

**NORTHEAST PUBLIC POWER ASSOCIATION
BOARD OF DIRECTORS
MINUTES
November 19, 2020
ZOOM meeting**

Present

Mr. James Bakas; Mr. Reginald Beliveau; Mr. Jon Blair; Mr. Bill Bottiggi; Mr. Jeff Cady; Mr. Mike Cloutier; Mr. Justin Connell, chair; Mr. Jonathan Elwell; Mr. Jonathan Fitch; Mr. Scott Hallowell; Mr. Paul Heanue; Mr. Rick Hendershot; Mr. Bill Humphrey; Mr. Mike Kirkwood; Mr. Jim Lavelle; Mr. Nick Lawler; Ms. Patty Richards; Mr. David Schofield; Mr. Todd Shea; Mr. Panos Tokadjian; and Mr. John Tzimirangas.

Absent

Staff

Ms. Bonnie Biocchi; Ms. Elizabeth Dailey;

Call to Order

Mr. Connell called the meeting to order at 9:02 a.m. The Board reviewed the Consent Agenda (which included the Board meeting Agenda, minutes from 7/20/2020, the third quarter financial report, the Executive Director's report, committee appointments and the 2021 Exec and Board calendar). The consent agenda was amended to make revisions to the committee appointments. Todd Shea (Kennebunk) was appointed to the A & R Committee and Sean Fitzgerald (S. Hadley) was appointed to COPC. Additionally, Don Newell has resigned from COPC. The Consent Agenda passed unanimously.

Budget

The Board reviewed the five year budget plan and voted to approve the 2021 budget.

Officer Discussion

Ms. Richards introduced a discussion regarding Mr. Connell and his role as President of the Association. After Mr. Connell was elected to the position at the Annual Business Meeting in July, he accepted a position with Energy New England and left his role at CMEEC. The Executive Committee met to discuss whether or not Mr. Connell could remain in the role as President and vetted several questions. As Mr. Connell has shown great leadership and is very actively involved in the organization, the Executive Committee felt strongly that he should remain in the role. Ms. Richards outlined the process that could support this. Mr. Connell remained an active member throughout the entire time (there were no gaps in his employment), fulfilling the necessary by-law requirement to maintain his seat. The by-laws also require that the board seats are allocated proportionally "to the maximum extent possible". With Mr. Connell now working for a MA company, that left only one board seat for CT. To maintain the regional proportionality of the organization the Board committed to filling the next open MA board seat with a CT member enabling the second seat from CT to be restored. This is expected

to happen upon the retirement of 2 board members by mid-2021. The other issue remaining was whether or not the board felt comfortable with two board members from one organization on the board. This is not expressly prohibited by the by-laws. Since the by-laws state that only one representative from each Active Member will have the authority to vote in Association elections or meetings, ENE will have to decide who will represent them. Ms. Richards concluded by reiterating the Executive Committee's strong support of Mr. Connell remaining in the role of President.

Mr. Elwell voiced concern over the representation on the Executive Committee since now Connecticut would not have representation on that committee and that traditionally the Executive Committee also maintains proportional representation. Ms. Richards noted that the Executive Committee did not vet that particular issue. Several members stated that it was desirable but not essential to the functioning of the committee and it would be considered after the next election.

A motion was made and seconded to support the recommendation of the Executive Committee that Mr. Connell remain as President and that when the earliest future MA board vacancy occurs, it will be filled by an individual from CT. The board then voted unanimously to support Mr. Connell retaining his position as President of the Board.

Committee Reports

A & R: Mr. Heanue discussed the value of NEPPA's virtual fly-in and also informed the Board that the resolutions process would begin in early 2021.

COPC: Mr. Cloutier expressed frustration that all of our 2020 events had to be cancelled due to Covid-19. He committed to making 2021 events as robust as possible – in person or virtually.

Education Development: Mr. Connell update the Board on the strong efforts of the SME project, and discussed the possibility of future virtual reality training which is being explored. The potential use of virtual reality training was originally suggested by Mr. Schofield.

Finance Committee: Mr. Kirkwood informed the Board that during the process of preparing the five year budget, the FinCom reviewed the investment portfolio to ensure the two funds were performing well. The FinCom met with both Fund managers and it was determined both Funds are providing a good rate of return and are appropriately balanced. No changes were recommended at this time.

Member Value: Ms. Richard informed the Board that the Benevolent Fund Annual Appeal was yielding positive results. She further thanked the Lobster Land Golf Tournament for raising nearly \$5K for the BF.

Mutual Aid: Mr. Lawler reviewed the activity of Mutual Aid which included sending about 20 crews to restore power to Western MA and other areas due to TS Isaias. There were additional calls for Mutual Aid after two powerful windstorms struck the area. The Veoci notification and

tracking software will soon be rolled out to assist the Mutual Aid Committee in managing storm restoration requests.

OLD BUSINESS

Strategic Plan: Mr. Connell reviewed the status of the revised Strategic Plan. At its July meeting, the Board adopted the goals and objectives of the plan and the Executive Committee has spent many hours shaping the associated metrics and workplan. Ms. Biocchi reviewed the Core Values, and the associated tasks involved in fulfilling the goals and objectives of the Plan. The Board revised Goal 3, objective 3, bullet point 5 to read as follows:

- Create electrical confined space rescue training

and Goal 3, objective 4, bullet point 1 to read as follows:

- Define and differentiate the public power model value
 - o Celebrate and promote the not-for-profit model

The Board unanimously voted to adopt the 2021-2023 Strategic Plan as revised. Mr. Blair suggested developing an operational plan to help the Board and staff keep on track with the many associated tasks of the plan. Several members volunteered to help assemble the “Ops plan” including: Mr. Blair, Mr. Lawler, Ms. Richards, Mr. Heanue, Mr. Bottiggi and Mr. Tokadjian.

NEW BUSINESS

Ms. Biocchi reviewed the draft Code of Conduct and Ethics. It was suggested that we explore a process to ensure all members abide by the code and that maybe it should be included during the membership renewal process for Affiliate members. The Code of Conduct and Ethics was adopted unanimously.

Ms. Biocchi reviewed the Conflict of Interest and Disclosure Statement, which was adopted unanimously.

Ms. Biocchi reviewed the Communications Policy. There was a revision to the second paragraph under the section *Representing NEPPA*, changing the word “shall” to “should”. The sentence as revised is as follows:

When speaking in public, individual board members should make it clear that, unless formally delegated to them by the board; they are speaking on their own behalf and not representing the opinion(s) of NEPPA or the full board.

The Board voted to adopt the Communications Policy as amended.

Executive Session

At 11:36 the Board unanimously voted to enter Executive session to discuss sensitive matters.
The board came out of Executive session at 12:30 p.m.

Adjourn

There being no further business, the meeting was adjourned at 12:30 p.m.

Respectfully submitted,

Michael Cloutier
Secretary