



Draft Minutes of the Board of Directors Meeting

Hybrid: MRO Offices, St. Paul, MN & Webex

June 15, 2023, 1:00 p.m. to 3:13 p.m. Central

Notice for this meeting was electronically posted to the MRO website [here](#) on January 5, 2022. A final agenda, including advanced reading materials, was posted on June 1, 2023.

1. Call to Order and Determination of Quorum

MRO Board of Directors Chair Brad Cox, called the meeting of the MRO Board of Directors to order at 1:00 p.m. Central. Julie Peterson, Vice President General Counsel and Corporate Secretary, advised the chair that a quorum of the board was present. A complete list of attendees is included as [Exhibit A](#).

2. Standards of Conduct and Antitrust Guidelines

Pursuant to Policy and Procedure 4, Peterson highlighted MRO's Standards of Conduct, Conflict of Interest, and Antitrust Guidelines.

3. Consent Agenda

The consent agenda included draft minutes from the board meeting held on April 13, 2023.

Upon a motion duly made and seconded, the board approved the consent agenda without objection.

4. President's Report

Sara Patrick, President and Chief Executive Officer, welcomed two new directors to the MRO Board of Directors – Todd Hillman from Sunflower Electric Power Corporation to the regional seat on the board and Eric Miller from Midcontinent Independent System Operator (MISO), representing the Transmission System Operator Sector. She also welcomed the guest speaker, Aubrey Johnson, Vice President of System Planning and Competitive Transmission, MISO, and thanked him for sharing his expertise on transmission planning to the board. Patrick also acknowledged the recent unexpected passing of former board member Christopher Fleege.

Patrick recalled milestones related to her leadership, having now served as President and CEO for five years, and the changes that have ensued in that time both for the industry and MRO as an organization. She noted the challenges the organization has navigated related to COVID-19, noted that nearly half of MRO's staff joined the organization during or since the pandemic, and shared positive results from a recent employee engagement survey. She underscored the development, maturity, collaborative value, and agility of MRO's organizational groups as a source of pride from her tenure.

5. Chair's Remarks

Chair Cox next addressed the board. He underscored the fundamental importance of the reliability of the North American electric grid. He recognized the contributions of Patrick during her leadership through the ERO transformation and the coalescence of the ERO Enterprise around a strong set of



fundamental principles. Chair Cox welcomed new board members, Hillman and Miller. He also welcomed Johnson and noted Johnson's topic – the energy transition – is at the top of the ERO Enterprise's list of strategic initiatives. He noted MRO, as a part of the ERO Enterprise, will play a significant role in progressing these goals.

6. The Energy Transition

Aubrey Johnson, Vice President of System Planning and Competitive Transmission, MISO, provided a presentation on transmission planning and the energy transition. He shared that factors such as decarbonization strategies and accelerated policies are driving rapid change within MISO's region. He noted further that as the evolution of the resource fleet accelerates, operational complexities increase along with a shortage of resources that have the necessary reliability attributes. He outlined MISO initiatives purporting to prepare the region to navigate the risk, rapid planning needs, and the complexities of the energy transition.

In responses to questions from board members, Johnson expanded on how planning is taking into account the pace of change, and the growing need for coordination between the natural gas and electric industries to mitigate operational challenges. He also highlighted a key challenge related to new nuclear where increased generation should drive increases in transmission, but where increases in generation are dependent upon increases in transmission. In answer to a board member's question, he articulated the current biggest challenge for the energy transition to be the pressures associated with influx of resources flooding the industry causing a workforce ripple effect. Johnson also underscored that the value of accredited capacity in the future will be driven by ensuring resources are diversified geographically; if all the solar is in same place, it all goes to zero at the same time, but if it is spread around, more benefit is possible.

7. Assessing Reliability Performance

Jake Bernhagen, Manager, Reliability Performance, presented on the work of the Reliability Assessment Department. He reviewed the NERC Rules of Procedure that provides the authority for the work of this department. He outlined the four main responsibilities of the department – performance analysis, event analysis, situational awareness, and reliability assessments. Bernhagen provided a detailed overview of Generation Availability Data System (GADS) Conventional, GADS Wind, Transmission Availability Data Systems (TADS), and Misoperation Information Data System (MIDAS). He reviewed data quality and control tools, and explained how MRO uses the data it gathers.

Bernhagen responded to questions from board members related to battery storage, the quality of data received for assessments, and how feedback can be provided to equipment manufacturers.

Michael Lamb departed.

8. Finance and Audit Committee Report

The chair of the Finance and Audit Committee (FAC), Dr. Dana Born, shared a report on behalf of the FAC. She noted items discussed during the FAC's second quarter meeting held on May 4, 2023, including review of the treasurer's report and year on budget projections, the business insurance plan, the proposed 2024 business plan and budget schedule, and a positive review of Baker Tilly as auditor.



She reported that the FAC is on target with respect to its governance tasks. Dr. Born shared the FAC's recommendation that the board approve of Resolution 23-003 regarding the reappointment of Baker Tilly to conduct MRO's annual independent audit.

Upon a motion duly made and seconded, the board unanimously approved Resolution 23-003 regarding Reappointment of Independent Audit Firm.

Further, Dr. Born shared the FAC's recommendation that the board approve Resolution 23-004 to approve the post-retirement medical funding, 2024 reserves, and 2024 business plan and budget all as proposed in the agenda materials.

Upon a motion duly made and seconded, the board unanimously approved Resolution 23-004 regarding approving the Post-Retirement Medical Funding, 2024 Reserves, and 2024 Business Plan and Budget.

9. Governance and Personnel Committee Report

Thomas Graham, chair of the Governance and Personnel Committee (GPC), provided a report on the May 15, 2023, GPC meeting. Graham highlighted the employee engagement results that have been shared with the board, and noted the board self-assessment will be conducted in the coming months. There were no questions.

10. Organizational Group Oversight Committee Report

JoAnn Thompson, chair of the Organizational Group Oversight Committee (OGOC), provided a report on behalf of the OGOC. She relayed that the OGOC had met on June 14, 2023. The meeting included a closed session with the council chairs and vice chairs for a risk roundtable focused on energy reliability planning. Thompson shared that the OGOC received reports from all councils, and approved revisions to the charters for the Reliability Advisory Council (RAC), and the Protective Relay Subgroup (PRS). There were no questions.

11. Written Reports

Chair Cox referred the board to the written report related to operational activities, external affairs, and outreach. There were no questions.

12. Other Business and Adjourn

Chair Cox highlighted upcoming meeting dates. Having no further business, the meeting adjourned at 3:13 p.m.

Prepared by: Julie Peterson, Vice President General Counsel and Corporate Secretary

Reviewed and submitted by: Sara Patrick, President and Chief Executive Officer



Exhibit A – Meeting Attendees

MRO Board of Directors Present	
Name	Sector
Brad Cox, <i>Chair</i>	Generator and/or Power Marketer Sector
Dr. Dana Born, <i>Vice Chair</i>	Independent Director
Charles Marshall	Transmission System Operator Sector
Darcy Neigum	Investor Owned Utility Sector
Daryl Maxwell	Canadian Utility Sector
Dehn Stevens	Investor Owned Utility Sector
Eric Miller	Transmission System Operator Sector
Eric Schmitt	Independent Director
Iqbal Dhimi	Canadian Utility Sector
Jeanne Tisinger	Independent Director
Jennifer Flandermeyer	Regional Director
JoAnn Thompson	Investor Owned Utility Sector
John Rhea	Generator and/or Power Marketer Sector
JP Brummond	Investor Owned Utility Sector
Lloyd Linke	Federal Power Marketing Agency Sector
Michael Lamb	Investor Owned Utility Sector
Scott Nickels	Municipal Utility Sector
Thomas Graham	Independent Director
Todd Hillman	Regional Director
Tom Finco	Transmission System Operator Sector



Other Attendees	
Name	Company
Alexis Larson	Midwest Reliability Organization
Andrew Penney	Saskatchewan Power Corporation
Anne Richards	Midwest Reliability Organization
Aubrey Johnson	Midcontinent Independent System Operator, Inc.
Bobbi Welch	Midcontinent Independent System Operator, Inc.
Brian Capistrant	Xcel Energy
Bryan Clark	Midwest Reliability Organization
Carolina Margaría	Midwest Reliability Organization
Courtney Vetter	Montana-Dakota Utilities
Cris Zimmerman	Midwest Reliability Organization
Dan Inman	Minnkota Power Cooperative, Inc.
Daniel Yu	Midwest Reliability Organization
Dick Pursley	Great River Energy
Eric Ruskamp	Lincoln Electric System
Gina March	Midwest Reliability Organization
Holly Haynes	Midwest Reliability Organization
Jake Bernhagen	Midwest Reliability Organization
Jess Syring	Midwest Reliability Organization
Jessica Mitchell	Midwest Reliability Organization
Julie Peterson	Midwest Reliability Organization
Kabir Dogubo	Midwest Reliability Organization
Ken Gartner	Midwest Reliability Organization
Kristine Albrecht	Midwest Reliability Organization
Lam Chung	Midwest Reliability Organization
Larry Hecker	Alliant Energy



Lee Felter	Midwest Reliability Organization
Lisa Stellmaker	Midwest Reliability Organization
Margaret Eastman	Midwest Reliability Organization
Marisa Falco	Midwest Reliability Organization
Mark Flanary	Midwest Reliability Organization
Mark Tiemeier	Midwest Reliability Organization
Mary Agnes Nimis	Federal Energy Regulatory Commission
Matt Alvarado	Iowa Utilities Board
Max Vang	Midwest Reliability Organization
Michael Spangenberg	Midwest Reliability Organization
Michelle Olson	Midwest Reliability Organization
Omar Elabbady	Xcel Energy
Paul Mehlhaff	Sunflower Electric Power Corporation
Rebecca Schneider	Midwest Reliability Organization
Richard Burt	Midwest Reliability Organization
Ryan McNamara	Midwest Reliability Organization
Sara Patrick	Midwest Reliability Organization
Scott Nied	Northeast Power Coordinating Council
Sharon Mayers	Worley
Shawn Keller	Midwest Reliability Organization
Steen Fjalstad	Midwest Reliability Organization
Stephen McGie	Kansas City Board of Public Utilities
Tasha Ward	Midwest Reliability Organization
Troy Brumfield	American Transmission Company
William Steiner	Midwest Reliability Organization

The above list may not reflect all meeting attendees as the meeting was open for observation via Webex.