



# Governance Committee Minutes

Community Power Coalition of NH  
Monday, May 13, 2024 at 9:00 AM EDT  
@ Second Floor, 12 Court Street, Keene NH

## Attendance

### Present:

Members: Martin Bender (remote), Terry Clark, Beth Fenstermacher (remote), Andrea Hodson, Joseph Lamattina (remote), Andrew Maneval

Guests: Clifton Below (remote), Bobbi-Jo Michael (remote)

### Absent:

Members: Jessica Riendeau

#### I. Welcome & Introductions

 [GovCom, Charter.pdf](#)

 [GovCom, 2024 04, Annual Report-r.docx](#)

Committee Chair Hodson called the May 17, 2024 CPCNH Governance Committee meeting to order at 2:11pm.

The Governance Committee team welcomed new members Beth Fenstermacher and Marti Bender, and introduced themselves

#### II. Approve agenda, minutes

 [04-15-2024 Governance Committee Minutes.pdf](#)

### Motion:

Motion to approve the minutes from the April 15, 2024, Governance Committee meeting. Motion moved by Terry Clark and motion seconded by Andrew Maneval. Without objection Hodson declared the motion approved by unanimous consent.

### Motion:

Motion to approve the Agenda for the May 17, 2024, Governance Committee meeting. Motion moved by Andrew Maneval and motion seconded by Terry Clark. Without objection Hodson declared the motion approved by unanimous consent.

Hodson flagged the Governance Committee Charter and Annual Meeting Report were included in the May 17 Meeting Book as a reference for committee members, and that these and other Committee documents are filed in the "Resource" section of OnBoard.

### III. Strategic planning process proposal

 [CPCNH, strategic plan process, v1.0.docx](#)

 [GovCom, Charter.pdf](#)

Hodson began the Strategic Plan discussion by sharing that the goal is to have the plan in place by late fall to allow it to be included in the 2025 CPCNH Budget.

Committee Member Lamattina asked about the scope of the strategic plan and if the goal is to have a plan for three or five years for example. He also asked about what the focus areas are for example, growth, member services, financial, in-house services etc.

Hodson shared that in the process of prepping the discussion document with CEO Callnan for the team, the overall plan proposed would be for the Governance Committee to research, evaluate and propose a consultant over the next four to six weeks. Once a consultant is in place, that individual would lead the brainstorming and the shaping of the details for a strategic planning approach overall to include Membership inputs about the strategic plan length (ie three or five years), number and organization of goals, resources, SWOT and so forth (refer to the strategic planning discussion document).

After the overall approach is developed, then the Membership would be engaged to provide input through in-person meetings, July - September. By the October Membership Meeting, the consultant would be expected to present a synthesis of Membership inputs and facilitate a discussion to finalize the plan. The aim would be to have a working plan in time to incorporate into the 2025 budget planning cycle.

Lamattina questioned whether we might need additional information to make a decision on selecting a consultant. Hodson replied that the Committee would select a consultant that meets the team's criteria relative to knowledge and experience working with similar organizations, and availability.

Committee Member Maneval noted that the consultant's work over June - November would have impact on the 2024 budget and was there funding allocated for that. He added that typically in his experience there is direction from the Board, Officers or Staff before there is a consultant selected and whether we want the Board to have a say in the consultant's attributes. Hodson replied that CEO Callnan could not be here today and that he will be able to speak to the effect on the 2024 budget. Hodson added that there will be answers to some questions that will come from the Membership meetings, such as the basic parameters of the strategic plan.

Maneval asked if the Board of Directors should approve the process described. Hodson replied that CEO Callnan will likely put the process before the Board of Directors at their next meeting.

Hodson asked Chair Below for his thoughts on this process. Chair Below shared that there is a certain number of items that create a baseline with things that have already

been approved or are covered in CPCNH's already developed documents. The consultant could review what has been developed that could be used for the strategic plan. It does entail involving a lot of people. He would just want to make sure we are including things that are already in place and could be helpful. Hodson added that each committee should also offer input in regard to what their role is with CPCNH for consideration as well.

Chair Below shared that it may be helpful to do a Request for Qualifications when considering consultants. Hodson thought it could be a little simpler than that, possibly requesting referrals through the CPCNH network. Chair Below added the Executive Committee will be working on the CEO Performance Goals as well. They will be looking to adopt those by the July 2024 Board of Directors meeting. Hodson replied one goal for the CEO could be to oversee the development and approval of the strategic plan. Chair Below invited Hodson to the next Executive Committee to present this process ahead of the next Board meeting.

Committee Member Beth Fenstermacher asked about the timing of the strategic plan process. Hodson replied that the Governance Committee will need to work on finalizing the process and determining the best way forward to select the consultant.

Chair Below suggested it may be helpful to add compiling references from the Community Aggregation Plans that members have developed to inform the strategic plan process. Hodson agreed to update the discussion document to include a review of EAC and Committee work plans.

Maneval suggested we make sure to have consultation and updates to the Board of Directors. The committee agreed this is important.

#### IV. Board Survey distribution plan

 [CPCNH Board Culture and Experience Self Evaluation Survey.xlsx](#)

Hodson shared that the Governance Committee was ready to release the Board Culture and Experience Self Evaluation Survey to the Board Directors but needed to turn their focus and attention to developing the elections process for the Annual Membership Meeting. Maneval shared that he is comfortable sending out the survey in its present state.

Lamattina asked if the Committee should revisit the survey, Hodson thought that would be a good idea. Fenstermacher asked if there was there any feedback from the Chairs outside of what is in the survey. Hodson replied that they were asked to give input about the survey, those questions were incorporated in the survey draft.

Hodson added the survey will be on the agenda for the next meeting for a quick review before it goes out. The committee will also focus on finalizing the strategic plan process and hopefully consider two to three consultants.

V. OnBoard (issues)

Due to time constraints, this portion of the agenda was not discussed.

VI. Next meeting & other business

Committee Chair Hodson discussed the Governance Committee quorum and that it is problematic at times to meet. Chair Below recommended that the Committee ask the Board to modify the Governance Committee quorum requirement to two members instead of three based on changing their quorum to requiring one-third. The Committee agreed unanimously that it would be very helpful to make that change. Chair Hodson proposed the next meeting in three weeks not four, Members agreed to meet on Monday, June 3, 2024, at 9:00am.

VII. Adjournment

**Motion:**

Motion to adjourn the May 17, 2024 Governance Committee meeting at 3:15pm.  
Motion moved by Andrew Maneval and motion seconded by Terry Clark. Without objection Chair Hodson declared the motion approved by unanimous consent.