



Midwest Renewable Energy Tracking System, Inc.
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M-RETS announces that the Investor Owned Utility (“IOU”) board term expires in 2017. As such, M-RETS seeks applications from those that meet the specifications for the IOU open seat and are willing to faithfully execute the fiduciary duties, roles, and expectations of M-RETS Board Members. The new terms are effective at the Annual Business meeting October 18-19, 2017.

Nomination Process for Industry Directors:

Nomination:

Qualified individuals may nominate themselves or another qualified individual. The nomination period will open Thursday, June 1st, 2017 at 8 a.m. (CST) and will close Friday, June 28, 2017 at 5 p.m. (CST). Nomination applications shall include a resume and a short statement of interest (no more than one page). Application materials will be shared with subscribers prior to the beginning of the voting period.

Industry Voting:

The M-RETS Executive Director on behalf of the Subscriber Group Chair will initiate the voting process by emailing the applicable industry group participants the list of nominees, and requesting their vote. The voting will open Monday, July 10th, 2017 at 8 a.m. (CST) and will close Monday, August 14th, 2017 at 5 p.m. (CST). 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 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. The Board will officially adopt or reject the nominee at the annual business meeting on October 18-19, 2017.*

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.*