



Draft Minutes of the Board of Directors Meeting

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

September 14, 2023, 1:01 p.m. to 3:00 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 August 31, 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 1:01 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](#).

Steen Fjalstad, Director of Security, provided a safety briefing and an overview of emergency procedures.

2. Standards of Conduct and Antitrust Guidelines

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

3. Consent Agenda

The consent agenda included draft minutes from the board meeting held on June 15, 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 the guest speakers, Matt Duncan, Director of Intelligence, E-ISAC, and Kal Ayoub, Critical Infrastructure and Resilience Advisor to the Chairman, FERC, and thanked them for sharing their expertise with the board.

Patrick focused her remarks on the recently released ERO Reliability Risk Priorities Report, which was the culmination of two years of collaborative effort led by NERC's Reliability Issues Steering Committee (RISC) to identify and prioritize reliability and security risks, allowing organizations like MRO to address emerging challenges, anticipate vulnerabilities, and foster a culture of continuous improvement. She provided an overview of how the efforts MRO is undertaking help address the report's five themes: Energy Policy, Grid Transformation, Resilience to Extreme Events, Security Risks, and Critical Infrastructure Interdependencies. She highlighted that the report noted the risk and opportunity provided by rapid deployment of new technologies and the need for transparency in addressing these challenges. She underscored the point by adding that her report had been partially created with the use of AI Software, ChatGPT.



5. Chair's Remarks

Chair Cox next addressed the board. He congratulated MRO Members for keeping the lights on during a difficult summer due to the persistent heat waves. He praised the 2023 ERO Reliability Risk Priorities Report and noted that MRO is represented at the NERC RISC by current and former members of the MRO Board. Cox highlighted that the report places emphasis on the need for cooperation and collaboration among industry stakeholders, including stakeholders from industries upon which the electric industry depends, and recommended reading the North American Energy Standards Board (NAESB) [Gas Electric Harmonization Forum Report](#) to FERC. He recognized efforts underway at MRO that will contribute to the reliability of the North American grid, including the Winter Storm Elliot Joint Inquiry and the Inter-Regional Transfer Capability Study (ITCS).

6. E-ISAC Staff Remarks

Matt Duncan, Director of Intelligence, Electricity Information Sharing and Analysis Center (E-ISAC), provided a presentation on Industry Security Threat Landscape: Threats to the Industry and the ERO. Duncan reviewed trends related to geopolitical matters, physical security, ballistic incidents, and cyber incidents. He highlighted attacks that had received media attention, such as MOVEit, a cyber-attack at Dragos, and Dragonfly 2.0. He added that the threat posed by the Rockwell Automation ControlLogix Communication Module is a good example of vendors proactively reaching out when threats are identified and working together to mitigate those threats before bad actors can act.

Duncan highlighted changes to the E-ISAC Code of Conduct, which extend the objective of the Code of Conduct – to prohibit the sharing of information between the E-ISAC and any CMEP activities – all regional entities. Duncan added that the E-ISAC will be hosting a Physical Security Roadshow to provide best practices and threat mitigation approaches across the regions. He stated that an effort with the Department of Energy has resulted in the Joint Cyber Defense Collaborative, which is focused on addressing timely dissemination of information. He highlighted the need for a resiliency mindset, noting that it is not a matter of if, but when attacks would happen, and adding that the upcoming GridEx VII Exercise is one way the ERO prepares for that eventuality.

In response to questions, he stated that the E-ISAC has no specific imminent credible threat warning at this time.

7. FERC Remarks

Kal Ayoub, Critical Infrastructure and Resilience Advisor to the Chairman, FERC, provided a presentation on FERC Activities. He highlighted Chairman Phillips priorities, which include reliability, transmission reform, and environmental justice.

Expanding on the priority of reliability, he shared the Chairman's focus on protecting the grid from cyberattacks, preparing for extreme weather, and addressing resource mix changes. He added that the Chairman's priority on transmission reform was reflected in the passing of Reform Order No. 2023: Improvements to Generator Interconnection Procedures and Agreements. He listed several initiatives the commission is pursuing to support environmental justice.



Ayoub noted the upcoming Annual Reliability Technical Conference, scheduled for November 9, 2023, and encouraged industry to attend. He concluded by noting FERC staff's positive working experience with MRO Staff, and the successful collaboration and communication efforts thanks to that relationship.

Ayoub responded to questions from board members related to wholesale market design and FERC's response to the suggestions made in the NAESB Gas Electric Harmonization Forum Report.

8. Finance and Audit Committee Report

Dr. Dana Born, chair of the Finance and Audit Committee (FAC), provided a report on behalf of the FAC, which held its latest meeting on July 27, 2023. Born reported that the FAC continues to review quarterly treasurer reports and comply with governance requirements. Born highlighted efforts related to the 2024 budget and added that FERC is expected to issue an order of approval in either October or November. She advised the board that the draft 2022 Form 990 was available for board review and comment on Boardvantage. There were no questions.

9. Governance and Personnel Committee Report

Thomas Graham, chair of the Governance and Personnel Committee (GPC), provided a report on behalf of the GPC. Graham highlighted the progress on human resources initiatives, including a trust training for staff, and noted the board nomination process was underway and that elections would be conducted October 2-20. Graham next presented on the open Regional Director seat, noting MRO received three qualified nominations. The GPC recommended the board recommend James A. Nail to the MRO Membership for election to the Regional Director seat, with a term ending December 31, 2024.

Upon a motion duly made and seconded, the board unanimously approved the nomination of James A. Nail as a Regional Director with term ending December 31, 2024, to the MRO Members for their election.

On behalf of the GPC, Jeanne Tisinger, introduced a discussion regarding expiring independent director seats. She brought forth the GPC recommendation to recommend both Thomas Graham and Dr. Dana Born to the MRO Members for approval.

Upon a motion duly made and seconded, the board approved the nomination of Thomas Graham and Dr. Dana Born as Independent Directors with term ending December 31, 2026, to the MRO Members for their election. Thomas Graham and Dr. Dana Born abstained from the vote and discussion.

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 September 13, 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 Compliance Monitoring and Enforcement Program Advisory Council (CMEPAC), NERC Standards Review Forum (NSRF), Security Advisory Council (SAC), and the Security Advisory Council Threat Forum (SACTF).



Thompson encouraged virtual or in-person attendance of the Security Conference on September 26-27, 2023, in Oklahoma City. She added that the nomination window for the HERO award would close on October 2, stating the OGOC would select a winner at a special meeting in November. Chair Cox encouraged nominations, adding that it was important to recognize those individuals who had contributed to the reliability and security of the bulk power system.

11. Written Reports

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

12. Other Business and Adjourn

Having no further business, the meeting adjourned at 3:00 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, Chair	Generator and/or Power Marketer Sector
Dr. Dana Born, Vice Chair	Independent Director
Ben Porath	Cooperative Utility Sector
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 Dhani	Canadian Utility Sector
James (JP) Brummond	Investor Owned Utility Sector
Jeanne Tisinger	Independent Director
Jennifer Flandermeyer	Regional Director
JoAnn Thompson	Investor Owned Utility Sector
John Rhea	Generator and/or Power Marketer Sector
Lloyd Linke	Federal Power Marketing Agency Sector
Maurice Moss	Municipal Utility
Michael Lamb	Investor Owned Utility Sector
Priti Patel	Cooperative Utility Sector
Scott Nickels	Municipal Utility Sector
Thomas Graham	Independent Director
Other Attendees	
Name	Company



Adrian Harris	Midcontinent Independent System Operator, Inc.
Alexis Larson	Midwest Reliability Organization
Andree Duecker	Midwest Reliability Organization
Andrew Penney	Saskatchewan Power Corporation
Anne Richards	Midwest Reliability Organization
Becky Holien	Midwest Reliability Organization
Brendan Kelly	Minnkota Power Cooperative, Inc.
Bryan Clark	Midwest Reliability Organization
Carl Stelly	Southwest Power Pool
Carolina Margaría	Midwest Reliability Organization
Courtney Vetter	Montana-Dakota Utilities
Cris Zimmerman	Midwest Reliability Organization
Dick Pursley	Great River Energy
Farid Shallal	Midwest Reliability Organization
Gail Elliott	ITC
Gina March	Midwest Reliability Organization
Jessica Mitchell	Midwest Reliability Organization
Julie Peterson	Midwest Reliability Organization
Kabir Dogubo	Midwest Reliability Organization
Kal Ayoub	Federal Energy Regulatory Commission
Karla Schiller	Midwest Reliability Organization
Ken Gartner	Midwest Reliability Organization
Kendra Buesgens	Midwest Reliability Organization
Lam Chung	Midwest Reliability Organization
Larry Hecker	Alliant Energy
Lauren McClary	Midwest Reliability Organization
Lee Felter	Midwest Reliability Organization



Lisa Stellmaker	Midwest Reliability Organization
Lori Frisk	MN Power
Marcus Sabo	ITC
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 Duncan	E-ISAC, NERC
Michael Spangenberg	Midwest Reliability Organization
Michelle Olson	Midwest Reliability Organization
Nazra Gladu	Manitoba Hydro
Paul Mehlhaff	Sunflower Electric Power Corporation
Rebecca Schneider	Midwest Reliability Organization
Richard Burt	Midwest Reliability Organization
Sara Patrick	Midwest Reliability Organization
Sara Smith	Midwest Reliability Organization
Sharon Mayers	Cam Industrial Solutions
Shawn Keller	Midwest Reliability Organization
Steen Fjalstad	Midwest Reliability Organization
Tasha Ward	Midwest Reliability Organization
Terry Harbour	MidAmerican
William Steiner	Midwest Reliability Organization

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