

 <b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b>	GOVERNANCE COMMITTEE – MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	12 Court Street, County Hall Building, Delegation Hall, Keene NH
	Meeting Date:	Thursday, January 11, 2024
	Meeting Time:	1:00 p.m.

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

**Proposed Agenda**

1. Welcome, Roll Call
2. Approve Agenda & 12/18/2023 Meeting Minutes
3. Board Culture and Effectiveness survey /c (45 minutes)
4. Consider Board Director resignation
5. Next meeting & other business
6. Adjournment

*Committee Chair, Andrea Hodson, called the meeting to order at 1:05 p.m. with roll call and in-person quorum established with Members Lamattina and Maneval stating it was not reasonably practical to attend in person.*

*Member Representative Terry, moved to approve the agenda as proposed and the December 18, 2023 meeting minutes. Director Clark second the motion. Motion passed by unanimous consent without objection.*

**Board’s self-evaluation survey.** The Committee continued to discuss and evaluate the Board Culture and Effectiveness Survey. Bobbi-Jo developed the survey in SurveyMonkey and had shared it via email to Committee members to preview.

Member Terry, Director Clark, and Member Lamattina, reviewed the survey and approved it as presented. Director Clark felt the survey was a little long, but thought that the questions were all relevant. Member Lamattina, shared that he had taken the survey in its original form, had shared his suggestions, which were incorporated as suggested.

**Board staffing.** Chair Hodson, shared that notice of a Board member's resignation brings up the need to discuss the Board's process for electing (or re-electing) directors.

Member Maneval had reviewed CPCNH formation documents and the Governance Committee Charter for what is set forth describing process for filling the Board of Director seats, and what role the Governance Committee has in the process, finding:

1. The Committee can assist the Board to find, recruit, and encourage members to nominate a member to run for a seat on the Board, or to run themself.
2. As requested, work with the Board of Directors on matters of qualifications and eligibility. Qualifications described in the formation documents flag geographic and jurisdictional diversity, useful skills, knowledge and experience that nominees offer.

While there is not a mandate for the Committee to act in the manner described above there is an expectation that the Committee will be available to participate in this way if requested by the Board.

Member Terry added the importance of having members from the different launch periods represented on the Board as it is helpful to have those different perspectives and levels of experience included.

Chair Below shared that the Committee could assist with preparation for the April Semi-Annual Membership Meeting in the area of the election of new Board members. New Board members and new member representatives joining CPCNH may request to be on committee(s) or current committee members may wish to be reassigned to another committee(s). Chair Below discussed the possibility of increasing committee size. Chair Hodson suggested that Chair Below schedule a meeting with Committee Chairs to discuss this topic and the options that there might be. CEO Callnan mentioned that the election of officers should also be considered by the Governance Committee.

CEO Callnan also shared that there has been consideration around moving Board meeting locations around the state each month (versus holding them in Concord). Chair Hodson, responded that she would welcome the Executive Committee to take the lead on that discussion. CEO Callnan, offered to have staff develop a discussion document detailing an election process.

Final thoughts to close out the meeting:

- The Staff will draft staffing processes for the Committee to discuss at its next meeting.
- All agreed Chair Hodson should include information about what is set out in the *JPA/ By-Laws* plus a list of the terms for each of the Directors in the Committee's January Board report.
- Administrative Director Michael will help distribute the Board Self Evaluation Survey on January 16 to Committee Chairs and to Governance Committee members to elicit feedback in one to one-and-one-half weeks.
- The Committee agreed to meet next on Monday, January 29 at 9:00 a.m.

*Member Representative Terry, moved to adjourn at 2:02, Director Clark, seconded the motion. Motion passed by unanimous consent without objection.*