



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

Board Meeting Minutes

Monday, March 11th, 2013

1:30 P.M. Central

Via GoToMeeting Webconference

Board Members

Present:

- (1) Deborah Erwin, **WI-PSC**, *President*
- (2) Brian Rounds, **SDPUC**, *Secretary*
- (3) Ron Franz, **Dairyland Power Cooperative**
- (4) Susan Mackenzie, **MNPUC**
- (5) Dan Heim, **Exelon**
- (6) Jeff Cottles, **Manitoba Province Energy Division**
- (7) Janet McGurk, **IUB**
- (8) Eric Jensen, **IWLA** (left at 2:45, during item 3a)
- (9) Pat Keily, **We-Energies**, *Vice President* (arrived at 2:30, during item 3a, but was only able to listen due to technical issues)

Absent:

- (1) Illona Jeffcoat-Sacco, **NDPSC**
- (2) Larry Johnston, **SMMPA**

Others Present:

- (1) Amy Fredregill, **M-RETS, Inc.**, *Executive Director*
- (2) Zara Scharf, **M-RETS, Inc.**, *Technical Specialist*
- (3) Eric Schroeder, **GPI**, *Treasurer*
- (4) Judy Sharken Simon, **MAP for Nonprofits**, *Strategic Services Consultant* (left at 3:12, during item 3b)

Proceedings

Deb called the meeting to order at 1:38 PM. Amy and Deb introduced M-RETS's new staff person, Zara Scharf; she began employment on March 1.

1. Approval of Agenda and Minutes
 - a. MOTION by Brian to approve the agenda as presented – 2nd by Deb. Motion passed on a voice vote.
 - b. Some callers were muted and unable to speak on the webinar, so the board decided to skip to the agenda item for Judy's presentation while we worked on resolving technical issues.
 - c. Due to the audio difficulties, minutes from the previous meeting were not approved and will be taken up at the next meeting.

Open Session

2. Governance Briefing
 - a. Judy Sharken-Simon, MAP for Nonprofits, walked through her power point slides to brief the board on the fiduciary duties of a non-profit director, with an emphasis on the duty of loyalty.

- b. The briefing included an interactive poll on the webinar and a related discussion around examples of conflicts of interest in different board settings.
- 3. Governance Committee Items
 - a. Review and approve recommended edits to Fiduciary duties document
 - (1) Deb, Susan and Jeff explained the background of the Board Member Fiduciary Duties, Role and Expectations document. This item is on our annual board calendar to review annually.
 - (2) Jeff presented the edits the Governance Committee proposed for the document as part of the board's annual review of the document.
 - (3) The board further revised the document.
 - (4) MOTION by Susan to approve the proposed edits to the Fiduciary Duties, Roles and Expectations document with the changes made today – 2nd by Janet. Motion passed on a voice vote.
 - b. Overview of upcoming board self-evaluation
 - (1) Susan mentioned that a board self-evaluation would sent out by March 25th, via a notification from Central Desktop. This evaluation will help the Governance Committee prepare an outline for the upcoming board elections as well as prepare a recommendation for an educational plan for the board.
 - (2) She asked that board members to please download it and email their completed evaluations back to Amy by March 29th.
 - (3) A Survey Monkey link will be attached for any anonymous comments board members would like to submit.
- 4. President's Report
 - a. Deb reported that the Executive Committee is working on the process for evaluating the Executive Director in 2013.
 - b. She also said that committee-meeting minutes are being taken and posted to Central Desktop. If you are interested in being notified of these minutes as they are posted, you can self-subscribe in Central Desktop.
- 5. Management Report
 - a. In the interest of time, Amy quickly hit on a couple of points in her management report.
 - b. We recently had our first small project account approved and registered.

Closed Session – Board, Officers and Staff only

- 6. APX Fixed Fee Contract
 - a. Deb presented Amy's outline of key points in a letter Pat will send to APX to kick off a discussion of a fixed fee contract.
 - b. Amy and Deb answered a couple of questions from directors about ideas for the proposed contract.
 - c. The board will be seeing a copy of the letter before it is sent to APX.
- 7. Personnel Manual
 - a. Deb presented a number of edits by the Executive Committee to the Personnel Manual for the board's approval. These edits are targeted at MRETS now having two staff people. Other more general edits might be proposed later in the year.
 - b. MOTION by Ron to approve the Personnel Manual as edited – 2nd by Susan. Motion passed on a voice vote.

Executive Session – did not hold in the interest of time.

- 8. Adjourn
 - a. The board adjourned by unanimous consent.

The meeting was adjourned at 3:29 PM. Minutes submitted by Brian Rounds.