



Approved Minutes of the Board of Directors Meeting

Hybrid: MRO Office, St Paul, MN & Webex

December 14, 2023, 4:21 p.m. to 4:35 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 November 30, 2023.

1. Call to Order and Determination of Quorum

Chair Brad Cox called the meeting of the MRO Board of Directors to order at 4:21 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. Election of 2024 Board Chair and Vice Chair, and Board Committee Appointments

Vice Chair Born and Board Member JP Brummond recused themselves from the meeting during the discussion and confirmation of the board chair and vice chair for 2024.

Chair Cox referred the board to the proposals for board chair and vice chair.

Upon a motion duly made and seconded, the board unanimously approved Dana Born as the board chair, and JP Brummond as board vice chair for 2024.

Vice Chair Born and JP Brummond returned to the meeting.

Chair Cox next referred the board to appointments to the board committees effective January 1, 2024.

Upon a motion duly made and seconded, the board unanimously approved all board committee appointments, as proposed, effective January 1, 2024.

Eric Schmitt left the meeting and did not return.

4. Review and Approve Future Board Meeting Dates

Peterson referred the board to a proposed additional meeting date in 2024, as well as quarterly meeting dates for the board in 2025. She noted the need to reschedule the third quarter board meeting in 2024, to allow for the board's strategy session the following day. Peterson highlighted the shift in the meeting dates to earlier in the year and the fully virtual meeting in the first quarter. Peterson stated that due to this shift, additional board meetings would be needed to approve the MRO Business Plan and Budget and the President and CEO evaluation.

Peterson noted to the board that since this approach is new to MRO, changes to the 2025 meeting dates might be necessary.



Upon a motion duly made and seconded, the board unanimously approved the board meeting dates for 2024 as proposed, and meeting dates for the board in 2025, as proposed.

5. Other Business and Adjourn

Having no further business to discuss, the meeting was adjourned at 4:35 p.m.

Prepared by: Carolina Margaría, Assistant Corporate Secretary and Governance Administrator

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



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
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 (Q) Dhama	Canadian Utility Sector
James (JP) Brummond	Investor Owned Utility Sector
James (Jim) Nail	Regional Director
Jeanne Tisinger	Independent Director
Jennifer Flandermeyer	Regional Director
JoAnn Thompson	Investor Owned Utility Sector
James (JP) Brummond	Investor Owned Utility Sector
Lloyd Linke	Federal Power Marketing Agency Sector
Maurice Moss	Municipal Utility Sector
Priti Patel	Cooperative Sector
Scott Nickels	Municipal Utility Sector
Tom Finco	Transmission System Operator Sector
Thomas Graham	Independent Director



MRO Board of Directors Not Present

Name	Sector
Ben Porath	Cooperative Sector
Chuck Marshall	Transmission System Operator Sector
John Rhea	Generator and/or Power Marketer Sector
Michael Lamb	Investor Owned Utility Sector

Other Attendees

Name	Company
Alexis Larson	MRO
Andree Duecker	MRO
Anna Martinson	MRO
Anne Richards	MRO
Benjamin Widder	MGE
Becky Holien	MRO
Brett Lawler	Xcel Energy
Bryan Clark	MRO
Carl Stelly	SPP
Carolina Margaria	MRO
Courtney Vetter	Montana Dakota Utilities
Cris Zimmerman	MRO
David Huff	FERC
Dick Pursley	Great River Energy
Fred Meyer	Algonquin Power & Utilities Corporation
Gina March	MRO
Grant Gunderson	Minnkota Utilities



Heather Polzin	FERC
Jess Syring	MRO
Jessie Mitchell	MRO
Jim Robb	NERC
Joshua Hebert	MRO
Julie Peterson	MRO
Kabir Dogubo	MRO
Karla Schiller	MRO
Ken Gartner	MRO
Kristine Albrecht	MRO
Lam Chung	MRO
Larry Heckert	Alliant Energy
Lauren Mcclary	MRO
Lee Felter	MRO
Lisa Stellmaker	MRO
Lori Frisk	Minnesota Power
Margaret Eastman	MRO
Mark Flanary	MRO
Mark Tiemeier	MRO
Mary Agnes Nimis	FERC
Max Desruisseaux	MRO
Max Vang	MRO
Melinda Campbell	Liberty Utilities
Michael Desselle	SPP
Michael Spangenberg	MRO
Michelle Olson	MRO
Nazra Gladu	Manitoba Hydro



Nelson Brandao	Manitoba Hydro
Paul Crist	LES
Paul Mehlhaff	Sunflower Electric Power Corporation
Rebecca Schneider	MRO
Richard Burt	MRO
Roy Snell	Society of Corporate Compliance and Ethics and Osprey ESG Software
Ryan McNamara	MRO
Sandra Johnson	Xcel Energy
Sara Patrick	MRO
Sara Smith	MRO
Sharon Mayers	Cam Industrial Solutions
Shawn Keller	MRO
Steen Fjalstad	MRO
Tasha Ward	MRO
Taylor Holte	Moorhead Public Service
Terry Harbour	MidAmerican Energy Company
Tiffany Lake	Evergy
Willaim Steiner	MRO

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