

MINUTES OF THE
REGULAR HYBRID MEETING OF THE
GOVERNANCE COMMITTEE
OF THE JOINT BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

March 12, 2026

A Regular Hybrid Meeting of the Governance Committee of the Joint Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” dba Transco) was held in person at 30 Stott Avenue, Norwich, CT and via Zoom on Thursday, March 12, 2026 at 10:00 a.m.

The meeting was legally noticed in compliance with Connecticut General Statutes and all proceedings and actions hereafter occurred during the publicly open portions of the meeting.

The following Committee Members participated via Zoom:

Bozrah Light & Power: Scott Barber
East Norwalk Municipal Representative: Pete Johnson
Groton Utilities: Ronald Gaudet
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Elier Alvarado, Louis Demicco
Jewett City Municipal Representative: George Kennedy
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth

The following Non-Voting Members participated via Zoom:

Bozrah Light & Power: William Ballinger

The following CMEEC staff participated in person unless otherwise noted:

Candice DiVita, Director of Finance & Accounting
Lauren Gaudet, Engagement Strategist
Margaret Job, Director of Administrative Services
Patricia Meek, Senior F&A Advisor (via Zoom)
Dave Meisinger, CEO

Others who participated via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Gaudet recorded.

Committee Chair Alan Huth called the meeting to order at 10:00 a.m., noting for the record that today's meeting is being held in person at 30 Stott Avenue, Norwich, CT and via Zoom. He reminded participants to keep their devices muted, unless speaking, to eliminate background noise and to state their names when speaking for clarity of the record.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call

Ms. Gaudet conducted a roll call to identify the voting persons at today's meeting and confirmed a quorum of the Committee was present.

C Select 2026 Governance Committee Chair

Committee Chair Huth invited nominations for the 2026 Governance Committee Chair position.

Committee Member Barber nominated Committee Chair Huth to continue to serve as Chair in 2026. No other nominations were made.

A motion was made by Committee Member Barber, seconded by Committee Member Johnson to appoint Committee Member Huth as Chair of the Governance Committee for 2026. Committee Members Alvarado and Demicco abstained.

Motion passed.

D Approve the Minutes of the October 9, 2025 Regular Hybrid Meeting of the Governance Committee

A motion was made by Committee Member Oefinger, seconded by Committee Member Johnson to Approve the Minutes of the October 9, 2025 Regular Hybrid Meeting of the Governance Committee.

Motion passed unanimously.

E Review the Results of the 2025 Governance Committee Self-Assessment

Committee Chair Huth indicated that he would be presenting the results of the 2025 Governance Committee Self-Assessment.

Committee Chair Huth thanked the seven of ten members of the 2025 Governance Committee who completed the self-assessment and then reviewed the findings with the Committee. After noting that the multiple-choice questions were rated on a 1 – 4 scale, where lower scores generally reflected room for improvement and higher scores reflected strong performance, he reported that two questions had received an average score below 3.0 and had therefore been flagged for further discussion.

Discussion followed regarding the two questions that were to be further addressed in the Committee's goals for 2026, an additional question with an average score of 3.6 that had declined 0.3 points from the prior year, and the participation levels of the Committee members in this survey.

F Discuss 2026 Committee Goals

Committee Chair Huth led the discussion of potential Committee goals for 2026, including potential goals proposed through the self-assessment, raised during this meeting, and considered for carryover from 2025.

After a thorough discussion, the Committee agreed to set goals 1) to review and establish compensation policies and practices, including appropriate compensation levels, for Board members' service on the Board and its committees, and to recommend any changes to the Board for approval; and 2) to survey the Board regarding desired training topics, to review and consider the survey results at the Committee's June 11 meeting, and to determine the next steps for providing relevant training at that meeting.

The Committee agreed that when it reports out at the March Board meeting, it would confirm with the Board that its first listed goal is acceptable following the initial work performed on that topic last year by the Ad Hoc Charter Review Committee.

G Review the New Committee Member Onboarding Process

Ms. Job reviewed the contents of the 2026 Governance Committee Onboarding Book available on SharePoint.

Mr. Meisinger noted that Committee members interested in an onboarding session should contact Ms. Gaudet, Ms. Job, or himself via email.

H Review the Governance Committee Charter

Mr. Meisinger reviewed the proposed edits to the Governance Committee Charter drafted by CMEEC staff, noting that most changes were minor and consistent with revisions made this year to the other Committee Charters. He then discussed the more substantive proposed revisions in greater detail.

After discussion, the Committee agreed with the changes proposed in staff's draft of the Charter that was circulated prior to the meeting, including elimination of Section II.B., which addresses staff compensation, as the Budget & Finance Committee annually reviews and approves the budget for staff compensation and benefits. The Committee further agreed that the Governance Committee should be responsible for establishing compensation policies and practices for Board members, including the appropriate level of compensation for service on the Board and its committees, and for recommending any changes to the Board for approval, consistent with the discussion under Agenda Item F regarding the first of the two goals set for 2026.

At this time, Committee Chair Huth entertained a motion to recommend the adoption of the amended Governance Committee Charter, as discussed at today's meeting, to the Board of Directors.

A motion was made by Committee Member Johnson, seconded by Committee Member Alvarado to recommend the adoption of the amended Governance Committee Charter, as discussed at today's meeting, to the Board of Directors.

Motion passed unanimously.

I New Business

There was no new business.

J Adjourn

A motion was made by Committee Member Eggleston, seconded by Committee Member Barber to adjourn.

Motion passed unanimously.

The meeting was adjourned at 10:48 a.m.