



*Midwest Renewable Energy Tracking System, Inc.
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Policy on the Nomination of Board Members – M-RETS, Inc.

Approved by the Board June 6, 2016

Purpose - This policy defines the process for the nomination of the members of the M-RETS, Inc. Board of Directors (Board).

Pursuant to the M-RETS Bylaws, the Board shall consist of the following four (4) categories of directors: Government, Industry, Nonprofit, and Renewable Generator/Marketer.

Government Directors shall be nominated pursuant to the guidelines in section 4.4.1 of the Bylaws. Please refer to Appendix A for more detail.

Industry Directors shall be nominated by the Subscriber Group pursuant to the guidelines in sections 4.3.2 and 4.4.2 of the Bylaws. Please refer to Appendix B for more detail.

Nonprofit Directors shall be nominated pursuant to the guidelines in sections 4.3.3 and 4.4.2 of the Bylaws. Nonprofit directors may be self-nominated or nominated by the Governance Committee.

Renewable Generator/Marketer shall be nominated by the Subscriber Group pursuant to the guidelines in sections 4.3.4 and 4.4.2 of the Bylaws. Please refer to Appendix C for more detail.

Success in achieving the goals adopted as part of the MRETS Strategic Plan will depend in part on certain attributes the board wants to highlight as a result of the board self-evaluation survey. Nominees should meet identified target skills.

All nominees will be asked for a resume and statement of interest.

Appendix A
M-RETS Government Director Nomination Policy
Approved by the Board June 6, 2016

This appendix is to be used as a guide by the Board in seeking and approving Government Director nominations, as referenced in Section 4.4.1 of the M-RETS Bylaws. If Section 4.4 of said bylaws is edited following the date this policy is approved, the Governance Committee shall review this document for accuracy and recommend changes to the Board if necessary.

Number of Government Directors:

Each state and province participating in M-RETS may nominate one individual to the Board. The goal is to maintain a balanced Board consisting of approximately half Government Directors.

Nomination Process:

For states or provinces already represented on the Board, nominations shall be sought from their governments upon the expiration of their respective terms. For eligible states or provinces not represented on the Board, nominations may be sought from time to time with the Board's approval. The Governance Committee shall, with the Board's approval, determine when to seek nominations from new states and/or provinces.

In seeking nominations, the Governance Committee shall outline and the President shall submit a request to the proper agency detailing the commitment required and preferred qualifications of the nominee. The nominee must be a program administrator or employee of the state or province. All nominees shall submit a resume and statement of interest. Nominees or their employers shall submit a letter from their employer confirming that the employer is supportive of the role and time commitment involved with serving on the Board.

The Governance Committee shall consider nominees made by the state or province and make a recommendation subject to the Board's approval.

Timeline:

Governance Committee and President seek nominations	– no later than May 1
Government Agency submits nominee	– no later than July 1
Board votes on nominations	– no later than September 1

Terms:

Terms shall be 3 years in length under normal circumstances. The Governance Committee may, with the Board's approval, recommend a 1 or 2-year term under extenuating circumstances, such as a request by the nominee's employer or in an attempt to balance certain Board skills or backgrounds.

Appendix B

M-RETS Board Industry Director Nomination Process

Approved by the Board June 6, 2016

This process is provided as a guide for the Industry Director nomination process mentioned in the Midwest Renewable Energy Tracking System, Inc. (M-RETS) Bylaws Section 4.4.2¹ and the nomination policy adopted by the M-RETS Board November 9, 2009.²

Notification:

The Executive Director of M-RETS will initiate the nomination process by emailing the Subscriber Group Chair requesting nominations at least two months prior to the end of the term of an Industry Director.

Industry Nomination:

The Subscriber Group Chair (or M-RETS Administrator on behalf of Chair) will solicit nominations from the applicable industry group (Investor Owned Utilities (IOUs), Cooperative Electric Utilities (Coops), Municipal Utility or Municipal Power Agencies (Muni's)). At a minimum, solicitations will be announced via email.³ Qualified individuals may nominate themselves or another qualified individual. The nomination period should last approximately two weeks.

Industry Voting:

When nominations are received, the Subscriber Group Chair (or M-RETS Administrator or M-RETS Executive Director on behalf of Chair) will initiate the voting process by emailing the applicable industry group participants the list of nominees, and requesting their vote. Industry voting is not necessary if there is only one Industry nominee. Voting will occur in a reasonable manner that allows convenient participation, such as email response or on-line voting using openly available technology such as www.SurveyMonkey.com. The voting process should last approximately two weeks. The winner of the Industry vote will be communicated by the Subscribers Group Chair to the applicable industry group participants before submitting to the Board as the Industry nominee.

Board Nomination:

Following the Industry vote, the Subscriber Group Chair will provide the M-RETS Executive Director the Industry candidate's name as the Industry nominee. The Executive Director will then present the candidate's name to the Board for a vote to accept or reject the candidate. If the candidate is rejected, the process begins again starting from Industry Nomination.

¹ "The Board of Directors shall institute a nomination process by which qualified individuals may be nominated to the Board of Directors from the specific groups (identified in Section 4.3) participating in the System with the final slate of candidates elected by vote of the M-RETS Board of Directors at its annual meeting."

² "Industry Directors shall be nominated by the Subscriber Group pursuant to the guidelines in Section 4.3.2 of the Bylaws."

³ Subscribers will select a participant group (IOU, Co-op, Muni, or Generator Owner/Marketer) as part of the registration process. This list will be maintained by the M-RETS Executive Director, working as needed with the M-RETS Administrator.

Terms:

Terms are set by the M-RETS Board. The Subscriber Group recommends continuing to use three year staggered terms for Industry Directors. If an Industry Director resigns his or her term prior to its conclusion, this process will be used to fill the remainder of the term starting from Industry Nomination. The M-RETS Board at its discretion may choose to appoint temporary Industry Directors as it deems necessary.

Appendix C **M-RETS Board Renewable Generator/Marketer Director Nomination Process**

Approved by the Board June 6, 2016

This process is provided as a guide for the Renewable Generator/Marketer nomination process mentioned in the Midwest Renewable Energy Tracking System, Inc. (M-RETS) Bylaws Section 4.4.2⁴. If Section 4.4 of said bylaws is edited following the date this policy is approved, the Governance Committee shall review this document for accuracy and recommend changes to the Board if necessary.

Notification:

The Executive Director of M-RETS will initiate the nomination process by emailing the Subscriber Group Chair requesting nominations at least two months prior to the end of the term of the Renewable Generator/Marketer Director. If the position is vacant, the process shall be initiated at least two months prior to the annual elections.

Nomination:

The Subscriber Group Chair (or M-RETS Administrator on behalf of Chair) will solicit nominations from Renewable Generator/Marketer Subscribers. Eligible nominees are meant to bring a marketing background to the Board, while not representing other Subscribers, such as IOUs, cooperatives, municipalities and non-profits. At a minimum, solicitations will be announced via email.⁵ Qualified individuals may nominate themselves or another qualified individual. The nomination period should last approximately two weeks. If no nominations are received, the Board may choose to seek a qualified nominee. If no nomination is made prior to the vote, the position will be vacant until a candidate is nominated and elected.

Voting:

When nominations are received, the Subscriber Group Chair (or M-RETS Executive Director on behalf of Chair) will initiate the voting process by emailing the Renewable Generator/Marketer Subscribers the list of nominees, and requesting their vote. Voting is not necessary if there is only one nominee. Voting will occur in a reasonable manner that allows convenient participation, such as email response or on-line voting using openly available technology such as www.SurveyMonkey.com. The voting process should last approximately two weeks.

⁴ "The Board of Directors shall institute a nomination process by which qualified individuals may be nominated to the Board of Directors from the specific groups (identified in Section 4.3) participating in the System with the final slate of candidates elected by vote of the M-RETS Board of Directors at its annual meeting."

⁵ Subscribers will select a participant group (IOU, Co-op, Muni, or Generator Owner/Marketer) as part of the registration process. This list will be maintained by the M-RETS Executive Director, working as needed with the M-RETS Administrator.

Board Nomination:

Following the Renewable Generator/Marketer vote, the Subscriber Group Chair will provide the M-RETS Executive Director the candidate's name as the Renewable Generator/Marketer nominee. The Executive Director will then present the candidate's name to the Board, along with a resume and statement of interest, for a vote to accept or reject the candidate. If the candidate is rejected, the process begins again by seeking nominations.

Terms:

Terms shall be 3 years in length under normal circumstances. The Governance Committee may, with the Board's approval, recommend a 1 or 2-year term under extenuating circumstances, such as a request by the nominee's employer or in an attempt to balance certain Board skills or backgrounds.

Fiduciary Duties, Roles and Expectations for M-RETS Board Members

This document is a guide for board members in fulfilling their governance and oversight responsibilities as described in the MRETS' Bylaws.

Governance:

- Attend 75% of board meetings at a minimum.
- Work towards consensus at board meetings.
- Maintain professional neutrality in order to act in the best interests of the organization.
- Serve on committees and teams.
- Help cultivate and orient new board members.
- Propose a slate of directors to fill vacancies as needed.
- Identify and appoint board committees in response to recommendations of the Governance Committee.
- Uphold fiduciary duties to M-RETS, including: Duty of Care, Duty of Loyalty, and Duty of Obedience.
- Review the performance of the board annually and take steps to improve performance.
- Participate in board development.
- Implement policies that are appropriate and enforce those policies as required.
- Define and identify personal and organizational conflicts of interest.
- Actively participate in board discussions (on-line or in-person).
- Come prepared to board meetings.

Strategic Leading and Planning

- Provide strategic thinking.
- Bring expertise and knowledge of pertinent issues to inform M-RETS' strategic work.
- Keep suitably informed in order to actively participate in decision-making.
- Approve and uphold the organization's mission, purpose, vision and strategic plan.
- Support board decisions and accurately represent the organization's position.
- Annually assess the renewable energy sector in order to review, revise, and develop a suitable organizational strategy.

- Monitor and evaluate programs, outcomes, impact and performance.
- Foster professional relationships throughout the organization to encourage trust, confidence and open discussion.
- Approve major policies including Operating Procedures.

Supervise and Support the Executive Director

- Elect and support the organization's management as appropriate.
- Work to ensure that management succession is properly provided.
- Review compensation and benefit policies and practices to ensure they are appropriate.
- Conduct a performance review of the Executive Director

Financial Responsibilities

- Work to ensure that the financial structure of the organization is adequate for current needs and long-range strategy.
- Be transparent to accountholders and the public, while respecting contractual limitations and other confidentiality requirements to which M-RETS may be subject.
- Work to ensure that the board and its committees are adequately and currently informed, through reports and other methods, of the financial condition of the organization and its operations.
- Work to ensure that published reports properly reflect the operating results and financial condition of the organization.
- Annually review and approve the organization's budget.
- Utilize the independent auditors as appropriate to assist in financial review.
- Review compliance with relevant laws affecting the organization.