



Midwest Renewable Energy Tracking System, Inc.  
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## Board Meeting Minutes

Monday, January 14<sup>th</sup>, 2013

1:30 P.M. Central

Via GoToMeeting Webconference

### Board Members

#### Present:

- (1) Deborah Erwin, **WI-PSC**, *President*
- (2) Pat Keily, **We-Energies**, *Vice President*
- (3) Brian Rounds, **SDPUC**, *Secretary*
- (4) Susan Mackenzie, **MNPUC**
- (5) Eric Jensen, **IWLA**
- (6) Dan Heim, **Exelon**
- (7) Larry Johnston, **SMMPA**
- (8) Ron Franz, **Dairyland Power Cooperative**
- (9) Janet McGurk, **IUB**
- (10) Illona Jeffcoat-Sacco, **NDPSC** (phone only)

#### Absent:

- (1) Jeff Cottes, **Manitoba Province Energy Division**

#### Others Present:

- (1) Amy Fredregill, **M-RETS, Inc.**, *Executive Director*
- (2) Eric Schroeder, **GPI**, *Treasurer*
- (3) Ariella Tilsen, **Cincinattus**, *Strategic Planning Consultant*
- (4) John Richards, **Northwestern Wisconsin Electric Company**, *Subscriber Group Chair* (joined during Item 3)

### Proceedings

Deb called the meeting to order at 1:32 PM.

1. Approval of Agenda and 12/10/2012 Minutes
  - a. No edits proposed to either agenda or minutes.
  - b. MOTION by Larry to adopt the agenda as presented – 2<sup>nd</sup> by Pat. Motion passed on a voice vote.
  - c. MOTION by Pat to approve the minutes – 2<sup>nd</sup> by Larry. Motion passed on a voice vote.

#### **Closed Session – Board, Officers, Staff and Ariella Tilsen only**

2. Strategic Plan
  - a. Presentation from Strategic Planning Committee (Pat, Larry, Eric J., Deb)
    - (1) Deb discussed the process the committee went through in developing the strategic plan. The committee would prefer not to wordsmith today, but look more at the big picture. If no changes, the committee would like the board to vote to approve it today; otherwise the board can vote at the February meeting.
    - (2) Deb talked about how the different parts of the strategic plan will be used by M-RETS, Inc. going forward. She referenced the committee meeting summary.

- (3) Ariella Tilsen gave a short presentation with slides that were sent to the board on suggestions for what should be included in a strategic plan and how M-RETS, Inc. will use it to develop an operational workplan. She mentioned that a strategic plan is a decisionmaking framework that provides big picture strategies.
- b. Review
- (1) Pat walked through the committee’s recommendation for a **Vision Statement**. Some minor edits were discussed and contextual questions were asked. The committee provided context on the inclusion of certain phrases. Discussion was had about the long term significance of including the phrase “trading system” and how the suggested wording leaves our options open for the future.
  - (2) MOTION by Deb to approve the Vision Statement as presented – 2<sup>nd</sup> by Pat. Motion passed on a voice vote with Susan abstaining.
  - (3) Eric J. walked through the committee’s recommendation for **Value Statements**. The committee added context about major concepts that were discussed over the last few months, particularly for Stewardship and the concepts of affordability and cost-effectiveness. Deb asked if anything is missing from the list.
  - (4) MOTION by Brian to approve the Value Statements as presented – 2<sup>nd</sup> by Ron. Motion passed on a voice vote.
  - (5) Larry walked through **Strategic Goal #1**. A suggestion was made and discussion ensued regarding a proposal to change “current users” to “stakeholders”.
  - (6) Deb walked through **Strategic Goal #2**. In the interest of time Susan declined an offer to review edits she had posted to Central Desktop. No other edits were suggested.
  - (7) Pat walked through **Strategic Goal #3**. Deb provided context about the intent of the goal being to give the board flexibility but not predisposing the organization to any specific action.
  - (8) Eric J. walked through **Strategic Goal #4**. Some clarification was made to distinguish between the goals being focused on the next 3 years and Vision being 5-10 years out, which is why some phrases in the vision do not necessarily show up in the goals and strategies. Larry clarified that these 3 year goals most likely won’t get us all the way to achieving the vision but will put us on the path to the vision. In response to a director’s question, Ariella talked about how the Strategic Plan will be a living document, probably updated annually.
  - (9) Deb asked the Board how they would like to proceed. Discussion generally about how to deal with edits on a committee recommendation, and how committees in general can make full board meetings more efficient by providing recommendations for the board to consider. Illona suggested sending the goals back to the committee to consider the edits once the board has a bit more time to provide any additional suggestions. Pat suggested getting all feedback by January 22<sup>nd</sup>.

### Open Session

3. President’s Report
  - a. Deb reported that the two new committees are starting to meet. At the Governance Committee’s first meeting last week, Susan was nominated to be chair of the Committee; she thanked Susan for leading.
  - b. Deb provided a snapshot of the board meeting items for February.
4. Discuss & approve 2013 Annual Board Calendar
  - a. Deb reviewed the draft calendar and highlighted that the board will be checking-in on the strategic plan in June and October in-person meetings.

- b. The annual meeting with director and officer elections is being moved to an August virtual meeting so that new directors and officers can participate in the in-person meeting in October.
  - c. Susan reported that the Governance Committee is planning to move the February educational briefing and self-evaluation of the board to March. Discussion about whether changes need to be formally made. Deb said that she wanted to approve a calendar as a starting point today, but edits could be made later without going as formal as a board vote.
  - d. MOTION by Larry to adopt the calendar as amended – 2<sup>nd</sup> by Susan. Motion passed on a voice vote.
  - e. The approved calendar will be posted on Central Desktop.
5. Management Report
- a. Amy gave some verbal updates and highlights beyond her written report in the board packet. There was a question and discussion about the governance contract with MAP for Nonprofits.
  - b. Amy asked for suggestions for date of June in-person meeting in Wisconsin. She asked to hold June 10, 11, 17 and 18 on your calendars for now. Currently, most are available for the June 10-11 dates.

#### **Executive Session**

6. Executive Director Annual Review
- a. Deb explained the process the Executive Committee used in their annual review of the E.D. for 2012. She mentioned that next year the process would attempt to include more feedback from the rest of the Board.
7. Discussion about how the meeting went and how the changing process of delegating to committees is working.
8. Adjourn
- a. MOTION by Pat to adjourn – 2<sup>nd</sup> by Brian. Motion passed on a voice vote.

*The meeting was adjourned at 3:30 PM. Minutes submitted by Brian Rounds.*