

**Efficiency Maine Trust
Executive Committee of the Board – Meeting Minutes
April 15, 2020
168 Capitol Street, Augusta ME**

Trust Board Members:

- Dan Brennan
- Dan Burgess
- Al Hodsdon (by phone)
- Suzanne MacDonald

Efficiency Maine Trust (EMT) Staff:

- Peter Eglinton (by phone)
- Michael Stoddard

1.0 Welcome and Introductions

Mr. Hodsdon asked Ms. MacDonald to chair the meeting. Ms. MacDonald called the meeting to order at 8:37 a.m.

Mr. Stoddard explained the purpose of the meeting. Over the past month, the State and federal government have issued orders restricting travel and group gatherings in order to mitigate the risk and spread of the COVID-19 virus. The Efficiency Maine Trust (Trust) bylaws require a quorum in order to conduct business, and define a quorum for purposes of a full Board meeting as a majority of the Trustees “meeting in person.”

Due to the orders restricting travel and gatherings and to maintain safety, the Trust cancelled its Board meeting scheduled for March 2020. The initial emergency orders restricting travel were effective through the end of March, leading Trust Staff to believe it could hold an April meeting in person. However, in recent weeks it has become evident that the restrictions on travel and gatherings have been extended indefinitely.

In order to conduct business of the full Board during the effective period of the restrictions on travel and gatherings, the Trust seeks the ability to establish a quorum by means of remote participation, such as by phone or live-streaming video. To allow this, the Trust seeks to amend its bylaws.

The Trust’s bylaws provide for amending the terms of the bylaws “by resolution adopted by affirmative vote of the majority of the Trustees present at any meeting.” (Article VII). The bylaws further provide that “Notice ... of the proposed amendment shall be mailed or e-mailed by the Chair or the Chair’s designee to each Trustee at least thirty days in advance of the meeting, unless written notice is waived by a unanimous affirmative vote of all Trustees present and voting.”

2.0 APPROVE Waiver of 30-Day Notice to Amend Bylaws and Provision of Notice to Amend Bylaws

Mr. Stoddard reviewed the need for a waiver of the 30-day notice to amend the by-laws and the provision of notice to amend the bylaws. The period between the Staff’s realization that the travel and gathering restrictions would be extended beyond April and the need for the Board to conduct of business (including approval of decisions impacting

a May 1, 2020 filing required at the Public Utilities Commission) does not allow for both a 30-day notice of intent to amend the bylaws and the traditional one-week notice for the holding of a full Board meeting. Therefore, the Staff recommends waiving the 30-day notice so that the Board may proceed immediately to issue a notice of a meeting to amend the Trust's bylaws and to amend the bylaws for the limited purpose of allowing the establishment of a quorum by means of remote participation when travel or gatherings are restricted.

ACTION: Upon a motion duly made (Mr. Brennan) and seconded (Mr. Burgess), the Executive Committee of the Board voted unanimously to waive the 30-day notice to amend the Trust's bylaws and to give notice that the Executive Committee will proceed immediately to consider amending the bylaws.

3.0 APPROVE Bylaw Amendment Allowing Remote Participation by Trustees to Establish a Quorum During a State of Emergency

Mr. Stoddard summarized the rationale for an amendment to the bylaws to establish a quorum using remote participation in certain circumstances. The bylaws require that Trustees meet in person to establish a quorum in order to conduct business. Due to the unforeseen extension of restrictions on travel and gatherings in person, the Trust Board cannot constitute a quorum without unduly posing a risk to the health and safety of the Trustees, Staff and the communities in which they live.

Mr. Hodsdon requested that the Board chair conduct rollcall votes during meetings with remote participation, so that everyone is aware of who is voting and how.

Mr. Stoddard and Mr. Burgess discussed the need for additional "housekeeping" revisions to the bylaws (e.g., to correct the name of the Governor's Energy Office). Mr. Stoddard suggested focusing now on the limited amendment to allow remote meetings during certain circumstances, and turning to other amendments at a future meeting of the full Board.

ACTION: Upon a motion duly made (Mr. Brennan) and seconded (Mr. Burgess), the Executive Committee of the Board voted unanimously to adopt a resolution amending Section 4.5 of the bylaws of the Trust for the limited purpose of allowing Trustees to establish a quorum by means of remote participation during the pendency of emergency state or federal restrictions on travel or gatherings, as indicated by underlined additions and strikethrough deletions in the following paragraph.

4.5 Quorum. A majority of the Trustees in person constitutes a quorum. In the event of a lawful state or federal emergency order restricting the ability of Trustees to travel or gather in person, a majority of the Trustees participating remotely by phone or live video constitutes a quorum and such participation constitutes being present. In the event that the either the director of the Governor's Office of Energy Independence and Security or the director of the Maine State Housing Authority is unable to attend a meeting, the designee of the director of the agency may attend in place of the director, vote on matters coming before the Board at that meeting, and be counted toward satisfying the quorum requirement.

4.0 Adjourn

The meeting adjourned at 8:47 a.m.