

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	EXECUTIVE COMMITTEE – APPROVED MINUTES	
	Meeting Type:	Executive Committee
	Meeting Location:	Council Chambers, Lebanon City Hall, 51 N. Park St., Lebanon NH 03766
	Meeting:	Thursday, February 15, 2024
	Meeting Time:	Noticed for 1:00 PM

CPCNH Executive Committee, Elected 4/21/23			
Member	Name	Office	Present/Absent
Lebanon	Clifton Below	Chair	Present
Portsmouth	Kevin Charette	Vice Chair	Absent
Plainfield	Evan Oxenham	Secretary	Present
Enfield	Kimberly Quirk	Treasurer	Present
Rye	Lisa Sweet		Present (virtual)

Also Attending: Brian Callnan, CEO; Bobbi-Jo Michael, Director of Administration

MINUTES

1. Call to order and roll call

Chair Below called the meeting to order at 1:08 pm noting that a quorum of three was present at the noticed meeting location. Director Sweet each stated that it was not reasonably practical to have traveled to the meeting location today.

2. Determine the agenda items

Discussion of the Board Director Self Nomination & Committee Interest Survey and the process.
Annual Meeting discussion – Date determination, Bylaw updates/changes, immaterial changes to any CPCNH key documents etc.
Process for CEO Evaluation going to the full CPCNH board.

Discussion ensued around the development of the minutes from the last Executive Committee meeting held on 2/1/2024. Specifically, around the portion of the minutes that discuss the determined timeline for the process of the CEO’s Annual Performance Review.

3. Approve Minutes of 02/01/2024 meeting

Treasurer Quirk moved to approve the minutes from the 02/01/2024 meeting, with the edits requested orally at the meeting today. Secretary Oxenham seconded. Hearing no objection, Chair Below declared the minutes approved by unanimous consent.

4. CEO Annual Performance Review

Chair Below shared the CEO Annual Goals and Objectives Matrix with the committee. This will appear in the Executive Committee Report in the board packet for the 2/22/2024 meeting.

Director Sweet suggested that we change “Is Not Meeting Expectations” to “Not Meeting Expectations” to be consistent. Also, remove the smiley face that appears at the end of the document. She also suggested the Executive Committee make it clear to other members that the Executive Committee does welcome member’s

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feedback and suggestions, but this matrix is finalized for this year and their suggestions and feedback will be considered for developing the matrix next year.

5. CEO Update

CEO Callnan and Director Sweet provided an update on some recent press regarding the Office of the Consumer Advocate (OCA) filing a complaint because there are towns launching with a rate that is higher than the default rate being offered by the utility. This should not be happening as the Energy Aggregations Plans (EAP) the voters approved state they will not launch unless the default rate is lower.

CPCNH wants the public to be informed because CPCNH gets associated synonymously with the term community power. We want our current and future members to know we take seriously the commitment to only launch with lower rates and that the member communities that have and will launch this year will do so according to their EAP and less than the utility default rate.

CEO Callnan also shared that NHPR did a short segment on this. They reached out to CPCNH to comment. Henry Herndon did respond. CPCNH will put out a statement today. CPCNH applauds these communities for launching community power, as we value local control and the option to choose your power supplier. However, these communities launching at a rate higher than the default are not associated with CPCNH. We did mention that when we launch communities, they have been lower than the default rate.

Treasure Quirk asked about the member owned aspect being highlighted. She mentioned that we should highlight the divergent things that CPCNH offers. CEO Callnan shared that it is really a confirmation statement responding to the OCA's complaint but agreed that it is certainly important and a good idea to highlight what makes CPCNH different. It will not be in this statement, but we can find another way to include that information.

CEO Callnan discussed the employee search. It is going great so far; we have received thirty-four applicants for the Energy Analyst/Senior Energy Analyst position and twenty-nine applicants for the Director of Energy Programs & Projects. The applicants are from across the country. Out of those we have highlighted six incredibly talented individuals. CEO Callnan is hoping to finish up his interviews by Friday 2/23. Applicants will move on to a second interview with the Staff and a Director to represent the CPCNH Board as well.

We would like to do some testing. The first round of that with the previous hires did not go well. We are re-thinking this process. Following the interviews and testing process an offer will be made and we would like to have a 3/15 hire date. If a candidate that would need to relocate is offered and accepts the position CEO Callnan is willing to give them three months to relocate by offering them the opportunity to work remote for up to three months.

6. Treasurer's Update

Treasurer Quirk shared an update regarding the full financial statements from QuickBooks will be provided to the Executive Committee members. These will be in the board packet for next week's meeting. These reports go through to the end of December giving an opportunity to highlight the year.



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CEO Callnan shared that is also likely we will have the Audit Report by March. The numbers could possibly change, not drastically likely, but they could possibly change. Treasurer Quirk responded that she would like to bring up the Community Benefit Report at the February meeting, but that the finances for the end of year, December 31, will be presented via the audit. Chair Below suggested the end of year statements be shared, and that it be noted that they are not final and could change with the audit.

Treasurer Quirk asked for confirmation that the Community Benefit Report can be shared out in member communities as many Directors request that they be able to do that. CEO Callnan confirmed that they can share it out.

CEO Callnan shared that there has been a staffing change at ecoCFO. They provide a Controller to CPCNH. They are working to fill this recently vacated role. Secretary Oxenham asked if for the interim is it a minimal impact? CEO Callnan replied that it is and is hopeful it will be filled quickly.

Director Sweet asked about the question that came up at the Finance Committee meeting regarding the reserve funding and the timeline around how that works as member communities join CPCNH.

Treasurer Quirk responded that the community benefit report shows some of this information but believes it would be helpful to have a statement regarding the reserves policy and process. CEO Callnan stated that it may be best to hold a training to assist with educating members on how reserves at CPCNH work. Right now, there is no mechanism to create an individual reserve operating days by community, the concept is CPCNH at large for now. The question that was presented at the Finance Committee meeting was what if CPCNH reaches 180 days of operating reserves before communities what happens?

Treasurer Quirk added that she thinks as long as it is explained that the reserves are allocated over accumulated megawatt hours and new member communities that recently joined would not have accumulated megawatt hours and therefore would not have excess reserves. If there are excess reserves they are put in a discretionary fund. The reserves are accumulated, and megawatt hours are accumulated while everything else we do is month-to-month, but not reserves.

Secretary Oxenham asked if that is addressed in the Cost Sharing Agreement? Treasurer Quirk replied that the Cost Sharing Agreement does not address the days of operating reserves for communities. Secretary Oxenham clarified that he is talking about discretionary reserves.

Chair Below replied that the CPCNH Reserves Policy addresses this and the Cost Sharing Agreement and complete service bundle tie back to those policies. He also shared that we are a couple of years away from being able to offer member communities reserves and that this is more of a priority for possibly next year.

Treasurer Quirk clarified that Discretionary Reserves are for communities to build and use and are separate from the CPCNH Reserve Funds. CPCNH does not intend to try to get to 180 days or exceed it because we could give the money back at lower rates and we would. 120 reserve operating days is a goal and 180 reserve operating days is not something CPCNH or a member community should be trying to reach because it means there are excess funds.

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Director Sweet pointed out that there seems to be a different understanding of how the reserve funds work. We need to make the process clear because to some members it seems like the early towns are financing the later launches, but it does even out over time.

CEO Callnan responded that if we show the Community Benefit Report, we would be able to show the different impacts that each community has on the reserves.

Treasurer Quirk added that ultimately, discretionary funds are community by community and reserves are companywide. Hopefully soon communities will be able to start to build their discretionary funds. CEO Callnan added that it is important to help the member communities understand the difference between the two types of reserve funds. Director Sweet added that we have spent a lot of time on this discussion, and we do need to make it clearer how each of the funds are built and used.

Chair Below shared that at the Risk Management Committee Director Doria. Brown raised the question strategically do we need to just keep growing or should we take a pause on that because every time we add a community it shrinks the days of reserves. Treasurer Quirk added that there should be a strategic planning session to help form the discussions for these types of questions or concerns.

Director Sweet asked if strategic planning could be a focus of the later membership meeting? CEO Callnan suggested that typically strategic planning takes place on its own, maybe a couple of days. Chair Below thought it could possibly be a retreat of some sort for the board to discuss this. Director Sweet asked if a Membership Meeting was too large of an audience for this. Treasurer Quirk mentioned possibly invite ideas from the Membership in another way maybe via a membership meeting or a survey. Secretary Oxenham shared that he believes it is important to include committee chairs and the board, but the entire membership is too large of an audience. CEO Callnan added that engaging membership is important, and we want to find a way to accept that we might have a lot of many people. It might behoove us to accept that and navigate it as best we can.

Secretary Oxenham asked if not having the goal for reserve operating days met is an issue? Treasurer Quirk responded that it is not a concern because we can easily explain the reason for the variance. If we could not explain it, then we would be concerned.

Director Sweet asked if there is a scenario where CPCNH might have to say it is not financially wise to launch a community. Chair Below replied that a rising market, in particular a steep rise, might cause us to put off launching a community. The other thing would be if CPCNH cannot come in lower than the utility default service rate. Adding more load as long as we are able to do that in a cost environment where there is positive margin may shorten our apparent coverage, but it is also going to help us spread cost over a bigger load base and start to bring in more reserve build up even if it shortens the number of days temporarily. It would allow CPCNH to deliver greater services at a higher level with the more load we have.

7. Board of Director Self Nomination & Committee Interest Survey

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The Executive Committee began discussing the Board Director Self Nomination and Committee Interest Survey out tomorrow afternoon. Discussion on some requested changes took place.

The changes included some formatting, adding an option for candidates to send their statements to Bobbi-Jo Michael, Director of Administration, adding language that makes it clear current and prospective Directors and Committee Members must complete the survey to be considered for election or re-election.

There was discussion on the committee makeup and a possible change to that. The current bylaws state the board will include a minimum of two directors from cities, two directors from towns and not less than two directors from counties. With consideration to there only being two counties as CPCNH members a suggestion is made to change the language in the bylaw to include “who desire to serve on the board” after the “not less than two directors from” language.

Discussion ensued about the possibility of changing the makeup of the committee sizes by either increasing the size of the committees or by possibly adding alternate committee member representatives. This type of change would need to take place at the Membership Meeting or a Board of Director’s meeting. It could potentially be added to the language under Committees in the bylaws. Chair Below was looking to gauge the Executive Committee’s interest in the possible change. A suggestion was made to do this at the committee level allowing each committee to do this on their own. Director Sweet also suggested considering Co-Chairs if Vice Chairs are being considered for committees.

Treasurer Quirk asked about attendance standards with committees because it is difficult to meet quorum. Chair Below would like to discuss this further, but it does have to be determined at a Membership Meeting.

Discussion ensued regarding determining if there is one (1) one-year term to fill a vacancy on the board or can the membership simply fill seven three-year terms. Chair Below will confirm with legal counsel.

8. CEO Callnan confirmed that the following items and recommendations that need to be addressed at the board meeting.

Treasurer Quirk moved that the Executive Committee recommends a board consideration of proposed amendments to our JPA and Bylaws to:

- 1. Amend section 5.3.2 by adding the phrase “who desire to serve on the board after the representations from each of the following designations.***
- 2. Generically allow the appointments of alternates to committees to serve in the absence of regular committee members.***
- 3. To allow committees to elect a Vice Chair who can serve in the absence of the Chair.***
- 4. A provision to allow for the removal of committee members for lack of attendance.***

Seconded by Director Sweet. Following a roll call vote, Chair Below declared the motion passed unanimously.

CPCNH Executive Committee Roll Call Vote

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Lebanon	Clifton Below	Chair	Yes
Portsmouth	Kevin Charette	Vice Chair	Absent
Plainfield	Evan Oxenham	Secretary	Yes
Enfield	Kimberly Quirk	Treasurer	Yes
Rye	Lisa Sweet		Yes

9. Annual Meeting date

Director Sweet recommended the third week in April on April 18, 2024.

The regular March meeting will be five weeks between meetings. Chair Below suggested we move up the March board meeting and March committee meetings.

Director Sweet asked for confirmation regarding whether the Membership Meeting materials need to be sent out 30 days in advance. Chair Below responded, no, we only need to have the notice of membership meeting action items and the agenda out 30 days in advance.

Director Sweet made a motion to recommend the Annual Membership Meeting be held on April 18th and move the March Board of Directors meeting to the third Thursday of March to keep four (4) weeks between these meetings. Treasurer Quirk seconded. Hearing no objection Chair Below declared the motion approved by unanimous consent.

Director Sweet made a motion to recommend continuing with a board size of twenty directors. Treasurer Quirk seconded. Hearing no objection, Chair Below declared the motion approved by unanimous consent.

5. Potential Future Meeting Dates:

February Board Meeting Date – February 22, 2024

6. Adjournment

Treasurer Quirk Moved to adjourn. Secretary Oxenham Seconded. Hearing no objection, Chair Below declared the meeting adjourned at 2:37p.m.