



Governance Committee Minutes

Monday, June 24, 2024 at 8:30 AM EDT

@ Harrisville Town Hall, 705 Chesham Road NH 03450

Attendance

Committee Members Present: In-person, Terry Clark, Andrea Hodson. Remote, Beth Fenstermacher, Joseph Lamattina

Committee Members Absent: Martin Bender, Andrew Maneval, Jessica Riendeau

Guests (remote): Board Chair Clifton Below, CEO Brian Callnan, Committee Staff Liaison Bobbi-Jo Michael, and Twin Raven Consulting Woden Teachout.

I. Welcome, Agenda, 3 June 2024 Minutes

[2024_06_03 Governance Committee Minutes.pdf](#)

Chair Andrea Hodson called the meeting to order at 8:30am.

Motion to approve the June 24 Meeting Agenda

Motion moved by Terry Clark and seconded by Beth Fenstermacher.

Without objection Chair Hodson declared the agenda approved by unanimous consent.

Motion to approve the June 3, 2024, Meeting Minutes

Motion moved by Joseph Lamattina and seconded by Beth Fenstermacher.

Without objection Chair Hodson declared the minutes approved with Terry Clark abstaining.

II. Strategic Planning Project, Project Consultant

Discussion documents forthcoming 6/21

 [1. Key Considerations for CPCNH in Strategic Planning.pdf](#)

 [2. Rubric for Evaluating Strategic Planning Consultants.pdf](#)

Governance Committee Chair Andrea Hodson introduced Woden Teachout from Twin Raven Consulting. Teachout was hired by CEO Callnan to assist with sourcing Strategic Planning Consultant candidates to bring forward to the Committee for consideration. Teachout recapped her process to identify 17 potential candidates, contacting them and ultimately isolating the 4 presented to Meeting participants.

Committee Member Joe Lamattina asked Board Chair Clifton Below to clarify his view of how the strategic planning process should be implemented. Chair Below responded with agreement with CEO Callnan's decision to ask the Governance Committee to assist with this process, and emphasized the CEO and Executive Committee role in developing the CEO's performance goals and related strategic goals. He noted CPCNH is a Government Instrumentality, and the coalition has been framed to give permissions for certain individuals to take on and assign certain roles. And, noted over time, CPCNH has done a lot of work already on mission, vision, and goals and that it makes sense to re-visit this work.

Hodson confirmed agreement that the Board Chair and CEO are responsible for the strategic plan, reiterated that the strategic planning process will consider and utilize work that has been done. Callnan confirmed he asked the Governance Committee to assist with identifying qualified candidates to bring forward to act as the strategic planning consultant. He noted Twin Raven Consulting's assistance in sourcing and identifying

prospective candidates to facilitate the strategic planning process. Adding that the candidate evaluation rubric could be modified and was otherwise useful for evaluating candidates clearly and consistently.

Committee Member Terry Clark prompted discussion about the rubric and how to best utilize it with the four candidates. Committee Member Fenstermacher asked about the general cost we have allocated for this. Teachout spoke to how each of the different individuals or groups determined their cost. Hodson asked is the range of \$20,000 - \$50,000 in the budget. Callnan shared it is a project and will require an additional appropriation for approval by the Board of Directors.

After discussing the rubric and agreeing to identify two of the four to ask for proposals, Hodson surveyed meeting participants for consensus on any of the four to be eliminated and for what reasons. Teachout shared information about each candidate's experience in response to participants' questions for information not evident in the packets.

Meeting participants were unanimous in their choices of two candidates to be eliminated based on location, approach, materials and preliminary fee structure; and established full agreement on two prospective consultants before moving on to discuss candidate evaluation process and factors. This included the questions Woden Teachout collected from candidates at the screen phase -- what the specific strategic planning goals are, what are the strategic planning questions we want the answers to, what data will help answer those questions, what kind of format will make it most usable.

Hodson reiterated Committees' thoughts that maximum engagement across the entire membership is optimal; consideration of the transition from a volunteer working board and membership to a higher level strategic and policy enforcing board and membership now that staff was hired; regulatory efforts; and how to meet and support members where they are in varying phases of joining, launching and operating with CPCNH. Hodson pointed out our competitiveness, the importance of evaluating our strengths, weaknesses, opportunities and threats, and succession planning. And noted the Process timeline, which Members did not modify.

Committee Member Beth Fenstermacher added having one clear document in the form of a strategic plan will be very helpful as there are many moving parts to CPCNH, and with all of the different committee work that is going on it would be great to have one uniform document to consider. Chair Below added that there was a business plan developed by a consultant before CPCNH's incorporation that should be examined for the strategic planning process.

CEO Callnan further organized and summarized participants' remarks into four areas --

1. To the question: **What are the specific goals of the strategic planning process?** Meeting participants were in agreement it is a uniform and agreed upon path for the organization to follow that was driven by an inclusive stakeholder process.
2. To the question: **What strategic planning questions do we have? as a flexible organization, what are our priorities?**
 - i. Supplier of low-cost energy?
 - ii. Supplier of clean energy?
 - iii. Community control of energy needs?
 - iv. Energy project development and or management?

- v. Energy Program development and or management?
 - vi. Carbon reduction?
 - vii. Influence state energy policies?
 - viii. Board and staff succession plans?
 - ix. etc. as our data discovery will unearth more..
3. To the question: **What data is needed to answer the questions?** Participants raised Member, Board, contractor and staff input plus an inventory of current member and organization priorities found in our policies, plans and other documents.
4. To the question: **What is the desired format of our plan?** A short format with a plan that has three to five focus areas that directors can recall when asked by their communities.

Hodson surveyed and Meeting participants' agreed with this recap, effectively aligning the CPCNH team for the interviews with the prospective consultants and provision of clear direction to inform their work to create and submit proposals. Lamattina added there should be one spokesperson for the interviews. Below, Callnan, Hodson and Lamattina will participate in the interviews. Committee Members not on hand in this meeting will be invited.

Callnan tasked Michael and Teachout to coordinate available dates for the interviews.

And, finally Below returned to the question of whether additional appropriation will need to be considered at the next Board of Directors Meeting. CEO Callnan will include this in his CEO Report.

III. Other Business, Next Meeting

Lamattina and Michael reported a status update on the Survey, noting a few areas for clarifications about Survey questions to be deleted for review by Hodson and Callnan. Following their review and approval the Survey is ready to be sent out.

The next meetings will be coordinated with the two prospective candidates.

IV. Adjournment

Motion to adjourn the Governance Committee meeting at 10:01am.

Motion moved by Terry Clark and motion seconded by Beth Fenstermacher.

Without objection Chair Hodson declared the agenda approved by unanimous consent.