



Midwest Renewable Energy Tracking System, Inc.
1885 University Avenue West, Suite 315, Saint Paul, MN 55104
P 651 789 3338 F 651 645 1262
mrets.org

Meeting Minutes

Thursday, September 27th, 2012
1:00 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) Larry Johnston, **SMPMA**
- (6) Ron Franz, **Dairyland Power Cooperative**
- (7) Jeffery Cottes, **Manitoba Province Energy Division**
- (8) Eric Jensen, **IWLA** (arrived at 1:09)
- (9) Janet McGurk, **IUB** (arrived at ??)

Absent:

- (1) Illona Jeffcoat-Sacco, **NDPSC**

Others Present:

- (1) Amy Fredregill, **M-RETS, Inc.**, *Executive Director* (left at 2:56)
- (2) Eric Schroeder, **GPI**, *M-RETS Inc. Treasurer*
- (3) Jamie Niccolls, **Alliant Energy**, **M-RETS Subscriber Group Chair** (arrived 1:34, left 2:56)
- (4) Bryan Gower, **APX** (arrived at 2:35, during item 8) (left at 2:56)
- (5) Kari Clark, **Xcel Energy**, **M-RETS Enhancement Committee Chair** (arrived 2:38, during item 8, left 2:56)

Proceedings

Deb called the meeting to order at 1:04 PM.

1. Approval of Agenda and Minutes
 - a. No edits were proposed
 - b. MOTION by Pat to approve the agenda as posted – 2nd by Ron
 - c. Motion passed on a voice vote.
 - d. MOTION by Pat to approve the August 13 and 27 minutes – 2nd by Ron
 - e. Motion passed on a voice vote.
2. Management Team Action Item – Review and Approve Officer Job Descriptions
 - a. Draft job descriptions were created and posted in the meeting folder.
 - b. Discussion about whether to more clearly clarify a role of Officers is to communicate with the Board. Suggestion to add “Communicate activities of Officers and Executive Committee with the full board” under the “Leadership” item for President.
 - c. The Governance Committee is mentioned, but it doesn’t yet exist as it will be discussed at the annual meeting.

- d. Annual review of these will be on our board calendar.
 - e. MOTION by Jeff to approve the Job Descriptions as edited – 2nd by Larry
 - f. Motion passed on a voice vote.
3. Governance Items
- a. Committee minutes process
 - (1) Moving forward, all official board committee meetings must have minutes ; this is a transparency requirement of the audit and 990 process. Minutes must be contemporaneous with events.
 - (2) Did not apply to action teams that were working throughout the year because those were ad hoc workgroups, not official board committees.
 - (3) Executive committee will be e-voting on meeting minutes between meetings so they can be shared with the board in a more timely manner.
 - b. Officer nominations process and call for nominations
 - (1) Eric's role as a non-voting officer serving as Treasurer is in transition as we are working on hiring an outside bookkeeper. Question of when Eric S. should be replaced as Treasurer was discussed. He has indicated that he is interested in holding the position, but would not be opposed to if another board member wanted to take over for him.
 - (2) Because you would typically have a Governance Committee make nomination recommendations, and the Executive Committee is currently serving in the role of what a future Governance Committee might do, the Executive Committee will take a lesser role in the election process. This will help avoid conflicts of interest.
 - (3) Jeff expressed his disinterest in being an officer and offered to objectively help with elections, nominations, and other governance processes if need be. His offer was appreciated but the consensus was that it would be ideal to have all directors voting in the elections, so Amy will receive the nominations.
 - (4) Deb explained that she would like officer nominations to Amy by Friday, October 5th; Nominees will then be asked to express that interest by sending a couple of sentences to Amy for the next board packet.
 - c. Subscriber Group leadership election process
 - (1) Deb explained that the Subscriber Group is planning on holding elections for Chair and Vice Chair at its December meeting. The current chair, Jamie, will make a call for candidates at the October meeting.
 - (2) Due to time constraints, the volunteers that offered to work on a Subscriber Group charter last winter have not been able to develop a draft. The hope is that this effort will continue to clarify roles. The board will request that the Subscriber Group continues to work on their Charter. On a parallel track, if the board creates a Governance Committee, it can continue to discuss the roles of the Subscriber Group leaders and the board.
 - (3) The board discussed the participation of the Subscriber Group chair at board meetings. Deb suggested leaving things as are for the next year as the aforementioned processes continue, with the Subscriber Group chair being allowed to attend the Open Sessions of board meetings. No dissent was voiced.
4. Semi-annual director evaluation of board meeting agendas
- a. Deb and Amy have only had a small amount of time to review the forms since they were completed and returned in the last few days, but will likely report back at future meetings. In general this type of feedback will be used like the stakeholder survey responses – it will continue to inform our work generally in the future.

- b. Amy mentioned that if anyone hasn't had a chance to fill out the form, she is still accepting them, as well as any other written or verbal feedback on board meetings at any time.
 - c. Nice to have this form as a "suggestion box" or similar type of formal tool to make comments.
 - d. Deb mentioned that some of the directors' feedback contradicted each other, so we will need to balance different perspectives.
5. Mission Statement
- a. Draft Mission Statements offered by the Strategic Planning Committee were reviewed, key words and phrases were discussed.
 - b. Question/discussion about how broad M-RETS's mission should be (i.e. whether to include phrase re: tracking environmental attributes?)
 - c. Question/Discussion of "least possible cost" vs "cost effective"
 - d. Some of the key words in the drafts are pulled directly from our bylaws; after we clarify the mission and strategic plan, we may need to review the bylaws to make sure they are current.
 - e. Suggestion to be as concise as possible
 - f. Suggestion to include "reducing the regulatory burden on the states", which was the underpinning of our IRS tax exemption as a nonprofit.
 - g. Request for directors to ask constituencies for feedback to help inform the strategic planning session in October
6. Fee Structure
- a. APX Response
 - (1) Deb and Amy met with Lars while in DC for the REM Conference earlier this week to discuss APX's response to our June proposal. APX then submitted a letter in writing yesterday. This letter is still under review for analysis. We will most likely have a few more questions for APX before we can respond.
 - (2) Amy walked through the process of providing lots of background data to APX over the summer to help flesh out our June proposal
 - b. Questions for board on general direction for response to APX
 - (1) Board made suggestions for the general direction of potential responses to APX
 - (2) Our contract with Synapse is still open, so Amy will work with them to investigate fee cap and other questions. Directors are welcome to send any technical questions to Amy if we need additional analyses.
 - (3) Send any additional thoughts to Deb – we will discuss again at the October meeting, likely for a vote on a response if we have received any additional information needed from APX and have had time to analyze it before the meeting.
7. Management Report
- a. Verbal report condensed due to meeting time constraints
 - b. Amy and Deb attended the REM conference in DC this week. One recurrent theme was a desire for import/export functionality
 - c. Worked with APX to make a few updates to the website.
 - d. Deb and Amy are attending the MN Council of Nonprofits Conference in St. Paul November 1-2 – directors interested in attending should let Amy know
 - e. Amy asked for questions on her written report and suggestions on how it is formatted in the future.
8. Annual Meeting
- a. Logistics

- (1) October 15, 9 AM - Meeting starts, full day of strategic planning
 - (2) Oct 15 Reception with subscribers, dinner with Board
 - (3) October 16, 8:45 AM- Business meeting, adjourning at 10:45 AM
 - (4) October 16, 11 AM Subscriber Group meeting starts
 - (5) If interested, Board Boot Camp 6- 8:15 PM October 16
9. Report from the Enhancement Committee
 - a. Enhancement Committee provided a memo and recommendation to the board prior to the meeting.
 - b. Kari Clark, Committee Chair, reported how the committee went through the process of gathering change request ideas individually and eventually concluding that a platform upgrade would take care of many requests. The proposal will certainly make the system more user-friendly.
 - c. Correction to memo: under option 3, \$51,200 should be \$58,720
 - d. Discussion with Bryan Gower about where the enhancement budget stands
 - e. MOTION by Ron to approve spending up to \$125,000 of enhancement funds for the platform upgrade and related Change Requests as described in the Enhancement Committee's memo – 2nd by Pat
 - f. The Committee was thanked for their hard work.
 - g. Motion passed on a voice vote.
 10. Executive Session
 - a. The board entered into executive session at 2:56 PM
 11. Adjourn
 - a. MOTION by Jeff to adjourn – 2nd by Pat
 - b. Motion passed on a voice vote.

*The meeting was adjourned at 2:57 PM
Minutes submitted by Brian Rounds*