

Governing Documents of Maine Community Power Cooperative, Inc.
Charter of the Governance, Nominating and Compensation Committee
Adopted: August 21, 2024

1. Statement of Policy

This Charter specifies the scope of the responsibilities of the Governance, Nominating and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Maine Community Power Cooperative, Inc. (the “Company”) and the manner in which the Committee will perform those responsibilities.

2. Purpose

The primary purposes of the Committee are to (i) assist the Board in identifying individuals qualified to become members of the Board, including member nominations solicited by the Secretary; (ii) recommend nominees for election to the Board at each annual meeting; (iii) recommend candidates for the appointed director positions as authorized in the Bylaws; (iv) recommend candidates to fill any Board vacancies that may occur; (v) oversee the annual election of directors; (vi) recommend to the Board Chair nominees for Board officers and Board member committee assignments; (vii) oversee Board member orientation and continuing education, and the annual review and evaluation of the performance of the Board; (viii) recommend to the Board corporate governance policies and guidelines and periodically evaluate Board size and structure; (ix) assist the Board in a periodic review of the Company’s “Directors and Officers” liability insurance coverage and indemnification protection, and (x) assist the Board and the Executive Committee in fulfilling its responsibilities by reviewing the Company compensation programs, including salary, bonuses and other benefits for Corporate Officers of the Company. In performing this function, the Committee’s objectives are to (i) encourage achievement of the Company’s goals by providing compensation that directly relates to the performance of the individual within the context of the Company’s values, operating principles, and strategic plans; and (ii) establish compensation policies, guidelines, plans, and programs that will attract and retain qualified personnel through an overall level of compensation opportunity that is competitive within the Company’s industry. The Committee will review and recommend CEO compensation based on the performance review provided by the Executive Committee.

3. Organization and Membership Requirements

The Committee shall be composed of three or more independent directors appointed by the Board. Committee members shall serve until their successors are duly appointed by the Board or their earlier resignation or removal. Committee members who are not standing for re-election to the Board at the Company’s next annual meeting must comprise a majority of the Committee subsequent to the initial board election. Any member of the Committee may be replaced or removed with or without cause by the Board at its discretion.

4. Structure and Operations

The President of the Board will serve as the chairperson of the Committee OR designate a chairperson of the Committee, which will be responsible for setting the agenda for Committee meetings, in consultation with other members of the Committee as appropriate. The Committee shall meet as often as it determines but not less than once per year. The Committee may form and delegate authority to subcommittees when appropriate or to one or more members of the Committee. At each meeting, the Committee may have an executive session from which all Company employees shall be excluded. The Committee will keep minutes of its meetings for use by the Committee. The Committee will keep a record of its actions and decisions, and the Committee will provide a report of actions taken and decisions made at or before the next meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by remote communication), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite members of management or others to its meetings as it deems appropriate. If at a meeting of the Committee a majority of members believes that any matter under consideration should be referred to the full Board for consideration, such matter will be referred and the Committee may not act on such matter.

5. Meetings

The Committee shall meet as often as it determines advisable, but not less frequently than quarterly. Committee meetings are to be called by the chairperson and are open to all Members. The Committee may form and delegate authority to subcommittees when appropriate or to one or more members of the Committee. The Committee shall maintain written minutes or other records of its meetings and activities. A majority of the members then on the Committee will constitute a quorum. Any or all Committee members may participate in any meeting of the Committee through the use of any means of communication by which all Committee members participating may simultaneously hear each other during the meeting, and a Committee member participating in this manner is deemed to be present at that meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Committee members present is the act of the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee may hold executive sessions at which no members of management of the Company are present and/or no outside members of the committee are present. The Committee shall meet in executive session on compensation matters pertaining to the CEO.

6. Committee Authority and Responsibilities

In carrying out its responsibilities, the Committee shall:

- 1) create an equitable recruitment and selection process for new board members and manage that process; establish procedures and criteria for selecting and nominating new directors in compliance with criteria included in the Company's charter documents, including desired skills, experience, attributes and commitment to the interests of the Company and its members, with a view toward maintaining depth of experience and

diversity on the Board as a whole and enabling reasonable participation by non-director members in the process of identifying potential candidates; Ensure equity-related competencies are sought and questions are asked during the process

- 2) consider and recruit candidates to fill positions on the Board, including as a result of the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise, including assessing the contributions of those directors eligible for re-election as directors;
- 3) create and manage a robust, substantive orientation process for new board members and solicit and integrate feedback to continually improve onboarding;
- 4) recommend to the Board a slate of nominees consistent with the equitable recruitment and selection process that reflect the diversity of our current and future members, and the communities we serve and impact for submission to the members for election as directors at each annual meeting of members;
- 5) consider the need for independent directors and, when appropriate, recommend individuals for appointment by the Board;
- 6) recommend candidates to fill any vacancies on the Board or any committee of the Board consistent with the equitable recruitment and selection process;
- 7) prescribe standards for director independence and determining whether Board members are independent;
- 8) recommend to the Board President, candidates to fill positions on Board committees and any changes to the composition, organization or structure of any Board committees consistent with bylaws and an equitable recruitment and selection process with considerations of experience and diversity factors, among others;
- 9) establish and recommend to the Board, and review on an ongoing basis the adequacy of, corporate governance policies, practices and guidelines addressing the responsibilities of the Board and its committees and the Board's oversight of management;
- 10) establish and recommend to the Board, and review on an ongoing basis the adequacy of, the Company's policies, practices and guidelines relating to Co-op Member recruitment, retention and relations;
- 11) oversee all meetings of members, including all member notification and voting processes (including the process and deadlines for submission of ballots);
- 12) oversee the development of materials and the implementation of programs for the orientation of new directors and the continuing education of directors; and lead work to clarify the equity-related knowledge and competencies Board members should cultivate and embody and plan ongoing education and learning focused on that knowledge and those competencies;
- 13) lead an explicit focus on clarifying and sustaining practices and behaviors that create an inclusive and equitable Board culture—including consistently practicing and giving and receiving feedback on norms and behaviors;
- 14) oversee periodic evaluations of the effectiveness of the Board as a whole (including its composition and organizations) and the performance each director individually;
- 15) collects, tracks and reports on board demographics guided by the board demographics matrix from year to year and by board cohorts, including assessing trends;

- 16) review the compensation of Corporate Officers of the Company, establish and oversee the compensation, benefit, and incentive plans applicable to those Corporate Officers;
- 17) retain compensation consultants, at Company expense, to assist in the evaluation of Corporate officer compensation and shall have authority to approve the consultant fees and other retention terms;
- 18) provide oversight of the Company's compensation practices and policies, including pay equity.
- 19) recommend Board compensation and benefit programs for non-employee Directors;
- 20) establish and oversee all of the Company's incentive and benefit plans;
- 21) review and approve any offer letters to prospective officers of the Company;
- 22) review and approve any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements, as the Committee determines is appropriate with current or prospective Corporate Officers of the Company;
- 23) Support MCPC's Board's review of the company's human resources strategies and initiatives to ensure the company is seeking, developing and retaining human capital appropriate to the company's needs
- 24) review and assess the adequacy of the Committee's Charter at least annually and recommend any proposed changes to the Board for approval;
- 25) make regular reports to the Board concerning the activities of the Committee;
- 26) perform an annual performance evaluation of the Committee, which may be done in conjunction with the periodic evaluation of the effectiveness of the Board as a whole; and
- 27) carry out such other action and/or duties as may be delegated to it by the Board from time-to-time.

7. Access to Records and Resources

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. In carrying out its duties and responsibilities, the Committee will have full access to any relevant records of the Company and may retain experts and outside consultants or other advisors to advise the Committee. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee will have sole authority to engage, terminate and determine the independence, compensation and terms of engagement of any experts, outside consultants, external legal counsel, accounting or other advisors. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. The fees, expenses or compensation owed to any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities will be borne by the Company. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.