

**HOLY CROSS ENERGY  
MEETING OF GOVERNANCE COMMITTEE**

**WebEx Meeting**

**Thursday, April 23, 2020  
2:30 p.m.**

1. Roll Call
2. Proposed Bylaw Changes – (Randy Starr email and HCE Bylaws attached to invite and will be placed in Call to Order. Special attention to two existing articles in Bylaws- Article XI, Section 9, Electronic Documents and Actions allows the use of electronic documents for both Directors and Members. Article XII allows the Board to amend the Bylaws at any regular Board meeting with appropriate notice.)
  - a. Disconnect the elections of from the “Annual Meeting” to avoid a possible interpretation of our existing Bylaw language that suggests if we do not have a quorum at an Annual Meeting that the Director Election would become invalid.
  - b. Remove the duty to hold and “Annual Meeting of Members” and make it optional. For practical purposes, Holy Cross would probably continue to hold an “Annual Meeting of Members”.
  - c. Allow for electronic member meeting.
  - d. Propose language increasing flexibility around our current “No Director may participate in more than two regular Board Meetings electronically”.
  - e. Allow for electronic signatures on Director Nominating petitions.
3. Proposed changes to the Tariffs, Rules and Regulations. Review Consumer Complaint procedure, Consumer deposit requirements and Discontinuance of Service language.
4. Addendum to Corporate Policy 4.7 regarding identification of an acting CEO/President.
5. Revise Corporate Policy 4.6, Election of Directors pending proposed Bylaw changes.
6. Directors use of mobile devices.
7. Review Board Assessment process and develop Board directed Strategic Planning discussions regarding subsidy issues, LMI programs, rooftop PV tariffs, and our use of RECs/
8. Develop a new Corporate Policy regarding Director Duties, Responsibilities, Standards of Conduct, and Professional Development.
9. Adjourn

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Bob Gardner  
Committee Chair