see CPCNH have a coordinated response when these types of things come up. Director Miller commented that if CPCNH is going to respond it needs to be thought out and well vetted. If a CPA is choosing to respond that is their decision and it is important for that community to make clear that they are not responding on behalf of CPCNH. CEO Callnan agreed this is an important subject and we should plan to discuss it more at another meeting.

CEO Callnan provided an update on the inadvertent enrollment in Peterborough. CPCNH received a letter from an attorney about the issue with American Hydro Incorporated. CPCNH responded to the letter on February 5th. A request was made for more information about why we were not notified earlier and was the customer notified ahead of time by Eversource that they needed to take action. A response was also sent to the community power representatives in Peterborough making them aware of it. Our response did highlight that multiple opportunities to deal with this ahead of time were offered, but not acted upon. Director Hemenway said that the utility and company should have let us know ahead of time.



2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

CEO Callnan responded that there are things the company and utility could have done ahead of time, and they did not. Chair Below added that CPCNH is pressing forward with trying to get, if necessary, the PUC to require utilities to flag both net metered and time of use customers in advance of enrollment. The rules require that for us to dual bill customers we must know ahead of time to enroll them that way. Right now, the utilities, particularly Eversource, are resisting this and their view is that because they have volunteered to flag NEM customers if someone gets missed it is not their fault. Chair Below also added that when the utility systems do not follow the rules it has a negative impact on CPCNH being able to enroll customers correctly resulting in CPCNH not being able to follow the rules. CEO Callnan shared that CPCNH has changed the messaging around this topic which has led to an increase in customers calling Calpine to make sure they are flagged in the system. This will hopefully be helpful in limiting inadvertent enrollments.

CEO Callnan moved to discussion on the CPCNH Director Self Nomination and Community Interest Survey that was sent out via email to Directors and Primary/Alternate Member Reps. on Monday, 2/19 from Bobbi-Jo Michael. CEO Callnan thanked the Governance Committee for taking the lead on the development of the process, documents, and survey, and he encouraged members to please complete the survey and get involved by volunteering to be on the board or on a committee. Director Hodson added that the due date to respond to the survey is Monday, 2/26. The Governance Committee will meet on Tuesday, 2/27, to compile the survey results and send the results from the survey out to Directors and Primary/Alternate Member Reps.

CEO Callnan provided an update on the Liberty Issues. CPCNH made headway with the billing issues. Unfortunately, we have lost ground again with it, and they are about one month behind on billing. This has been an ongoing issue with Liberty because of a system error they are experiencing. It has a negative impact financially of about \$700,000. The second issue is the CPAs in the Liberty service territory are not receiving the refreshed mailers which means those customers are not being brought back on to CPCNH as their default supplier. This is not an insignificant number of customers. The first refresh was missed causing customers to miss out on \$25,000 a month of savings. The second refresh is in April and if those customers are missed again, it will be about \$50,000 in missed savings. CPCNH continues to push Liberty. If the issue continues CPCNH may want to consider taking public action. Director Sweet shared that MOEC discussed this and is developing a card, poster or insert to get out to the communities affected by this. Director Miller asked if Liberty is incapable of remedying this issue. CEO Callnan replied that they have system issues. Chair Below commented that Liberty is heavily preoccupied with their rate case which relates to their new rate system making their bandwidth not what it should be. Director Brown asked if they are in violation of the rules. Chair Below responded that, yes, they could be. Director Brown asked if there are any issues with communities in the Liberty service territory. CEO Callnan replied that it does affect both the ability to launch new communities and the payment issue. Director Brown asked if we have reached out to the Office of the Consumer Advocate on this issue. CEO Callnan replied that he was not positive and would need to ask and follow up.

5. Treasurer's Report

Treasurer Quirk presented the Pro Forma and said we now have a full year from launch to review. CPCNH had \$43.5 million in revenues in 2023, cost of goods sold was \$34.3 million bringing the gross margin to \$9.2 million. All the operating expenses and general and administrative expenses, which include all our partners, employees, consultants, contracts, and miscellaneous expenses are about \$3.7 million,



2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

providing a net margin of 5.5 million. Over the course of the year, we have built up joint reserves of 6.3 million. We served 335 GWh's and we can relate that our projected load that we expect to serve next year in 2024 which is closer to a TWh. That is about 91 ½ thousand accounts.

The Variances Report did not change much. Joint Reserve is the money that we reserve to ensure CPCNH's sustainability in case of unforeseen challenges or opportunities. The size of the reserves is related to the operations of the organization. As CPCNH gets bigger and adds communities the size of the Joint Reserve fund needs to increase as well. The goals of the Reserve Fund were established by the Risk Management Committee and are in the Financial Reserves Policy. The industry standard for nonprofits is to have Joint Reserve funds of three to six months. CPCNH's goal is to get 120 days of reserve funds. If we get to or over 180 days of reserves, that would be considered excess reserves, and we would need to get those funds back into the communities. The way to do that would be to lower the rates for communities. Joint Reserves is what keeps this organization going and healthy. The joint reserves do belong to the communities, but communities that want to be part of getting the benefits and lower prices that CPCNH can provide have all agreed to the policy. Excess and Discretionary Reserves are where CPCNH can separate out funds to work within communities without digging into the Joint Reserves which are meant to be used to move the entire organization forward.

Treasurer Quirk moved to discuss the Community Benefit Report which is where we can see and discuss the Joint Reserves per community more clearly. Joint Reserves are built based on the MWhs that have been served to each community. The energy is procured ahead of time, as the MWhs to communities increase, the Joint Reserves do as well. The Joint Reserves are a combination of funds for all CPCNH communities. Chair Below added the power is delivered, the utility bills for it, the customer pays for it, after a few more days the money is sent to CPCNH. This results in a lag in the data for the report because we shifted from when we accrue the revenue to when it is billed and known to us. Director Hodson asked if there is the need for greater clarification, a better title, for the column labeled Joint Reserves to show that this is the member community's contributions to the collective Reserve Funds for CPCNH not their individual community. Director Hodson also asked if this stood for the amount a member community would take back to their community if they were to withdraw from CPCNH? Treasurer Quirk replied that all the member communities are contributing to this process to allow members to get better rates. Director Hemenway commented that the reserve target is a specified target not a stay below. If we are going to talk about that differently then we should talk about the policy and changing it. Director Hemenway asked about the Liberty payments being delayed and the fact that we are recognizing revenue when we know about it. How are we looking at those delayed revenues from Liberty and do we have those for the December actual or is that something that may change and end up attributed to December in the future? CEO Callnan responded that revenue is recognized on the reports, but we do not actually have the money in hand yet. Barrington Primary Member Rep Paul Panish suggested a simple change for clarification to the title of the Joint Reserves column to Share of Joint Reserves. Director Miller suggested talking about the Joint Reserves column like it is collateral. If a community is going to be part of CPCNH they need to build up their collateral as they go allowing CPCNH to operate on their behalf. Anything beyond that is excess and would hopefully be returned with lower rates. Each CPA deliberately decides to set up a Discretionary Reserve Fund if they plan to use the money outside the regular electricity procurement operations. Director Sweet thanked Kim for all her research and explanations on the Reserve and Joint Reserve Funds. She also added that another function of the Joint Reserves is to protect other communities to cover the power that had already been bought



COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE

2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

on behalf of any withdrawing community. Chair Below added that if a community were to withdraw, they would pay any outstanding obligations and the money they have in Joint Reserves would go with them. Treasurer Quirk mentioned adding what happens if CPCNH exceeds the 180-reserve operating day to the Reserves Policy. Director Hodson asked if we should pursue this in a different forum and where should that discussion take place? Director Miller responded that he believes much of this would take place in Risk Management Committee meetings. Treasurer Quirk suggested consideration of an educational piece for our members at the annual meeting.

Director Sweet asked where the Community Benefit Report is located. Henry Herndon responded we could put it on the CPCNH website, we can email it out to Directors and Member Reps, and that it is in the Board Report. Director Miller asked if the February update was provided to members monthly. Henry Herndon responded that we do not have a timeline, quarterly possibly, but could be less depending on capacity. Director Hemenway asked where members can find the opt action updates for their community. Henry Herndon replied that Calpine submits weekly and monthly reports, and they are in the Ambassador’s Toolbox. We may not have it for launching communities yet, but Henry will research this. CEO Callnan added that the timing does not need to stay the same for these reports. We might be able to update the Product Election Report timelier.

6. Finance Committee Report


The Finance Committee has met twice since the last board meeting. They have been able to review and edit reports going in the board packet to the membership ahead of time. One important next step for the Finance Committee is to investigate an investment policy soon. Kathleen Kelley has agreed to work with CEO Callnan to draft a policy to review in April.

The committee also discussed whether people moving into communities are getting CPCNH as their default provider. It might be good to find a way to remind people that when they move into a new city or town, or when they move from one town to another, they have community power as a choice. There could be community power literature at the city and town offices or given to realtors for example. Director Sweet mentioned that the refreshed mailers are done on a quarterly basis now, but we could revisit this and make them more frequent in the future. Communicating with our customers keeps coming up and it would be great if we could have our own bill and talk to customers.

Secretary Oxenham mentioned that CPCNH should discuss developing an email policy so each CPA could email their members. Director Sweet commented that pop-ups could be a possibility for communication to customers. Chair Below added that we do have email information for customers, but we would need to develop an email policy around using them.

Director Kaspari asked for more information about the Investment Policy being developed. Director Miller shared that the policy would establish this, but it will be important to use an investment account where the money cannot be lost. Chair Below added that we do have a requirement to have a certain amount of money in the reserves. River City Bank may be able to help us with this.

Director Brown asked that we make sure we are careful with bulk emails as we need to capture each communities’ views and goals and asked why the emails cannot be used now. Secretary Oxenham added

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES	
	Meeting Type:	Meeting of the Board of Directors
	Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
	Meeting Date:	Thursday February 22, 2024
	Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

that each CPA would get the email list for their customers only. Chair Below shared that we do have a policy in place to protect PII and we would need to think through this before we move forward.

7. Executive Committee Report

The Executive Committee voted to recommend four proposed amendments to the JPA and By-laws. Chair Below will go over those amendments with the board after a discussion on a couple of action items that do need to be decided today. There is a separate provision as well that the Board of Directors must set the number of Directors. The Executive Committee voted to recommend that the Board size continue at 20 Directors. The Executive Committee voted to recommend that the board set the date for the Annual Meeting as April 18th and move the March Board meeting to March 21st, 4 weeks after the February meeting (today), and 4 weeks before the proposed April 18th Annual Meeting date. Essentially moving meetings from the fourth Thursday of each month to the third. The board must set the specific date, time and place for the Annual Membership Meeting and the annual board meeting that follows that. The notice for that must be sent out 30 days in advance and must include any items of business to be conducted at the membership meeting.

Director Hodson asked for an idea of when the board packet materials would be due from committees for the March meeting. Chair Below responded that we would hope to have them on the Monday before the board meeting. Director Hodson added that moving up all these meetings could make it difficult to get the information prepared and issued on time for everyone to be prepared ahead of time. Chair Below said the other possibility is to go to the fourth Thursdays of March and April for the meetings. Alternate Member Rep Courtney asked if we should consider moving the meeting to a weekend day to allow more members to be there, especially those that work. Some directors strongly objected to weekend meetings.

Director Hodson made a motion to hold the Annual Membership Meeting on April 25, 2024, and keep the scheduled March 28th Board of Directors meeting date. Miller seconded.

Discussion on the motion:

Director Hemenway asked how reasonable it is to suggest we get an attendance survey for both dates and a weekend date to schedule it on the highest available attendance day. Chair Below said that the Board could delegate the decision to set the date, time, and place of the April Annual Membership Meeting to the Executive Committee. He also shared that a survey to members about this is a great idea, but we do not really have time to do that for this year. Chair Below asked Keith Gordon of DWGP to confirm his understanding. Director Hodson clarified that we are looking for an answer on whether to do an attendance survey before making a final decision on the date. Keith Gordon, of DWGP confirmed that the date and place of the Annual Meeting could be decided at the Executive Committee level but given the number of member communities affected by this decision he encourages the board to set the date at the board meeting level if it is possible and that in the event the board cannot then it could be delegated to the Executive Committee. Director Miller shared that if we are not going to do more work via an attendance survey then we should decide the date of the annual meeting today. Director Hodson agreed and added if we set the dates today, we are giving everyone two months to get prepared. For future we should set the Annual Meeting date at the January Board of Directors meeting. Chair Below asked if there is any further discussion on the motion and is there any objection to approving the motion to set the annual meeting of the membership and Board of Directors for April 25th and keep the March meeting of the board on the 4th Thursday of March.



2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

Chair Below stated if there is no objection he will declare the motion adopted by unanimous consent. Hearing none, Chair Below declared the motion so adopted.

Chair Below shared we could set the time but was not sure about the location. Bobbi-Jo Michael shared we do have a soft hold for April 18th at the NH Audubon McLane Center in Concord, but we could move that to April 25th. Chair Below asked if we would have our normal start time of 10:00a.m. Bobbi-Jo Michael responded that we would start the meeting then, but would have registration, light breakfast, and time to connect with members from 9:00 – 10:00a.m.

Director Hodson made a motion to hold the Annual Membership Meeting at 10:00a.m. on April 25, 2024, at a place to be determined by the Executive Committee, immediately following the Membership Meeting and lunch we will hold the Annual Board of Directors Meeting at the same location at a time to be determined by the Executive Committee. Director Miller seconded. Hearing no objection, Chair Below declared the motion adopted by unanimous consent.

Chair Below said that the next order of business is to discuss the four possible JPA and By-law amendments. Michael Postar of DWGP has vetted these. They are within our discretion as both the JPA and By-laws must be amended by the membership. Director Miller asked if any of these need to go back to the governing bodies. Chair Below responded they do not.

The first possible amendment is to **amend section 5.3.2 of the By-laws by adding the phrase “who desire to serve on the Board”** after “Representatives from each of the following designations”. At present the By-law requires that at least two directors on the board represent counties. Given we only have two counties at this time, if one or even both do not want to fill a director seat on the board this amendment allows them to decide that on their own. If one or both counties choose not to have representation on the board that would give the board the discretion to fill the seat(s) with a director from a city or town. Director Sweet asked if it is mandatory that we have at least one of them represented on the board.

Chair Below responded that it is not mandatory, but if both counties wanted to have representation on the board, they are entitled to it. Director Brown asked about the possibility of changing the number of counties from two to one. Chair Below responded we would have to amend the By-laws to do that. Director Sweet responded that she feels like we are taking something away from the county’s if we were to do that and we are looking to add flexibility.

The next proposed amendment is to generically allow appointments of alternates to committees to serve in the absence of regular committee members. Chair Below explained that precise language has not been formulated, but conceptually looking at committee size and a way to add more committee members to be involved as we grow. The alternate committee members can fill in for absent committee members. Chair Below added that it could also help with in person quorum and committee member succession. Director Miller supports the idea of this, but he would like clarification on what the board would be voting on today. Chair Below said the board, today, would be voting to authorize the Executive Committee to decide the precise language describing the idea for the amendment that would be presented at the March board meeting for approval.

The third By-law amendment is to allow committees to elect a Vice Chair who can serve in the absence of the Chair. Chair Below shared that adding this amendment would be helpful as it would allow the



2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

committees to have someone to act in a Committee Chair's absence. It allows committees to potentially have added officers. He added that the RLAC has already done this because they added it to their Charter. Another possibility is to add a clerk type role if the board desires.

The fourth proposed By-law amendment is adding a provision to allow for the removal of committee members for lack of attendance. Chair Below said that some committees have experienced this making it difficult to meet quorum requirements. He added that this By-law amendment may be avoidable with the addition of alternate committee members.

Director Kaspari shared that there is concern around differentiating between excused and unexcused absences and we would want to consider that in developing a By-law like this. He added that if someone is not showing up without any notice for several meetings that would be considered unexcused, but there would need to be definitive criteria developed and do we want to get into that at this point? Director Hodson asked if this is something that the Governance Committee could work on developing. Chair Below agreed it could be. Director Sweet asked why we would not change it to allow committees to elect both the Chair and Vice Chair if desired. Chair Below shared that is a little more complicated because there is already express language for that process, but it could be considered for the future. Director Sweet added it is fine the way it is for now, but the committees might like to elect their own Chair as well. Director Hodson asked if that could be delegated to the committees at the April meeting. Chair Below responded that could not happen without a change to the JPA. Director Hemenway commented that if we want to go down that road it should include the Chair not just the Vice Chair, and possibly a Clerk role. The committees could advise the Board Chair on who should fill those roles on the committees.

Director Hemenway moves to notice for all four of the potential amendments, with the language to be proposed at the next board meeting for submission. Seconded by Director Hodson.

Chair Below added that there is a separate provision in the By-laws for amendments that says the actual language must be circulated at least two weeks in advance of the meeting. After discussion ***Director Hodson rescinded her second and offered a friendly amendment to do only the first three By-law amendments because she does not believe the Governance Committee will have the capacity to get to the fourth By-law amendment language.*** Director Carson asked if the By-law to add alternates to committees would be effective immediately. Chair Below said it would be if two-thirds of the membership voted to approve it. Director Hemenway was willing to accept the friendly amendment to only approve the first three By-law amendments, but Director Hodson had already retracted her second to the motion resulting in no action on the motion. Director Hemenway asked if there is a second. Chair Below found that there is not a second to the original motion. Director Hemenway said that with no second there should be a new motion because it will be clearer that way.

Director Hemenway moves to notice the first three of the four potential By-law amendments with the language to be proposed at the next board meeting for submission. Seconded by Director Hodson. Hearing no objection, Chair Below declared the motion adopted by unanimous consent.

Chair Below asked to review and discuss the CEO review process and evaluation. The contract that the board approved last year for the CEO employment agreement allows for the Executive Committee to undertake this process. It is the basis for setting salary, performance bonus and retirement bonus for the following year. What the Executive Committee proposed and is planning for is that we start this process



2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

in April. Director Charette will provide feedback before stepping down in April. The CEO will self-evaluate using the evaluation matrix. The Committee Chairs, directors and member representatives in general are invited to send feedback to the Chair. The Chair will compile this and present it to the Executive Committee members in April or early May for their consideration. The Executive Committee will also complete the evaluation matrix to the extent that they have knowledge of it or have worked with the CEO in that area. The Executive Committee will convene in a non-public session pursuant to the statute that allows for consideration of compensation for employees. This will allow for a discussion, part of which will include the CEO and part of which will not, to determine the committee members are all on the same page. The Executive Committee will vote in public to recommend the proposed base salary and bonuses and present this to the full board for action at the June meeting. Simultaneously, the Executive Committee will be looking to update the goals and objectives, which is a second-year work plan in terms of priorities with the goal of getting that completed at the board meeting in June. If not June, because of the workload with rate setting, then July, to allow the CEO to know the goals and objectives for the next year.

Director Miller offered updates to be used for next year and this year if possible:

These are not clear if these goals and objectives are the same as what is in the blurb about the CEO compensation because I interpret it to be that the performance goals are things that might be strongly linked to the bonus, whereas goals and objectives are things that may be roles and responsibilities and general performance on request.

The second thing is that he wished we could have seen this earlier, a little late in the year, to be exposed to these for the first time outside of what the Executive Committee worked on.

If these are performance goals to be assessed against a bonus level, there are too many especially to associate with a bonus. Some of them could be performance-related objectives that would drive a bonus. He recommended going through and categorizing these better to separate out the job characteristic stuff and which are really the goals for the organization that are ambitious and would be tied to bonus.

The fourth comment is goals tied to driving a bonus could be better if they were time bound and measurable so we could get a specific metric making it clear there should be some kind of challenging objective that is realistic and achievable tied to the bonus structure. You need to be able to discuss them objectively. The way they are written now is too subjective on what needs improvement, meeting expectations or exceeding expectations. If we develop something more structured and more specific and measurable there would be a handful of core performance objectives that would tie back to things like how the CEO drive CPCNH to create specific and measurable CPA benefits, specific and measurable CPCNH internal performances, growth of the organization or retention of CPAs.

Chair Below responded that Director Miller's suggestions are helpful to inform improving for next year. He asked Director Miller to write them up and get them to the Executive Committee to review and consider. Chair Below added that the Executive Committee has been working on these since last summer and versions of these were circulated. They started with the idea of key performance indicators with measurable metrics and part of that included using the employment contract and job description to help develop those.

Director Hodson asked if suggestions for refining the instrument itself should also be supplied to the Executive Committee in April when feedback is offered. Chair Below confirmed that is fine. Director Hodson offered that to Director Miller's point SMART goals might be a point of departure and putting three buckets out, maintaining momentum, developing the long-term goals, and improving the



2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
Meeting Date:	Thursday February 22, 2024
Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

organization. It could be nine by nine and measurable. Director Kelley added that having measurable goals is a key part.

Director Sweet reminded Chair Below that we need to set the board size for 2024 – 2025. Chair Below shared again that the Executive Committee’s recommendation is to keep the board size at 20 and elect seven directors, assuming the added vacancy from Director Charette stepping down.

Director Kaspari moved to accept the Executive Committee’s recommendation to keep the board size at 20 and elect seven directors. Seconded by Director Carson. Hearing no objection, Chair Below declared the motion adopted by unanimous consent.

8. Governance Committee Report

Governance Committee Chair, Director Hodson shared that the committee has been focusing their efforts on creating a process for the board to get us to our director elections and committee member appointments in April. The current iteration of the process is included in the board packet. You will find the milestones and steps for each step in the process. Director Hodson reminded members of the February 26th due date for the self-nomination and committee interest survey. Director Hodson also confirmed that statements can be sent to Bobbi-Jo Michael via email. This process was reviewed and approved by legal counsel. The compiled survey results will be sent out in a couple of weeks. The overall goal is to streamline the process and there will still be an opportunity to run for a director seat at the April meeting if someone missed the opportunity to review the survey. Director Charette praised the work of the Governance Committee with the survey.

9. Member Outreach & Engagement Committee Report

Director Sweet shared that the February update was sent out. CPCNH has implemented Mail Chimp which has been extremely helpful to get information out with a nice presentation. Please do go to the Staff Report that is produced by Henry Herndon. It is a great document, and it shares all that is going on with Member Services.

CEO Callnan hosted a Zoom meeting to ask questions about Net Energy Metering (NEM). From that discussion the NEM FAQ document was developed.


B-Fresh helped us produce great promotional videos. They are on YouTube, they can be downloaded and shared with community members. Please do share them out. CPCNH had press and media highlights including InDepth NH, Energy News Network, Union Leader piece, coverage in the Concord Monitor and NHPR about the OCA complaint and the statement from CPCNH regarding this.

There are twelve communities launching before the next board meeting.

The April Membership Meeting is coming up in April and this coincides with our one-year anniversary of having operating CPAs.

There are regulatory and legislative happenings providing opportunities for press releases and coverage. CPCNH will be sponsoring the NHPR By Degree Summit on April 4th at UNH giving us exposure at this statewide event.

There are two meetings coming up. The first meeting is a Zoom meeting taking place on February 27th at 5:00p.m. for those communities in wave three positioned to get local and PUC approval simultaneously to allow them to launch in June. It is an opportunity to go over the Cost Sharing Agreement and all the policies and ask questions in a group setting. The second meeting is also virtual. It is a Member Candidate Forum on March 5th at 5:00 p.m. This is for thirty-five communities that have reached out because they are considering joining CPCNH. Henry Herndon invited Chair Below, CEO Callnan, Committee Chairs and Ambassadors to join this meeting.

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	2/22/24 BOARD OF DIRECTORS – APPROVED MINUTES	
	Meeting Type:	Meeting of the Board of Directors
	Meeting Location:	14 Dixon Ave, Suite 201, Concord, NH 03301
	Meeting Date:	Thursday February 22, 2024
	Meeting Time:	Noticed for 10AM @ CPCNH.org & Lebanon Public Library

The next MOEC meeting is Wednesday, March 13th, 2024.

10. Regulatory & Legislative Affairs Committee Report

Committee Chair Bill Baber shared highlights from the RLAC Board Report. The HB 1600 outcome outlines how effective CPCNH was in this process. After amendments, the bill was passed unanimously including by the Chair, a co-sponsor of the amendment, which moves it to the consent calendar, hopefully making it a done deal in the House.

There were three building code bills that Deana Dennis got permission to provide presentations on because they had the potential to bring the building code forward to the 2021 version but without the energy component, they would be left at the 2018 version which is unfortunate.

There has been a lot going on with the CPCNH petition. It has been a very disappointing reaction from the utilities on getting the data. There will be a more detailed update at the next RLAC meeting on Friday, March 8th.

Chair Below added that the amendments are shown in the RLAC report inserted into our chapter of the law 53-E. so much of the existing language drops in this paragraph and fixes an overlooked problem from years ago which clarifies our authority to use the private confidential individual customer information to be able to launch.

11. Risk Management Committee Report

Director Miller shared that the main thing the RMC did was approve a hedge recommendation memo that authorizes increasing the hedge ratio for the current period up to 100 percent if it is deemed necessary. We also discussed how County CPAs work, especially as how that relates to enrollments and forecasts. RMC had discussed a couple of other topics and four interesting trainings that are in the process of being scheduled.

12. Other updates business, questions & reflections.

Chair Below mentioned that the Governance Committee had to put off work on the board self-evaluation survey to work on the nominations and elections process for the annual meeting. This will be a priority again following the annual meeting.

13. Adjournment

Director Miller moved to adjourn the meeting at 12:38 pm. Seconded by Director Kaspari. Hearing no objection, Chair Below declared the motion approved by unanimous consent.