 <p><b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b></p>	<b>EXECUTIVE COMMITTEE – MINUTES</b>	
	Meeting Type:	<b>Executive Committee</b>
	Meeting Location:	<b>Council Chambers, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766</b>
	Meeting Date:	<b>Thursday, April 14, 2022</b>
	Meeting Time:	<b>Noticed for 8:30 AM on CPCNH.org and at Lebanon City Hall</b>

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

Clifton Below called the meeting to order at 8:41 am. He reported that April Salas, the Chair would not be able to join us because her flight was cancelled. Clifton said that Doria Brown made the effort to drive to Lebanon from Nashua to ensure that we had a quorum.


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

Andrea Hodson who was attending virtually stated it was not reasonably practical for her to travel to attend 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 virtually
Ethan	Dartmouth student who is part of a class project that is observing the community power effort here.

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

 <p><b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b></p>	<b>EXECUTIVE COMMITTEE – MINUTES</b>	
	Meeting Type:	<b>Executive Committee</b>
	Meeting Location:	<b>Council Chambers, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766</b>
	Meeting Date:	<b>Thursday, April 14, 2022</b>
	Meeting Time:	<b>Noticed for 8:30 AM on CPCNH.org and at Lebanon City Hall</b>

## 2. Proposed Agenda & Meeting Minutes

### a. Check for Consensus on Proposed Agenda.

Doria said that she had a time constraint and needed to leave by 10:30 am at the latest, so she suggested significantly consolidating the agenda. Andrea suggested reviewing the agenda for the critical elements that are should be included in the board packet that we need to send out over the weekend, because we will not have enough time unless we schedule a continuation of this meeting.

Clifton proposed skipping over the minutes, but Andrea asked how we hand over to the next Executive Committee if we did not approve our own minutes. Henry Herndon said that if the executive committee wants him to make updates to the website his contract scope requires the communication content to be reviewed and approved by the Executive Committee or its designee. He asked if the Executive Committee could approve a designee. Clifton agreed that the website updates are important for the RFP process, and said that we could discuss a designee at the end of the agenda or add that item to the agenda for the annual meeting.

Andrea proposed starting with the annual meeting agenda as that has the highest priority and holding the remainder of the agenda items.

The committee agreed by consensus to move the Annual Meeting up in the agenda, skip over staff strategy, and then review the minutes.

## 3. Annual Meeting

The proposed agendas are included below.

### Annual Membership Meeting

Thursday, 21 April 2022, 10am - 12:30pm, Webster

#### Agenda, Draft

- |                             |  |
|-----------------------------|--|
| 1. Call to Order            | Roll Call & Verification of Meeting Quorum |
| 2. JPA or By-Law amendments | Quorum criteria, JPA typo                  |
| 3. Adjournment              |  |

### Annual Meeting of the Board of Directors

#### Agenda, Draft

- |                               |                                   |
|-------------------------------|-----------------------------------|
| 1. Call to Order              | Roll Call & Verify Meeting Quorum |
| 2. Approve Agenda and Minutes | March 17, 2022 meeting            |
| 3. Vote New Membership        | Portsmouth, NH                    |



**COMMUNITY  
POWER COALITION  
OF NEW HAMPSHIRE**

## EXECUTIVE COMMITTEE – MINUTES

Meeting Type: **Executive Committee**  
 Meeting Location: **Council Chambers, City of Lebanon, City Hall  
 51 N Park Street, Lebanon, NH 03766**  
 Meeting Date: **Thursday, April 14, 2022**  
 Meeting Time: **Noticed for 8:30 AM on CPCNH.org and at Lebanon  
 City Hall**

- |   |   |
|---|---|
| <p>4. <b>Review financial position</b></p> <p>5. <b>Evaluate program achievements</b></p> <p>6. <b>Review policies and other actions recommendations</b></p> <p>7. <b>Elect Officers</b></p> <p>8. <b>Appoint Committee Chairs &amp; Members</b></p> <p>9. <b>Schedule Committee of Whole, Set goals for the year ahead</b></p> <p>10. <b>Adjournment</b></p> | <p>Q1 2022</p> <p>Committee Chairs’ reflections</p> <p>Conflict of Interest, Volunteers, Gifts</p> <p>RFP</p> <p>Staffing strategy, internal hires</p> <p>Chair, Vice Chair, Secretary, and Treasurer</p> <p>Finance, Governance, Member Ops, RLA, Risk</p> <p>[[ to be proposed by the new Exec Com ? ]]</p> |
|---|---|


Clifton addressed the JPA changes that are an agenda item for the Annual Membership meeting. He said that the proposed JPA changes were reviewed by our New Hampshire attorney Eli Emerson, and Eli said that there is a low risk for the Board to approve enabling less than a majority as a quorum for committees. This is because the NH Attorney General approved the JPA as in conformance with NH law with membership and Board meetings having a quorum of 25% of members. Andrea wondered if we should have Eli’s legal review as a document in the Board packet. Clifton and Matt said that it was not necessary and having Eli produce a written opinion would run up billable hours. In addition, at least one of the attorneys will be available at the annual meeting.

Clifton then moved on to the agenda for the Board meeting. He said that items 1 through 4 made sense and no one disagreed. Item 6 included the Conflict-of-Interest policy. Clifton received an e-mail from Michael Postar the night before this meeting with his suggested edits. Some committee members had not had time to review the changes so they were reluctant to bring the Conflict-of-Interest policy to the Board for a vote. Clifton said that the other topics under item 6 included the staffing strategy and internal hires, and we may need to defer those to a later meeting.

Clifton asked about status of the RFP. Matt responded that the body of the RFP was circulated several days ago and he asks everyone to read and comment on the document. There are two sections that have yet to be released. They are in the appendices and the document currently has placeholders for them.

Matt said that one of those sections contains the critical path, which is intended to inform the vendors of some of the peculiarities of the New Hampshire market. Matt said that the Risk Management committee should be able to circulate that on Friday evening.

Matt said that the other section will contain a revision of the cash flow analysis based on the member data that we've received from the utilities and the bottom line on that is that the data lacks good integrity, even though the utilities are providing it to us. Months are not labeled correctly so the data is not very usable so there will not be a significant revision to that cash flow analysis. The good news is that the overall annual

 <p><b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b></p>	<b>EXECUTIVE COMMITTEE – MINUTES</b>	
	Meeting Type:	<b>Executive Committee</b>
	Meeting Location:	<b>Council Chambers, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766</b>
	Meeting Date:	<b>Thursday, April 14, 2022</b>
Meeting Time:	<b>Noticed for 8:30 AM on CPCNH.org and at Lebanon City Hall</b>	


load data is fairly accurate so that does not change the outcome of the cash flow analysis. Apart from these two sections what has been circulated is the complete RFP.

Clifton again suggested that we could probably remove staffing strategy and internal hires from the agenda, but Andrea commented that we need to discuss this as we have an urgent need to queue up a staffing search framework and if this is not discussed at the April Board meeting, we would delay the start of the search to May. She said that attachment 2a is the discussion draft of the hiring search which can be discussed by the Board. Evan agreed that attachment 2a is a reasonable outline for a discussion by the Board. Matt suggested recommending that the Board form a small committee in April to work up a process to proceed with the search. Andrea noted that there is the concept of a search team in the attachment which covers this suggestion. Clifton recommended sharing the memo that Michael Postar and other people from DWGP wrote about their perspective on lessons learned from the California CCAs, as part of the memo discusses hiring. Andrea was concerned about how public this memo should be and Clifton responded that Michael Postar had recommended we could share the memo with other directors and our consultants because it draws some lessons from CCAs in California that the consultants work with in any case. Clifton said that even if we do not discuss the memo at the Board meeting it should be included in the Board packet for the April meeting.

Lisa asked if we were to establish a search team at the April Board meeting, or would we have people think about it and establish the committee in May. Andrea said that the search team will focus on CEO position, not on other positions. Andrea said that search for CEO would be a major task and would not allow for team to work on other hires.

Doria confirmed that the Executive Committee was not involved in issuing the RFQ process that was used in the search for the legal team. She said that we had decided that the search for the CEO and for the other positions were of equal priority, and asked if the search for the other positions was not to proceed. Andrea said that search team for lower positions does not need as much work as for a CEO, but these positions were no less urgent than the CEO.

Andrea said that the major difference between the CEO and the other positions was that we have cash in the bank for the other positions, but the Board needs to decide on how to fund a CEO position. Doria suggested that the Executive Committee should start the process to form a search committee for a CEO by listing that committee in the Board packet. Clifton agreed and suggested listing all the committees, including the CEO search team, and having people volunteer for the available positions. Doria and Andrea said CPCNH should be looking for more than just directors and alternates to join the CEO search committee. We should also look for external volunteers who have appropriate experience for the CEO search team. Andrea proposes to have an attachment listing Board members and alternates with committees and a second attachment would describe the CEO search team and ask for volunteers for this team or nominations for this position. The new

 <p><b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b></p>	<b>EXECUTIVE COMMITTEE – MINUTES</b>	
	Meeting Type:	<b>Executive Committee</b>
	Meeting Location:	<b>Council Chambers, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766</b>
	Meeting Date:	<b>Thursday, April 14, 2022</b>
Meeting Time:	<b>Noticed for 8:30 AM on CPCNH.org and at Lebanon City Hall</b>	

Executive Committee can take a look at the credentials of those who were nominated and then come back to the board in May with the team to be approved.

Andrea summarized the discussion by saying that under item 6 in the board packet we will let the staffing strategy / internal hire topic stand and get that discussion going.


Andrea moved the discussion on to agenda item 8 and noted that there were only two candidate statements for the Executive Committee positions, one for Chair and one for Secretary, with April taking the position of Immediate Past-Chair. Andrea said that she does not want to continue as Treasurer. Clifton reported that both he and Andrea had spoken to Kim Quirk about taking on the Treasurer position and she was open to the idea. She has done the financial work in her own business, specifically setting up a chart of accounts, bookkeeping and financial reports. She said she would seriously consider the Treasurer position but she did not put in a self-nomination. Perhaps she would be willing to be nominated at the annual meeting. Clifton said that there are people who might be willing to be Vice-Chair and that he had asked Matt if he would consider it and he respectfully declined. Doria said that if the organization is going to move forward and be successful, people need to step up and help. She is very disappointed at not seeing more people step up.

Clifton proposed adding another item to the agenda, and that is having the Board formally adopt the values statement that we have posted on our website. Lisa said that she thinks it is important to have both the mission statement and values statement be adopted by Board. Andrea and Evan both supported adding an agenda item to approve these statements early in the agenda. Andrea also said that she felt that it was important that agenda item 9 “Schedule Committee of Whole, Set goals for the year ahead” be on the agenda as it is a reminder for the next Executive Committee that this is something that they should be doing. However, we should not try to develop the goals on the fly at the April Board meeting.

Doria asked a process question about appointing committee members. Clifton said that we have interpreted the by-laws as reading that the Chair makes the appointment but that the Board confirms the appointments. He added that we are still likely to have committee vacancies. Lisa noted that at the last Member Operations and Engagement committee meeting all of the members who were in attendance said that they would like to continue as committee members, then going back to the values statement she asked when we will approve the values and mission statements. Clifton suggested putting it after item 3, “Vote for New Membership”.

Andrea returned the discussion to committee appointments, and asked Lisa if she intended to continue as Chair of the Member Operations and Engagement committee. Lisa said that she would. Andrea then commented that Matt was clearly willing to continue as Chair of the Risk Management committee, and asked if all the Risk Management committee members will continue as members. Matt responded that he did not know but would ask at the next Risk Management committee meeting.

Andrea followed up by asking Clifton if he had thought about staffing up the Legislative and Regulatory Affairs committee. Clifton said that he had not, but that it has been helpful that Amanda Merrill has started

 <p><b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b></p>	<b>EXECUTIVE COMMITTEE – MINUTES</b>	
	Meeting Type:	<b>Executive Committee</b>
	Meeting Location:	<b>Council Chambers, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766</b>
	Meeting Date:	<b>Thursday, April 14, 2022</b>
	Meeting Time:	<b>Noticed for 8:30 AM on CPCNH.org and at Lebanon City Hall</b>

helping him. He added that she had not been formally appointed to the committee as that would mean that he could not talk to her outside of noticed meetings, which would be impractical as legislative issues can come up really quickly. Clifton said that we also need to stand up an audit committee but for all these committees we need more than three people to reduce open meeting quorum issues. Andrea suggested that Amanda might be a good person to assume the Chair of the Legislative and Regulatory Affairs committee. Clifton commented that the Regulatory and Legislative Affairs committee is also supposed to have a charter developed that defines it, as the committee currently has a very perfunctory purpose. Doria asked if the committee can exist without the Charter, and Clifton responded that it could, but that it would have more authority to represent CPCNH once the charter is created and approved.

#### 4. Policy Drafts for Board

##### a. Volunteer Appointments

Clifton reported that the volunteer agreement was reviewed by legal counsel and the only substantive change was:

*A 'Volunteer' is anyone who, without compensation, performs a task at the direction of and on behalf of CPCNH, excluding Member representatives (under Section 3.6 of the CPCNH By-Laws), Directors, Alternates, and employees of Members who may perform tasks on behalf of CPCNH as part of their municipal or county employment.*

The committee had discussed needing this change at its last meeting. In addition, Michael Postar provided these comments on the Volunteer Appointments document.

*CPCNH has the discretion to define volunteers as it chooses and the proposal is within its discretion.*

*We note that an individual who has not completed the volunteer application and been enrolled by CPCNH is not a volunteer with a Capital V, providing another path for excluding a class of unpaid people who perform tasks for CPCNH from the terms of the volunteer policy.*

Clifton said that the only other comment on the volunteer agreement was Michael was asked if confidentiality is maintained if a volunteer has access to legal advice and here's his analysis:

*Eli and I agree that volunteers are generally covered by attorney client privilege. Eli offers the key point is that the volunteer needs to fall under the definition of a representative of the client under New Hampshire law wanting / having authority to obtain legal professional legal services or.*

The consensus of the committee was that since legal has reviewed the document we can accept their proposed changes and include it in the packet.



**COMMUNITY  
POWER COALITION  
OF NEW HAMPSHIRE**

## EXECUTIVE COMMITTEE – MINUTES

Meeting Type: **Executive Committee**  
Meeting Location: **Council Chambers, City of Lebanon, City Hall  
51 N Park Street, Lebanon, NH 03766**  
Meeting Date: **Thursday, April 14, 2022**  
Meeting Time: **Noticed for 8:30 AM on CPCNH.org and at Lebanon  
City Hall**

### **b. Conflict-of-Interest**

Clifton said that there are two versions of this document, one that he gave Michael and one that incorporates the feedback that he provided. The committee felt that it had not had enough time to review the document so it agreed to take the Conflict-of-Interest off the Board agenda. Since the Volunteer Appointments document incorporates the Conflict-of-Interest policy the committee decided to remove Volunteer Appointments document as well.

### **5. Meeting Minutes**

The committee decided to meet before the Annual Meeting to approve the outstanding Executive Committee minutes, so it will meet at 9:30 am on Thursday April 21.

### **6. Adjournment**

*Andrea moved to adjourn the meeting. The motion was seconded by Evan and approved unanimously by a roll call vote*

Clifton adjourned the meeting at 10:18 am