

Board Policy – Fox Islands Wind (FIW) Board Appointments and Vacancies

FIW is governed by three directors appointed by FIEC’s Board of Directors to serve three-year terms. The purpose of this policy is to establish guidelines and procedures for conducting director appointments and filling any vacancies that may arise on FIW’s board of directors.

Director Qualifications

According to FIW’s Bylaws, to qualify as a candidate for director, an individual must be a member of FIEC, purchase energy from FIEC, be eighteen years of age or older, and must not be disqualified by any of the following reasons:

1. The individual may not be an employee of FIEC or FIW; or
2. The individual may not have a financial interest in a business that competes with FIEC or FIW in a manner that creates a conflict of interest that would interfere with the candidate’s performance of his or her duties on the FIW board.

If the individual is a joint member of FIEC, both the individual and their spouse must meet the qualifications for director, but only one may serve as a director.

FIEC staff will verify whether an individual meets the qualifications for director. In the event of a dispute, the individual shall be given the opportunity to present all material facts to the FIEC Board concerning his or her qualifications for FIW director. The Board shall conduct such further inquiry as it deems appropriate and take action, which shall require a majority vote of the disinterested directors.

Director Term Structuring

The restructured FIW board was appointed in October 2022. To establish a three-year term rotation, the FIEC board shall appoint or reappoint FIW director seats annually at the October regular meeting of the FIEC Board according to the following schedule:

Director	(Re)Appointment Year
George Kendrick (Director 1)	2023
Doug Green (Director 2)	2024
Charles Gadzik (Director 3)	2025

As extensive candidate interviews were conducted with each of the above-seated directors in 2022, the director appointment notice and interview process shall not start until each director shall have served at least three years.

Director Appointment Process

The FIEC Board shall post a notice of such vacancy in a newspaper circulated within the applicable service territory. A brief description of the duties of a director will be included in the notice, as will the time within which applications must be submitted. A majority of the FIEC Board of Directors shall determine which applicants to interview, if fewer than all applicants are interviewed, and shall conduct interviews. The FIEC Board by a majority vote shall appoint a qualified candidate as FIW director.

Board Vacancies

In the event that a vacancy occurs on the FIW board before the expiration of a director's term, the FIEC Board shall follow the director appointment process herein to fill the unexpired term.

Effective September 27, 2023