



M-RETS® validates the environmental attributes of energy to serve as a trusted centralized gateway to environmental markets.

## Board Meeting Minutes

Thursday, October 6, 2016  
8:00 am Central  
Minneapolis, MN

### Board Members

#### Present:

- (1) Andrew Kell, **WI-PSC**, *President*
- (2) Kari Clark, **Xcel Energy**, *Secretary*
- (3) Ron Franz, **Dairyland Power Cooperative**, *Vice President*
- (4) Eric Schroeder, **GPI**, *Treasurer*
- (5) Dan Heim, **Exelon**
- (6) Amy Jordan, Manitoba Province Energy Division
- (7) Venkata Bujimalla, **Iowa Utilities Board** (via phone)
- (8) Andy Kellen, **WPPI Energy**
- (9) Esther Case, **Central Iowa Power Cooperative**

#### Absent:

#### Others Present:

- (1) Ben Gerber, **M-RETS Inc.**, *Executive Director (left at 10:58 am)*
- (2) Tanya Gajewska, **M-RETS, Inc.**, *Chief Administrative Officer (left at 10:42 am)*
- (3) Dan King, **M-RETS, Inc.**, *Program Manager (left at 10:42 am)*

## PROCEEDINGS

### Open Session

Andrew called the meeting to order at 8:10 am.

### Board Moved to Closed Session at 8:10 am

### Board Returned to Open Session at 8:40 am

1. Approval of Agenda - The agenda was approved with revisions.
2. Approval of Minutes – The June 6<sup>th</sup> minutes were approved by unanimous consent, with Ron Franz abstaining.
3. President's Report
  - a. Committee Rotations
    - (1) Esther Case and Andrew Kell to Finance Committee
    - (2) Andy Kellen to Governance Committee

- b. Approval of New Directors
  - (1) MOTION by Eric to approve the nomination of Esther Case and Andy Kellen to the Board of Directors. Motion was seconded by Andrew and passed on a voice vote.
  - (2) MOTION by Kari to approve the nomination of Ken Smith as the SME to the Board of Directors. Motion was seconded by Eric. Motion withdrawn after discussion.
  - (3) MOTION by Andrew to add a third SME director with expertise in Executive Leadership in Corporate Structures including for Non-Profit Entities. Motion was seconded by Dan and passed on a voice vote.
  - (4) MOTION by Andrew to approve Ken Nelson as the Environmental Markets SME. Motion was seconded by Andy and passed on a voice vote.
  - (5) MOTION by Eric to add Ken Smith as the Executive Leadership in Corporate Structures including for Non-Profit Entities. Motion seconded by Andrew and passed on a voice vote.
- 4. Employee Handbook and Financial Policy Updates
  - a. MOTION by Eric to approve the addition of a password policy and other minor changes to the Employee Handbook as proposed. Motion seconded by Esther and passed on a voice vote.
  - b. MOTION by Andrew to approve the Transportation-Related Employee Reimbursement Policy as presented. Motion seconded by Ven and passed on a voice vote.
- 5. 2017 Board and Committee Meeting Calendar
  - a. MOTION by Eric to approve the 2017 calendar with revisions planned to maximize director attendance. Motion seconded by Amy and passed on a voice vote.
- 6. Conflict of Interest Policy
  - a. Revisions to the proposed policy were discussed and will be reviewed by the Governance and Executive Committees before the end of the year.

**Board Moved to Closed Session at 10:41 am**

- 7. Contract Updates

**Board Moved to Executive Session at 10:42 am**

- 8. Strategic Plan Update
  - a. Staff will meet in July to review and update the Strategic Plan as needed

**Executive Session without the Executive Director at 10:58 am**

- 9. The meeting was adjourned at 11:27 pm.

*Minutes submitted by Kari Clark.*