

MEETING MINUTES
February 22, 2023
5:30 p.m. Hanover Board Room/Hybrid

Present: Mary Lou Aleskie, Marta Ceroni, Nick Clark, Eric DeLuca, Conicia (CJ) Jackson, Manish Kumar, Peggy O'Neil, Orin Pacht, Jennifer Tietz, Lindsay Smith

Absent: Jessica Giordani, Jennifer Tietz

Employees: Amanda Charland (General Manager), April Harkness (ESG Program Manager),

Members: Kevin Birdsey

2023 Board

Candidates: Tracey Cutter, Cathleen Dennison, David McNally

President Nick Clark called the meeting to order at 5:30 p.m.

Consent Agenda: January 25, 2023 Meeting Minutes: January 2023 Share Redemptions

MOTION: CJ Jackson moved to accept the Consent Agenda. Peggy O'Neil Pacht seconded the motion

VOTED: 8 in favor. 0 opposed. The motion passed.

Member Input

None

Monitoring

EL 5 - Integrity

Amanda Charland presented EL 5 – Integrity to the Board of Directors.

MOTION: Orin Pacht moves that the board assessed EL 5 – Integrity and that the report provided a reasonable interpretation of the policy. Mary Lou Aleskie seconded the motion.

VOTED: 8 in favor. 0 opposed. The motion passed.

Manish Kumar joined the meeting at 6 p.m.

GP 2 – Board Deliverables

Lindsay Smith reported on GP 2- Board Deliverables including the board survey results.

GP 8 Board Committees & GP 9 – Board Committee Structure

No reports. Postponed until March.

DRAFT Policies

Draft Values

The board had a lengthy discussion about the draft values, their purpose, the wording, and next steps. The draft values will go to the Diversity, Equity and Inclusion Committee and the draft Ends and other policies will go to the Governance Committee.

MOTION: Nick Clark moved to approve the values as a framework and to defer them to the DEI Committee. Lindsay Smith seconded the motion.

VOTED: 9 in favor. 0 opposed. The motion passed.

General Manager Report

Amanda Charland provided an update to the Board.

Board Planning

Presidents Update

Board President Nick Clark provided a brief update.

Vice Presidents Report

The Board Vice President CJ Jackson provided a brief update on board development.

Elections

The board discussed providing an incentive for voting and deferred the idea and logistics to operations.

DEI next steps

The DEI Committee will create a plan for the board after reviewing the report from Deo Mwanu Consulting and bring suggested next steps to the March board meeting.

Executive Session

MOTION: The board moved to enter into Executive Session at 7:10 p.m. and to include the employees.

VOTED: 9 in favor. 0 opposed. The motion passed.

The board came out of Executive Session at 7:30 p.m.

Final Thoughts & Adjournment

Attendees shared their final thoughts before adjournment.

The meeting adjourned at 7:40 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Orin Pacht

Board Secretary