



Midwest Renewable Energy Tracking System, Inc.  
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## Annual Business Meeting Minutes

Tuesday, October 16<sup>th</sup>, 2012

8:45 A.M. Central

Embassy Suites Airport, Bloomington, MN

### 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, **SMMPA**
- (6) Jeffery Cottes, **Manitoba Province Energy Division**
- (7) Eric Jensen, **IWLA** (arrived at 8:56, during item 2.a)
- (8) Illona Jeffcoat-Sacco, **NDPSC** (via GoToMeeting) (arrived prior to 9:11, during item 4.a.(2), left at 10:31)
- (9) Ron Franz, **Dairyland Power Cooperative** (via GoToMeeting) (left at 10:31, during item 7.a.(2))

#### *Absent:*

- (1) Janet McGurk, **IUB**

#### *Others Present:*

- (1) Amy Fredregill, **M-RETS, Inc.**, *Executive Director*
- (2) Eric Schroeder, **GPI**, *Treasurer*
- (3) Jamie Niccolls, **Alliant Energy**, *Subscriber Group Chair*

### Proceedings

Deb called the meeting to order at 8:52 AM.

1. Approve Agenda & 9/10/12 and 9/27/12 Meeting Minutes
  - a. No edits. MOTION by Pat to approve the agenda – 2<sup>nd</sup> by Susan
  - b. Motion passed on a voice vote.
2. MOTION by Pat to approve the minutes from September 27 – 2<sup>nd</sup> by Larry. Motion passed on a voice vote.
3. MOTION by Pat to approve the minutes from September 10 – 2<sup>nd</sup> by Deb. Motion passed on a voice vote.
4. President's Report
  - a. The new Officer Job Description document includes communications from the President to the whole board, so we are experimenting with adding this new President's Report to the board meeting agenda. The goal is to increase the communications flow and add even more transparency beyond the current information being shared with the board.
  - b. Look ahead for next few months

- (1) Deb referenced the 2012 annual board calendar that was part of the board packet. In preparation for the board voting on the 2013 annual budget in December, we will be doing a budget briefing by MAP for Nonprofits for the board at the meeting in November
  - (2) Suggestion that all directors are subscribed to the annual board calendar on central desktop so that everyone is notified when updates are made. A 2013 calendar will be adopted in December.
  - c. Communications efforts – new approaches to address feedback
    - (1) For directors' questions/concerns/feedback, please use Deb as a channel to Amy
    - (2) Each year Deb would like to do one-on-one meetings with each director, just to check in
  - d. Executive Committee Meeting Minutes are in the packet provided today, for the board's information.
5. Governance Miscellaneous
- a. Annual execution of Conflict of Interest policy – directors were asked to please sign and return promptly.
  - b. Volunteer service recognition – Pat presented a plaque to Deb to thank her for her service, leadership and commitment to M-RETS, Inc. as President over the last year.
6. Governance – Elections and Appointments
- a. Director elections for expiring terms
    - (1) Deb reported that we received a nomination letter from the Iowa Utilities Board for Janet
      - a) MOTION by Deb to accept the nomination of Janet McGurk for a 3-year term on the Board – 2<sup>nd</sup> by Larry
      - b) Motion passed on a voice vote.
    - (2) Illona – Deb explained that she wrote a letter to the ND PSC but they have not had a chance to discuss Illona's nomination yet. One of the elements of the letter was an explanation of the new 75% attendance requirement in the new Board Member Fiduciary Duties, Roles and Expectations document. Illona explained that she is hoping to have an official Commission response soon to Deb's letter, but there is the potential of having two new Commissioners in 2013, so the decision could potentially be delayed further. She did expect some kind of answer after a meeting they had scheduled for October 18<sup>th</sup>.
      - a) Suggestion to extend Illona's term for 6 months, since the current term expires today.
      - b) MOTION by Larry to extend Illona's term until we've heard back from the Commission
      - c) Amendment to the motion by Deb to limit the term to 6 months – 2<sup>nd</sup> by Pat
      - d) Motion passed on a voice vote, with Illona abstaining.
    - (3) Deb reported that we have received a letter from the MN PUC nominating Susan to a 1 year term
      - a) MOTION by Larry to accept the nomination – 2<sup>nd</sup> by Pat
      - b) Motion passed on a voice vote, with Susan abstaining.
    - (4) Of two nominees, the Marketer/Generator Owner subscribers nominated Dan Heim via electronic vote to fill the Marketer/Generator Owner director vacated when Kelly Snyder resigned effective June 1.
      - a) Discussion about how this stakeholder group is defined in the registry and in our bylaws. To some extent it is a bit of a miscellaneous category in the director seat

as described in the bylaws. Our account registration process designates Account Holders differently than the categories in our bylaws, so we will need to clarify which stakeholders are voting for which director.

- b) The Subscriber Group does not have a nomination policy for the Marketer/Generator board seat akin to the industry director nomination policy that was adopted by the Subscriber Group this year. We learned a lot in the Marketer/Generator nominations process this month and will use that feedback to develop a draft Marketer/Generator director nomination policy for review by the Subscriber Group.
  - c) Dan's experience as a marketer would add value to the Board's activities.
  - d) An observation was made that many directors' terms are expiring at the same time, so we may need to draw straws again to spread out the term expiration dates.
  - e) MOTION by Pat to accept Dan Heim for the remainder of the term – 2<sup>nd</sup> by Susan
  - f) Motion passed on a voice vote.
- b. Officer elections
- (1) Nominations have been made for Deb, Pat and Brian to continue their officer roles.
  - (2) MOTION by Susan to nominate Eric S. to continue as Treasurer– 2<sup>nd</sup> by Larry
  - (3) Motion passed on a voice vote.
  - (4) MOTION by Susan to adopt Deb as President – 2<sup>nd</sup> by Pat
  - (5) Motion passed on a voice vote with Deb abstaining.
  - (6) MOTION by Larry to adopt Pat as Vice President – 2<sup>nd</sup> by Jeff
  - (7) Motion passed on a voice vote with Pat abstaining.
  - (8) MOTION by Susan to adopt Brian as Secretary – 2<sup>nd</sup> by Eric J.
  - (9) Motion passed on a voice vote with Brian abstaining.
7. Creation of Board Committees
- a. Review and approve draft Committee Charter
    - (1) Deb described how the Committee Charter was drafted by the Management Team and edited by Executive Committee. Discussion about how this document guides the Board in creating and maintaining committees.
    - (2) A number of minor edits were discussed and agreed to.
    - (3) Suggestion that once standing committees are established, they will review this document again. Annual review of the document will also be added to the board's calendar.
    - (4) Question about how committees should be initially populated – suggestion that Executive Committee handles this since the Governance Committee does not have members to fulfill the nomination duty as outlined in the charter– no objections were voiced.
    - (5) Directors should forward expressions of interest in serving on the committees to Amy.
    - (6) Discussion about adding an at-large member to the Executive Committee
    - (7) A new Fiduciary Duties document will be created for signature by a non-board member and non-officer if serving on any of the committees.
    - (8) MOTION by Susan to approve the committee charter as modified – 2<sup>nd</sup> by Pat
    - (9) Motion passed on a voice vote.
  - b. Discussion of Ad Hoc committee needs

- (1) Most of the duties of the Annual Action Plan Teams have been subsumed by the charters for the committees, or their tasks have been completed or sunsetted.
  - (2) Deb explained that with the Committee Charter approved, we need to officially establish the Strategic Planning Committee as an ad hoc committee.
  - (3) MOTION by Deb to establish the Strategic Planning Committee as an ad hoc committee – 2<sup>nd</sup> by Larry
  - (4) Motion passed on a voice vote.
8. Finance
- a. Treasurer's Report, Executive Committee Report on quarterly financials
    - (1) Eric S. discussed how the Finance Committee will now fit in to the financial processes
    - (2) Eric S. walked through the financials, with he and Amy highlighting a number of line items
    - (3) Question about cash reserves and future efforts to provide background information via an annual report for subscribers and other stakeholders.
    - (4) MOTION by Pat to approve the quarterly financials – 2<sup>nd</sup> by Larry
    - (5) Motion passed on a voice vote.
  - b. 2013 budget process and roles
    - (1) Suggestion by Deb to have the Executive Committee continue to operate in the role now carved out for the Finance committee for the next few months for the annual budget process as the Finance Committee has not been populated with members yet.
    - (2) No objections were voiced.
9. APX Fee Response
- a. Amy provided an update on the status of APX's fee schedule response and where the 2013 fee structure process is at now.
  - b. Feedback from the board was solicited. We will work on responding to APX on a timeline that keeps us on track to honor the Dec. 1 deadline in the contract. We hope to have a final vote on the fee structure at the November board meeting.
10. Management Report
- a. A majority of the slides Amy had prepared for a verbal report were skipped in the interest of time.
  - b. There was confusion between APX and the Enhancement Committee as to the scope of work included in the \$125,000 enhancement approved by the board. APX notified the Enhancement Committee leadership yesterday that the items included in Option 2 were not included in the cost estimate for the upgrade. This is a recent discovery as of last night, so more information will be provided at a later date.
11. Executive Session
- a. The Executive Session was skipped in the interest of adjourning in time for the Subscriber Group meeting at 11 am.
12. Adjourn
- a. MOTION by Deb to adjourn – 2<sup>nd</sup> by Pat
  - b. Motion passed on a voice vote.

*The meeting was adjourned at 10:56 AM  
Minutes submitted by Brian Rounds*