

 COMMUNITY POWER COALITION OF NEW HAMPSHIRE	GOVERNANCE COMMITTEE DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Second Floor Conference Rm, County Hall, 12 Court Street, Keene NH
	Meeting Date:	Tuesday, February 27, 2024
	Meeting Time:	1:00 p.m.

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

Proposed Agenda

1. Welcome, Roll Call
2. Approve Agenda and 2/19 Meeting Minutes
3. Self-Nominations Survey Responses
4. Other Business, Next Meeting, Adjournment

Welcome, Agenda, and February 19 Meeting Minutes. *GovCom Chair, Andrea Hodson, called the meeting to order at 1:00pm, establishing an in-person quorum. Hodson added the nominations process flier and GovCom Report for the April Membership Meeting.*

Member Representative Maneval moved to approve the agenda as amended, and the February 19 meeting minutes as prepared. Member Representative Terry seconded the motion. Motion passed by unanimous consent with Hodson and Director Clark abstaining.

Self-Nominations Survey Responses Review. Before discussing the Survey responses, Members confirmed there are **seven open board seats** to be filled by the Membership's election at the 2024 April Membership Meeting.

Discussion about the **candidates for Director** section of the Survey –

- Director of Administration Bobbi-Jo Michael and/or Hodson will send an email to one Director to advise them that they were removed from the list of candidates because their board term is not up until 2025.
- GovCom Members agreed that the other eight individuals responding to the Survey with interest in serving on the Board are all eligible to be considered.

The team delegated to Hodson and Michael the task of distributing Survey results to the Membership – to include Member’s name, Member jurisdiction, CPCNH role, estimated available hours to volunteer, and the candidate statement as provided, noting that candidate’s ranking about serving need not be included.

Hodson asked whether Members should be informed when a Member running for a Director seat plans to serve a partial term (ie, one year instead of three)?

- Terry thought as Director terms are three years, someone running should be for a full term. Lamittina agreed that the preference would be to have Directors that are running, and planning to serve for three years.
- Maneval stated he doesn’t like the idea of someone running with the intent of not serving a full term, and asked whether JPA/Bylaws provide direction. CEO Callnan responded that there is no restriction and it is up to a Member to decide if they want to run for a three-year term and resign before their term is over.
- Maneval suggested someone to email the Director to confirm their intent. Hodson suggested an email to each Director candidate to reaffirm their interest, and for those that had not, to add a statement.
- Terry suggested for future elections, a rule that would not allow for this. Callnan added that we will speak with CPCNH counsel to find out what that might look like.

Discussion about the **Officers** (Executive Committee) section of the Survey –

- As hours that a Board Chair spends well exceeds 20 hours per week, saying “greater than 20” could be uninformative. It might be useful to revisit the estimated effort in the future.
- The response “Maybe” may be modified in the future.
- Lamattina asked if one person can occupy more than one Officer position on the Board?
- Chair Below added that members must be a Director to serve as an Officer on the Board.
- Maneval suggested an email to any one interested in an Officer position who is not already a Director, letting them know that they must be elected as a Director first before being considered for an officer position.
- Callnan suggested CPCNH legal counsel could help clarify that a director can only hold one officer position on the board.
- As for the 5th member position on the Executive Committee, the team noted this role is/was meant to be held by the immediate past Chair. Bylaws enable the Chair to nominate a Member to the Executive Board.
- All Officers are elected by the Board of Directors following the Membership election.

Discussion about the **Committee sign up** sections of the Survey –

- GovCom Members agreed with Hodson’s suggestions that when the survey results are sent, Members will be invited to modify their responses, and that a second email to Committee Chairs asking for their assistance to review their respective lists, and modify the list(s) as in the case of a Member who may not have completed the Survey.
- Chair Below shared that Audit and Governance committees have a minimum of three and maximum of 6 member seats, and that Governance should have a member each from a city, town and county, which could be included on the Committee lists.

- Whether to add alternate seats to committees will be discussed at the April Membership Meeting.
- Maneval noted new Committee Chairs might benefit from guidance from outgoing chairs, and that it might be helpful if Committee Chairs advise the Chair of their recommendation for Committee Chair appointments.
- Lamattina suggested CPCNH may want to consider a bylaw that speaks to the number of committees a Member can participate on. Hodson agreed and noted that all Members can be reminded they can attend any committee meeting. Maneval noted the importance of distributing Members' talent and knowledge across all committees.
- CEO Callnan thanked the GovCom for the work on the nomination and election process, noting the good turnout of interest from Members.
- Michael and Hodson will send emails to all Committee Chairs with the survey responses, a list of current Committee Members, and numbers of available seats, asking chairs to follow-up with Members who did not complete a survey to see if they are still interested in being on the Committee, and to know whether they want to be considered for reappointment and to ask for their input relative to appointments.

Annual GovCom Report. Hodson asked GovCom Members to help generate suggestions about a GovCom report topic for the annual meeting per the GovCom charter. This will be discussed more at the March meeting.

- Terry stated that he would like GovCom to focus on job descriptions for all of the positions and to create a process/system for reviewing the nomination and election process after this process is done. He would like to get other Committee Chair's perspective on the process. Hodson agreed a debrief is a good idea and would be helpful to inform this process for next year.
- Maneval suggested a highlight of the outreach to chairs and directors. Hodson suggested developing content for getting members queued up to become directors on the Board.
- Hodson also added she would like to see some reflection via a thought piece on GovCom's role with CPCNH.
- Maneval added he would like to tee up some ideas around changes to the JPA/Bylaws. Terry shared that every Committee should be thinking about that as well.

Callnan shared some ideas for other GovCom topics.

- Continue to work on and use the Board Self Evaluation.
- Consider GovCom's role in developing a five-year strategic plan.
- Ways to make efficient use of Director and Committee Member's time, ie this might be meeting every other month or quarterly.

Next Meeting, Other Business, and Adjournment.

The next meeting was confirmed for March 18 at 10:15am in Keene. On the agenda will be to prepare Election and Appointment submissions to be included in the March Board Meeting packet. No Other Business was raised.

Maneval moved to adjourn the meeting at 2:14pm. Director Clark seconded the motion. Motion passed by unanimous consent.