

Meeting Agenda

Annual MRO Board of Directors Only

November 7, 2024
4:00 p.m. to 4:30 p.m. Central

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



**MIDWEST
RELIABILITY
ORGANIZATION**

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Saint Paul, MN 55102

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NOTICE REQUIREMENTS

Pursuant to the Midwest Reliability Organization’s (“MRO”) Bylaws, section 7.7, the Secretary is required to publish the schedule of regular board meetings to all members. This meeting is a regularly scheduled meeting of the Midwest Reliability Organization Board of Directors. Notice of this meeting was proper and the date was made available to all members in 2023 by posting the 2024 regularly scheduled board meeting dates on the [MRO Events](#) page.

The location, precise time of the meeting, and draft agenda of items to be discussed was properly noticed to members 30 days prior to the scheduled meeting, and was published on the [MRO website](#).

VIDEO AND AUDIO RECORDING

Please note that Midwest Reliability Organization (MRO) may make a video and/or an audio recording of this board of directors meeting for the purposes of making this information available to board members, members, stakeholders and the general public who are unable to attend the meeting.

By attending this meeting, I grant MRO:

1. Permission to video and/or audio record the board meeting including me; and
2. The right to edit, use, and publish the video and/or audio recording.
3. I understand that neither I, nor my employer, has any right to be compensated in connection with the video and/or audio recording or the granting of this consent.



AGENDA

Agenda Item	Time
1. <u>Call to Order and Determination of Quorum</u> <i>Dr. Dana Born, Board Chair</i>	4:00 pm
2. <u>Standards of Conduct and Antitrust Guidelines</u> <i>Julie Peterson, Vice President General Counsel and Corporate Secretary</i>	---
3. <u>Election of 2024 Board Chair and Vice Chair, and Approval of Board Committee Appointments</u> <i>Dr. Dana Born, Board Chair</i>	4:05 pm
4. <u>MRO Board of Directors Future Meeting Dates</u> <i>Julie Peterson, Vice President General Counsel and Corporate Secretary</i>	4:15 pm
5. <u>Other Business and Adjourn</u> <i>Dr. Dana Born, Board Chair</i>	4:25 pm

Call to Order and Determination of Quorum
Dr. Dana Born, Chair

A current roster for the MRO Board of Directors is posted on MRO's public website [here](#).

MRO Board Guiding Principles

Pursuant to [Policy and Procedure 1: MRO Board of Directors](#), the MRO Board of Directors is guided by the following principles for highly effective and reliable board members.

Board members shall:

- Support the MRO mission and its values and understand the role of the board.
- Exercise their fiduciary duty of care by preparing for, attending, and participating in board and assigned committee meetings. Absent compelling and stated reasons, directors should be present at meetings.
- Exercise objective decision-making and avoid participation in board issues that are self-serving or may be perceived as a conflict of interest.
- Read the materials before board meetings and come prepared with questions.
- Advocate why MRO is important and why it needs our support.
- Take leadership roles by chairing a committee and knowing what the committee's responsibilities are, and take the initiative, as necessary.
- Respect the different roles of staff and the board.
- Collaborate and cooperate with other board members.

Standards of Conduct and Antitrust Guidelines
Julie Peterson, Vice President General Counsel and Corporate Secretary

Standards of Conduct Reminder:

Standards of Conduct prohibit MRO staff, committee, subcommittee, and task force members from sharing non-public transmission sensitive information with anyone who is either an affiliate merchant or could be a conduit of information to an affiliate merchant.

Antitrust Reminder:

Participants in Midwest Reliability Organization meeting activities must refrain from the following when acting in their capacity as participants in Midwest Reliability Organization activities (i.e., meetings, conference calls, and informal discussions):

- Discussions involving pricing information; and
- Discussions of a participant's marketing strategies; and
- Discussions regarding how customers and geographical areas are to be divided among competitors; and
- Discussions concerning the exclusion of competitors from markets; and
- Discussions concerning boycotting or group refusals to deal with competitors, vendors, or suppliers.

Election of 2025 Board Chair, Vice Chair, and Approval of Committee Appointments
Dr. Dana Born, Board Chair

Action

- Elect 2025 board chair and vice chair
- Approve 2025 board committee appointments

Report

Pursuant to Section 7.7 of the MRO Bylaws, “[a]n annual meeting of the board of directors shall be held without notice immediately following the annual meeting of the Members to elect the chair and vice-chair of the board of directors for the next year.” Policy and Procedure 1: Board of Directors, provides that the chair and vice chair will each serve a one-year term, and that each can be reelected to his or her respective office for no more than two consecutive terms.

Dr. Dana Born and JP Brummond have each served one year as vice chair and chair respectively. For 2025, Dr. Born is willing to serve as chair and JP Brummond is willing to serve as vice chair. The board will elect its 2025 chair and vice chair at this meeting.

Additionally, [recommendations for 2025 board committee appointments](#) will also be presented during the board meeting for approval and are included for the board’s reference.



2025 Proposed Board Committee Membership

2024 MRO Board Committee Roster 2025 Proposed MRO Board Committee Roster

Member	Company	Sector	BOD Term	Member	Company	Sector	BOD Term
Finance and Audit Committee							
Sandra Johnson	Xcel	IOU ≥ 3000	12/31/2026	Sandra Johnson	Xcel	IOU	12/31/2026
Priti Patel	Great River Energy	COOP	12/31/2025	Priti Patel	GRE	COOP	12/31/2025
Jennifer Flandermeier	Everggy	Regional (IOU)	12/31/2024	Jennifer Flandermeier	Everggy	Regional	12/31/2027
Lloyd Linke	Western Area Power Administration	FPMA	12/31/2024	Lloyd Linke	WAPA	FPMA	12/31/2027
JP Brummond, CHAIR	Alliant Energy	IOU ≥ 3000	12/31/2025	JP Brummond, CHAIR	Alliant Energy	IOU ≥ 3000	12/31/2025
Michael Desselle	Southwest Power Pool	TSO	12/31/2026	Eric Schmitt	Independent Director	NA	12/31/2027
Fred Meyer	Algonquin Power & Utilities Corp	GPM	12/31/2025	Fred Meyer	Algonquin Power	GPM	12/31/2025
Thomas Graham	Independent Director		12/31/2026	Thomas Graham	Independent Director	NA	12/31/2026
Governance and Personnel Committee							
Jeanne Tisinger	Independent Director		12/31/2024	Jeanne Tisinger	Independent Director	NA	12/31/2027
Eric Schmitt	Independent Director		12/31/2024	Eric Schmitt	Independent Director	NA	12/31/2027
Dr. Dana Born	Independent Director		12/31/2026	Dr. Dana Born	Independent Director	NA	12/31/2026
Thomas Graham, CHAIR	Independent Director		12/31/2026	Thomas Graham, CHAIR	Independent Director	NA	12/31/2026
Paul Crist	Lincoln Electric System	MU	12/31/2026	Paul Crist	Lincoln Electric System	MU	12/31/2026
Tom Finco	American Transmission Co.	TSO	12/31/2024	Michael Riley	Southwest Power Pool	TSO	12/31/2026
John Rhea	Ameren	GPM	12/31/2024	John Rhea	Ameren	GPM	12/31/2027

MRO Board of Directors Future Meeting Dates
Julie Peterson, Vice President General Counsel and Corporate Secretary

Action

Review and approve proposed future board meeting dates.

Report

The board previously approved the following meeting dates for 2025:

2025 Board Meeting Dates			
Meeting	Date	Time	Format
Board Orientation	Thursday, January 23, 2025	10 am – 12 pm	Virtual Only
Q1 Board Meetings	Thursday, February 6, 2025	8 am – 3:30 pm	Virtual Only
Business Plan & Budget Review	Thursday, April 10, 2025	10 am – 12 pm	Virtual Only
Q2 Board Meetings	Thursday, June 12, 2025	8 am – 3:30 pm	Hybrid
Q3 Board Meetings	Thursday, August 21, 2025	8 am – 3:30 pm	Hybrid
Q4 Board Meetings	Thursday, December 4, 2025	8 am – 3:30 pm	Hybrid

Proposed future MRO Board Meeting dates are listed in the table below. Staff has continued to streamline meetings and has therefore added an additional hour to the MRO Board of Directors Orientation in 2026 to allow the board to approve 2026 metrics early enough in the year for staff to develop supporting goals.

2026 Board Meeting Dates			
Meeting	Date	Time	Format
Board Orientation & 2026 Metrics Approval	Thursday, February 5, 2026	9 am – 12 pm	Virtual Only
Q1 Board Meetings	Thursday, March 12, 2026	8 am – 3:30 pm	Virtual Only
Business Plan & Budget Review	Wednesday, April 8, 2026	10 am – 12 pm	Virtual Only
Q2 Board Meetings	Thursday, June 11, 2026	8 am – 3:30 pm	Hybrid
Q3 Board Meetings	Thursday, September 24, 2026	8 am – 3:30 pm	Hybrid
Q4 Board Meetings	Thursday, December 10, 2026	8 am – 3:30 pm	Hybrid

Other Business and Adjourn
Dr. Dana Born, Chair

Action

Discussion

Report

Future meetings of the MRO Board of Directors are listed below.

2024 Board Meeting Dates			
Meeting	Date	Time	Format
CEO Evaluation Meeting	Thursday, December 12, 2024	10 am – 12 pm	Virtual Only

2025 Board Meeting Dates			
Meeting	Date	Time	Format
Board Orientation	Thursday, January 23, 2025	10 am – 12 pm	Virtual Only
Q1 Board Meetings	Thursday, February 6, 2025	8 am – 3:30 pm	Virtual Only
Business Plan & Budget Review	Thursday, April 10, 2025	10 am – 12 pm	Virtual Only
Q2 Board Meetings	Thursday, June 12, 2025	8 am – 3:30 pm	Hybrid
Q3 Board Meetings	Thursday, August 21, 2025	8 am – 3:30 pm	Hybrid
Q4 Board Meetings	Thursday, December 4, 2025	8 am – 3:30 pm	Hybrid