



VERMONT ELECTRIC COOPERATIVE, INC.
REGULAR MEETING OF THE BOARD OF DIRECTORS
APPROVED MINUTES
August 31, 2021

As required under the VEC Bylaws, notice of this meeting was sent to each director either via US Mail on August 24, 2021 or by electronic means for those directors requesting such delivery.

AGENDA ITEM #1 -- CALL TO ORDER

President Rich Goggin called the meeting to order at 12:03 pm via videoconference. Present were directors Paul Lambert (First Vice President), Carol Maroni (Second Vice President), John Ward (Treasurer), Jody Dunklee (Secretary), Tom Bailey, Ken Hoepfner, George Lague, Mark Woodward, Charlie Van Winkle, Don Worth, and Bonnie Pratt. Also present from VEC were CEO Rebecca Towne, General Counsel Vickie Brown, Chief Operations Officer Peter Rossi, Manager of Government Affairs and Member Relations Andrea Cohen, Manager of Safety, Security, and Facilities John Varney, Chief Financial Officer Michael Bursell, and Project Planner Laura Kinney.

AGENDA ITEM #2 -- SAFETY MINUTE

Bailey shared that one in four people over 65 have a serious fall every year. He shared ways to limit the chance of falls through improving balance. He also noted that two of his relatives fell in their bathrooms, so he recommended installing handrails.

AGENDA ITEM #3 -- APPROVE BOARD MEETING MINUTES

President Goggin asked for a motion to approve the July minutes.

Lague moved and Worth seconded that the minutes of the regular monthly Board of Directors meeting held on July 27, 2021 be approved as presented.

There was a request that the minutes be revised to note that Towne was tasked to revise the strategic planning timeline to reflect recent process changes. That change was made.

There was a discussion as to the relative roles of staff and the Board in the strategic planning process as described in the minutes as well as the difference between the 5-year Strategic Plan, which the Board developed, and the Annual Implementation Plan. Maroni moved to amend the minutes, under Agenda Item # 5 -- Strategic Planning – to include a statement that “the annual strategic plan should be developed as the result of a discussion between the Board and the staff to prioritize initiatives from the five-year plan.” The vote was six to four against the motion to amend and the motion failed.

There was further discussion as to how the minutes represented the timeline for strategic planning as it relates to the timeline for the annual budget.

Maroni moved and Worth seconded to amend the minutes to note that Towne stated that the revised timeline for the annual planning process would not hinder budget flexibility. There was a discussion of the amendment. The vote was five to four in favor of the motion to amend and the motion passed.

Goggin asked for a vote on the main motion. The minutes were approved, as amended, by a vote of eight to two.

AGENDA ITEM #4 – REVIEW 2022 BOARD BUDGET

Goggin noted that he worked with Bursell to develop the 2022 Board budget for the Board’s consideration. It is level-funded from 2021, in the hope that there will be more opportunities in 2022 to resume in-person attendance at training or conferences. Hoepfner moved and Worth seconded to accept the Board budget as proposed. The motion passed by unanimous vote.

AGENDA ITEM #5 – COMMUNICATIONS COMMITTEE REPORT

Maroni noted that the committee met earlier in the day and reviewed the member survey as well as the 2021 member communications initiatives underway. Cohen noted that the full member survey results are available to all board members in BoardEffect.

AGENDA ITEM #6 – MANAGERS’ REPORTS

CEO Report

Lague moved and VanWinkle seconded to go into executive session to discuss a confidential potential business transaction. The motion passed by unanimous vote and the meeting entered executive session at 12:37 pm.

Worth moved and VanWinkle seconded to exit executive session. The motion passed by unanimous vote and the executive session ended at 12:54 pm.

Towne noted that the planned September offsite will not be an in-person event. Instead, there will be a half-day meeting consisting of one or two speakers followed by a short Board meeting. If possible, the meeting will be in-person for Board members with speakers participating remotely. It is possible that additional speakers will be scheduled during Board meetings in the coming months. There was a suggestion to assign Board members pre-work before the meeting to add value.

Towne also reported that the NEAEC conference in November remains in play despite Covid concerns. A final decision will be made by the NEAEC officers as the event gets closer whether to cancel or postpone.

Other Managers' Reports

A director referenced the recent rescue of osprey chicks who had fallen from a nesting platform and asked Rossi whether VEC plans to take affirmative action to prevent another such incident caused by a failed wooden platform. Rossi noted that he would follow up with his staff and report to the board.

A director asked Brown about the PUC's rulemaking initiative that would insert Act 250 into the Section 248 process and whether that would require legislative action. Brown noted that VEC has also questioned the PUC's authority to overlap the two statutory schemes.

A director asked about the status of funding to support members who have fallen in arrears for electric service. Cohen noted that member grants are being distributed but the money coming to VEC is slow. Bursell noted that we received the first reimbursement in recent days.

A director asked about the low-income community solar program. Cohen noted that the program is still being discussed at the state level. VEC has offered our Jericho solar facility for this program.

AGENDA ITEM #7 -- BREAK

There was a break in the meeting from 1:12 to 1:20

AGENDA ITEM #8 – TILSON BROADBAND REPORT

Towne introduced Elin Swanson Katz from Tilson and noted that VEC has engaged Tilson to assist VEC in answering some of the Board's lingering questions about how VEC can further support broadband deployment. She noted that Tilson had done some initial analysis which she wanted the Board to hear in order to provide input as to what further information or analysis would be useful.

Katz noted that VEC engaged Tilson to identify areas within VEC's service territory that are unserved, to explore the need for further action by VEC to advance broadband, and to suggest potential opportunities to collaborate with other broadband partners. She described recent trends in the broadband area and summarized various utility broadband deployment models, ranging from make-ready support, to leasing fiber at wholesale, to becoming a broadband service provider. She then summarized existing providers such as Communication Union Districts (CUD's) or FCC RDOF grant winners who plan to serve within VEC's territory. Tilson's conclusion was that, if all RDOF commitments are upheld, and all CUD's are 100% successful in their regions, only a small area in southern Chittenden County will potentially be left under-served. This amounts to 646 serviceable addresses. With much of this work and funding mechanisms still in flux, state broadband initiatives are an ongoing and evolving conversation. Tilson will continue to explore the topic with more updates to come.

AGENDA ITEM #9 – BREAK

There was a break from 2:48 pm to 3:00 pm.

AGENDA ITEMS #10 AND 11 –PERSONNEL AND SUCCESSION PLANNING

Lague moved and Worth seconded to go into executive session to discuss several personnel matters. The motion passed by unanimous vote and the meeting entered executive session at 3:00 pm. By unanimous agreement, the Board exited executive session at 4:07 pm.

AGENDA ITEM #12 – OTHER BUSINESS

A director asked about VEC’s Covid precautions. Towne noted that VEC continues to follow state guidelines as to Covid mitigation measures.

AGENDA ITEM # 13 -- ADJOURN

By unanimous vote, the meeting adjourned at 4:12 pm.

Respectfully submitted:

Jody Dunklee, Secretary

Rich Goggin, President