



Midwest Renewable Energy Tracking System, Inc.
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Board Meeting Minutes

Monday, November 19th, 2012

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) Jeff Cottles, **Manitoba Province Energy Division**
- (6) Eric Jensen, **IWLA**
- (7) Janet McGurk, **IUB**
- (8) Dan Heim, **Exelon**
- (9) Illona Jeffcoat-Sacco, **NDPSC** (phone only)
- (10) Ron Franz, **Dairyland Power Cooperative** (phone only)

Absent:

- (1) Larry Johnston, **SMMPA**

Others Present:

- (1) Amy Fredregill, **M-RETS, Inc.**, *Executive Director*
- (2) Eric Schroeder, **GPI**, *Treasurer*
- (3) Walter Cox, **MAP for Nonprofits** (arrived at 1:58 in item 3.d, left at 2:46 in item 6.a)

Proceedings

Deb called the meeting to order at 1:36 PM.

1. Approval of Agenda and Minutes
 - a. Jeff suggested the following edits:
 - (1) In general, minutes should include motion votes within the same item as the motion and second. Each motion should be a separate item.
 - (2) Change "MOTION to amend" to "AMEND".
 - b. MOTION by Susan to approve the October 16 minutes as edited by Jeff – 2nd by Deb. Motion passed on a voice vote.
 - c. MOTION by Pat to approve the agenda as presented – 2nd by Susan. Motion passed on a voice vote.

Closed Session – Board, Officers and Staff only

2. Governance Items
 - a. Deb presented the Executive Committee's recommendations for membership of the new Governance and Finance Committees. The recommendation (also included as a handout in advance of the meeting) is for the Governance Committee to be comprised

- of Jeff, Brian and Susan and for the Finance Committee to be comprised of Eric Schroeder, Ron and Pat.
- b. MOTION by Pat to approve the committee's recommendation – 2nd by Susan. Motion passed on a voice vote.
 - c. Question of whether those nominated need to abstain. Deb did not think it was necessary; per our bylaws, abstention is only necessary for Officer positions.
 - d. Deb let the new committee members know that they can meet in December but do not have to. She outlined the type of items that they could discuss at the first meeting, including committee chair, charter, scope of work, activities on the annual calendar, and Amy's list of ideas for each committee.
3. Fee Structure
- a. Deb reviewed a handout that described APX's recent response to Deb's late October letter about the fee structure. APX's proposal was bigger picture and longer term than the immediate user fee structure decision that must be made by December 1. APX agreed to our user fee reduction and creation of two low volume account types for 2013.
 - b. Deb called for comments on APX's proposal. The directors discussed different implications of the proposal.
 - c. MOTION by Deb to respond to APX with approval of implementation of our proposal for the user fee structure for 2013 and future consideration of other contract modifications – 2nd by Susan. Motion passed on a voice vote.
 - d. Deb suggested that any additional questions should be forwarded to Amy.

Open Session

4. Financial Briefing
- a. Walter Cox with from MAP for Nonprofits continued the board's multi-stage financial briefing. This was the third briefing in a series of potentially four educational sessions for the board on nonprofit financials. Using slides he had shared with the board in advance of the meeting, he presented on the following topics: roles & responsibilities of the finance committee, best practices in budgeting, deficit budgets, managing budget exceptions and budget revisions.
 - b. Following his presentation, Walter took a number of questions from Board members.
5. President's Report
- a. Deb highlighted a couple of upcoming items in the 2012 Annual Board Calendar (provided as a handout), including the timing of the Board's approval of the budget in December. The Executive Committee will report on the 2012 E.D. Annual Review and 2013 E.D. Goals and Objectives in December.
 - b. The APX Annual Report request will be handled by Amy this year rather than by the Data Miners group as it was last year. She will post a discussion on Central Desktop so that directors can make any suggestions to the Annual Report list.
 - c. Timing of strategic planning and elections were not ideal this year. For example, Dan was unable to participate in the strategic planning session this year because he was not yet on the Board. We will look to spread those out in 2013.
 - d. Due to the timing of the strategic plan being adopted in January, The Executive Committee recommends allowing flexibility for a potential budget exception or budget revision. This dovetails with Walter Cox's advice on budget modifications. The strategic plan will lead to a staff operational workplan, which will help flesh out any needed changes to the budget.

- e. No volunteers yet for Subscriber Group Chair and Vice Chair; these positions are to be nominated at the Subscriber Group meeting on Dec. 5. Jamie Niccolls is continuing to speak with potential nominees.
6. Management Report
- a. Amy provided a written report in the Board packet, but highlighted a few key items in some additional power point slides: office space, contract discussion with APX and personnel. Most of these will also be discussed in the budget item later in the meeting.
 - b. Amy & Eric interviewed four candidates via phone for the Technical Specialist position. Eric clarified that he was sitting in on the interviews as a second set of eyes, but Amy will be making the final decision in the hiring.
 - c. Amy and Eric have been working on transitioning M-RETS, Inc.'s bookkeeping process to the new bookkeeper.
 - d. Amy and Deb briefed Dan Heim on current issues including fees and the strategic plan.
 - e. Amy drew up a list of backburner items, asking for the Board's feedback on their importance. No feedback that any of the items should be moved up the list.
 - f. Future office and personnel needs are important to the budget, but Amy is hoping to let these play out over the next few months. Amy and Eric suggest building some flexibility into the budget as these issues are being settled.
 - g. Amy is working closely with Bryan Gower on the platform upgrade timeline. Things are on schedule now according to her weekly updates from APX.
7. Budget
- a. Amy put together a document listing the key questions needing input from board in preparation for annual budget review and approval in December.
 - b. Deb asked for any concerns with the revenue assumptions used in the document. No concerns were voiced.
 - c. Discussion about making a plan for the use of reserves, given the anticipated budget surplus. Walter had suggested keeping 6 months of reserves, whereas we currently have about 9 months of reserves. No one stated they were strongly opposed to deficit-spending with our current reserves. Jeff voiced his support for deficit-spending, so long as it's prudent and not long-term, such as ongoing personnel expenses. We have some opportunities and want to take advantage of them now by using some of our reserves.
 - d. The Board did not have time to touch on many of the topics in the document, so Amy suggested any additional questions be forwarded to her.
 - e. Suggestion that seeing numbers in the draft at the December board meeting would make this discussion more fruitful.
 - f. Question of whether an additional budget meeting would be needed for the whole board to review the budget. Deb suggested that it wouldn't be needed because the Executive Committee will be taking the board's feedback from today to make recommendations on the draft. The Executive Committee has already met once to review a draft budget. The board's input will help shape the next draft that the Executive Committee will review before the board is asked to review and approve the budget at the December board meeting. The Board will spend a large amount of time on the budget at the December meeting.
8. Adjourn
- a. MOTION by Pat to adjourn – 2nd by Susan. Motion passed on a voice vote.

*The meeting was adjourned at 3:31 PM
Minutes submitted by Brian Rounds*