



*M-RETS efficiently tracks and verifies renewable energy generation in collaboration with stakeholders, facilitating renewable energy development in the public interest.*

## **Board Meeting Minutes**

Tuesday, October 22<sup>nd</sup>, 2013

2:45 P.M. Central

DoubleTree Hotel, Rochester, MN

### **Board Members**

#### *Present:*

- (1) Deborah Erwin, **WI-PSC**, *President*
- (2) Pat Keily, **We-Energies**, *Vice President*
- (3) Brian Rounds, **SDPUC**, *Secretary*
- (4) Dan Heim, **Exelon**
- (5) Larry Johnston, **SMMPA**
- (6) Eric Jensen, **IWLA**
- (7) Ron Franz, **Dairyland Power Cooperative**
- (8) Michelle Rebholz, **MNPUC**
- (9) Jeff Cottes, **Manitoba Province Energy Division** (by phone, left at 4:01 during item 5a)

#### *Absent:*

none

#### *Others Present:*

- (1) Amy Fredregill, **M-RETS, Inc.**, *Executive Director*
- (2) Zara Scharf, **M-RETS, Inc.**, *Program Analyst*
- (3) Eric Schroeder, **GPI**, *Treasurer*
- (4) John Richards, **Northwestern Wisconsin Electric Company**, *Subscriber Group Chair*  
(arrived at 3:55, during item 4c)

### **Proceedings**

Deb called the meeting to order at 3:22 PM.

1. Approval of Agenda and Minutes
  - a. Deb relayed a request by Jeff to move the closed session items to the beginning. No other suggestions were made.
  - b. MOTION by Deb to approve agenda as modified by discussion – 2<sup>nd</sup> by Ron. Motion passed on a voice vote.
  - c. No changes were suggested to the September 9, 2013, minutes.
  - d. MOTION by Larry to approve the September 9, 2013, minutes – 2<sup>nd</sup> by Pat. Motion passed on a voice vote.
  - e. MOTION by Larry to approve the May 13, 2013, minutes – 2<sup>nd</sup> by Ron. Motion passed on a voice vote with Deb abstaining.

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

2. President's Report
  - a. Deb noted the Executive Committee's work on planning the next six months as well as Amy's Performance Evaluation.
3. Governance Committee
  - a. Officer Elections

- (1) As Chair of the Governance Committee, Jeff walked through each nominee.
  - (2) Brian noted that, if elected President, he intends to lean heavily on Deb's experience over the next year.
  - (3) MOTION by Pat to accept the nomination of Brian as President by unanimous ballot – 2<sup>nd</sup> by Eric J. Motion passed on a voice vote with Brian abstaining.
  - (4) It was noted that the elections are effective immediately following this meeting.
  - (5) MOTION by Pat to accept the nomination of Ron as Vice President – 2<sup>nd</sup> by Larry. Motion passed on a voice vote with Ron abstaining.
  - (6) MOTION by Ron to accept Pat as Secretary – 2<sup>nd</sup> by Larry. Motion passed on a voice vote with Pat abstaining.
  - (7) MOTION by Larry to recognize Eric S. as a "treasurer" – 2<sup>nd</sup> by Eric J. No vote was taken.
  - (8) MOTION by Larry to accept Eric S. as treasurer – 2<sup>nd</sup> by Pat. Motion passed on a voice vote with Eric S. abstaining.
- b. Committee updates and vacancies
    - (1) Jeff noted that the Executive Committee will be adjusted according to the officer elections.
    - (2) With Brian as President, he will step off of the Governance Committee, so a call was made to board members that would be interested in volunteering.
    - (3) The Finance Committee will need to make some changes as a result of the election as well, so interested board members should contact Amy or Brian.
  - c. Nominations Policy adoption
    - (1) Jeff introduced the draft policy provided by the Governance Committee, noting that it was discussed in the Board's strategic planning session earlier in the day.
    - (2) MOTION by Pat to adopt the Nomination Policy as written, including Appendices A, B and C – 2<sup>nd</sup> by Larry. Motion passed on a voice vote.

### **Open Session**

4. Management Report
  - a. Amy asked for feedback on her written report.
  - b. Discussion about how the morning's strategic planning session might affect her work plan.
  - c. Amy highlighted a few key items in her written report, including the annual report to stakeholders, outreach she has done with regards to MN solar stakeholders and updates on taking over control of the deposit accounts and accounts receivable.
5. Finance Committee (FC)– Financial Report
  - a. Treasurer's Report – Ron reported that the FC is continuing to seek feedback on the financial dashboard. Members of the FC answered questions from the Board, including guidelines for functional expenses; they will seek input on best practices for questions to ask about functional expenses.
  - b. Eric S. walked through the most recent Quarterly Statements.
  - c. Deb discussed the process for budgeting for the 2014 CY. The Board will get a high level view of the budget in November in order to adopt a final budget at the December meeting.
  - d. Ron reported that the FC is working on long term reserve scenario planning.
6. Finance Committee – Fees
  - a. Ron discussed the potential for changing fees in 2014. The FC's recommendation was that a change is not needed at this time.
  - b. Amy walked through some of the Staff memo, explaining some of the modeling they had carried out.

- c. Board consensus was that no fee change was needed. Given that no change is needed, no Board action is required.
- 7. Governance Miscellaneous
  - a. Deb asked everyone to sign the Conflict of Interest policy and Board Member Fiduciary Duty Form Acknowledgement documents and hand in to Eric S.
  - b. Pat presented a plaque to Deb in recognition of her years of service as M-RETS's Board President. Amy thanked her for being such a great resource to her as MRETS' first Executive Director.

**Executive Session – the Board entered into executive session at 4:35 PM.**

- 8. Adjourn
  - a. MOTION by Pat to adjourn – 2<sup>nd</sup> by Deb. Motion passed on a voice vote.

*The meeting was adjourned at 4:52 PM. Minutes submitted by Brian Rounds.*