

# Meeting Agenda

Annual Board of Directors

**December 1, 2022**  
**3:00 p.m. to 3:30 p.m. Central**

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



**MIDWEST  
RELIABILITY  
ORGANIZATION**

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Saint Paul, MN 55102

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[www.MRO.net](http://www.MRO.net)

## 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 2021 by posting the 2022 regularly scheduled board meeting dates on [MRO’s Events calendar](#).

The location, precise time of the meeting, and draft agenda of items to be discussed was properly noticed to members on November 1, 2022, 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><a href="#">Call to Order and Determination of Quorum</a></u> <i>Brad Cox, Board Chair</i>	3:00 p.m.
2. <u><a href="#">Standards of Conduct and Antitrust Guidelines</a></u> <i>Lisa Zell, Vice President General Counsel and Corporate Secretary</i>	---
3. <u><a href="#">Election of 2023 Board Chair and Vice Chair, and Board Committee Appointments</a></u> <i>Jeanne Tisinger, Lead Independent Director</i>	3:05 p.m.
4. <u><a href="#">Review and Approve Future Board Meeting Dates</a></u> <i>Julie Peterson, Assistant Corporate Secretary and Senior Counsel</i>	3:20 p.m.
5. <u><a href="#">Other Business and Adjourn</a></u> <i>Brad Cox, Board Chair</i>	3:30 p.m.

**Call to Order and Determination of Quorum**

***Brad Cox, Chair***

2022 MRO Board of Directors

Name	Sector	Term
<b>Brad Cox, <i>Chair</i></b>	Generator and/or Power Marketer	12/31/2022
<b>Dr. Dana Born, <i>Vice Chair</i></b>	Independent Director	12/31/2023
<b>Open</b>	---	12/31/2024
<b>Ben Porath</b>	Cooperative	12/31/2024
<b>Charles Marshall</b>	Transmission System Operator	12/31/2023
<b>Darcy Neigum</b>	Investor Owned Utility	12/31/2023
<b>Daryl Maxwell</b>	Canadian Utility	12/31/2024
<b>Dehn Stevens</b>	Investor Owned Utility	12/31/2022
<b>Eric Schmitt</b>	Independent Director	12/31/2024
<b>Iqbal Dhmi</b>	Canadian Utility	12/31/2023
<b>Jeanne Tisinger</b>	Independent Director	12/31/2024
<b>Jennifer Flandermeyer</b>	Regional Director	12/31/2024
<b>JoAnn Thompson</b>	Investor Owned Utility	12/31/2022
<b>JP Brummond</b>	Investor Owned Utility	12/31/2022
<b>Lloyd Linke</b>	Federal Power Marketing Agency	12/31/2024
<b>Michael Desselle</b>	Transmission System Operator	12/31/2022
<b>Michael Lamb</b>	Investor Owned Utility	12/31/2023
<b>Paul Crist</b>	Municipal Utility	12/31/2022
<b>Priti Patel</b>	Cooperative	12/31/2022
<b>Scott Nickels</b>	Municipal Utility	12/31/2023
<b>Stuart Lowry</b>	Regional Director	12/31/2024
<b>Thomas Graham</b>	Independent Director	12/31/2023

**Standards of Conduct and Antitrust Guidelines**  
*Lisa Zell, 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 participants 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 2023 Board Chair, Vice Chair, and Committee Appointments**  
*Jeanne Tisinger, Lead Independent Director*

**Action**

- Elect 2023 board chair and vice chair and review
- Approve 2023 board committee appointments

**Report**

Pursuant to Section 7.7 of the MRO Bylaws, “[a]n annual meeting 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.

I have served two years as vice chair and one year as chair, and am willing to serve a second term as chair. Furthermore, Dr. Born has served one year as vice chair and is willing to serve a second term as vice chair. The board will elect its 2023 chair and vice chair at this meeting.

Additionally, recommendations for 2023 board committee appointments will also be presented during the board meeting for approval.

**Consider and Approve Future Meeting Dates**  
*Julie Peterson, Assistant Corporate Secretary and Senior Counsel*

**Action**

Consider and approve proposed future board meeting dates.

**Report**

Each year, the Finance and Audit Committee hosts a virtual board meeting to review the organization’s draft business plan and budget for the following year. The date of this meeting is determined based on the business plan and budget schedule set by NERC and the ERO Enterprise. This meeting provides insight into the budget development process, timing for budget approval, and an overview of the draft budget. Feedback from board members is incorporated into the final budget that is reviewed and approved typically in June. Board members are not required to attend this meeting. The proposed dates for the board’s budget review meetings in 2023 and 2024 are provided below.

Additionally, we have proposed a revised meeting date for the fourth quarter 2023 meeting. It had been scheduled as November 15-16, 2023. However, we have learned that this conflicts with GridEx VII, which would have an impact for both MRO staff, as well as several directors. As such, the board has been polled to determine a revised date for the fourth quarter 2023 meeting. The potential new dates are listed below, and the results of the poll will be available at the meeting.

Finally, we have proposed a shifted approach for 2024 regarding the scheduling of meetings. The primary differences being that all meetings are shifted earlier in their respective quarters, and the first quarter meeting will be held via Webex only (as Minnesota weather can be particularly unpredictable). Due to the timing of budget approval timelines, this results in the need for a short virtual meeting in June for budget approval purposes only.

Accordingly, proposed future MRO Board Meeting dates are:

**2023 Additional Board Meeting Dates**

<b>2023</b>	<b>Meeting</b>	<b>Format</b>
<b>February 1, 2023</b> 10:00 a.m. - 12:00 p.m.	<i>Board Orientation</i> (Optional, but encouraged for returning board members)	<i>Webex <u>Only</u></i>
<b>April 6, 2023</b> 10:00 a.m. - 11:30 a.m.	<i>Business Plan and Budget Review Meeting</i>	<i>Webex <u>Only</u></i>
<b>December 6-7, 2023</b> or <b>December 13-14, 2023</b>	<i>Q4 Board Meeting</i> (Rescheduling from Nov 15-16, 2023 due to conflict with GridEx)	<i>Hybrid</i>

**2024 Board Meeting Dates**

<b>2024</b>	<b>Meeting</b>	<b>Format</b>
<b>January 23, 2024</b>	<i>Board Orientation (Optional, but encouraged for returning board members)</i>	<i>Webex <u>Only</u></i>
<b>February 8, 2024</b>	<i>Q1 Board Meeting</i>	<i>Webex <u>Only</u></i>
<b>April 11, 2024</b>	<i>Business Plan and Budget Review Meeting</i>	<i>Webex <u>Only</u></i>
<b>May 23, 2024</b>	<i>Q2 Board Meeting</i>	<i>Hybrid</i>
<b>June 20, 2024</b>	<i>Final Budget Meeting</i>	<i>Webex <u>Only</u></i>
<b>TBD</b>	<i>Strategic Planning Meeting</i>	<i>TBD</i>
<b>August 22, 2024</b>	<i>Q3 Board Meeting</i>	<i>Hybrid</i>
<b>November 7, 2024</b>	<i>Q4 Board Meeting</i>	<i>Hybrid</i>



## Other Business and Adjourn

### Action

Information

### Report

- February 3, 2022 MRO Board of Directors – New Director Orientation
- April 7, 2022 Q1 MRO Board of Directors Meeting – Executive Session
- April 7, 2022 Q1 MRO Board of Directors Meeting
- June 23, 2022 Q2 MRO Board of Directors Meeting – Executive Session
- June 23, 2022 Q2 MRO Board of Directors Meeting