

# Meeting Agenda

Board of Directors Only

**December 14, 2023**  
**4:15 p.m. to 4:45 p.m. Central**

*Hybrid Meeting: St. Paul, MN & Webex*



**MIDWEST  
RELIABILITY  
ORGANIZATION**

380 St. Peter St, Suite 800  
Saint Paul, MN 55102

651-855-1760

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

Public  
1/11

## 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 2022 by posting the 2023 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 14, 2023, 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><br><i>Brad Cox, Board Chair</i>  | 4:15 p.m. |
| 2. <u><a href="#">Standards of Conduct and Antitrust Guidelines</a></u><br><i>Julie Peterson, Vice President General Counsel and Corporate Secretary</i> | ---       |
| 3. <u><a href="#">Election of 2024 Board Chair and Vice Chair, and Approval of Board Committee Appointments</a></u><br><i>Brad Cox, Board Chair</i>      | 4:20 p.m. |
| 4. <u><a href="#">Review and Approve Future Board Meeting Dates</a></u><br><i>Julie Peterson, Vice President General Counsel and Corporate Secretary</i> | 4:30 p.m. |
| 5. <u><a href="#">Other Business and Adjourn</a></u><br><i>Brad Cox, Board Chair</i>   | 4:45 p.m. |

**Call to Order and Determination of Quorum**  
*Brad Cox, Chair*

A current roster for the MRO Board of Directors is posted on MRO's public website [here](#). The board will follow these guiding principles during the conduct of its work:

**Highly effective and reliable board members:**

1. Support the MRO mission and its values, and understand the role of the board.
2. 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.
3. Are objective decision makers and avoid participation in board issues that are self-serving or may be perceived as a conflict of interest.
4. Read the materials before board meetings and come prepared with questions.
5. Advocate why MRO is important and why it needs our support.
6. Take leadership roles by chairing a committee and knowing what the committee's responsibilities are, and initiate, as necessary.
7. Respect the different roles of staff and the board.
8. 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 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 2024 Board Chair, Vice Chair, and Approval of Committee Appointments**  
*Brad Cox, Board Chair*

**Action**

- Elect 2024 board chair and vice chair and review
- Approve 2024 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 Brad Cox have served two years as vice chair and chair respectively, and Brad Cox will no longer be a board member in 2024. For 2024, Dr. Born is willing to serve as chair and JP Brummond is willing to serve as vice chair. The board will elect its 2024 chair and vice chair at this meeting.

Additionally, recommendations for 2024 board committee appointments will also be presented during the board meeting for approval.



## 2024 Proposed Board Committee Membership

**2023 MRO Board Committee Roster**

**2024 Proposed MRO Board Committee Roster**

| Member                                    | Company                           | Sector         | Term       |  | Member                         | Company                           | Sector         | Term       |
|---|-----------------------------------|----------------|------------|--|--------------------------------|-----------------------------------|----------------|------------|
| <b>Finance and Audit Committee</b>        |                                   |                |            |  |                                |                                   |                |            |
| Dr. Dana Born,<br><b>CHAIR</b>            | Independent Director              |                | 12/31/2023 |  | Sandra Johnson                 | Xcel                              | IOU ≥ 3000     | 12/31/2026 |
| Priti Patel                               | Great River Energy                | COOP           | 12/31/2025 |  | Priti Patel                    | Great River Energy                | COOP           | 12/31/2025 |
| Jennifer Flandermeyer                     | Evergy                            | Regional (IOU) | 12/31/2024 |  | Jennifer Flandermeyer          | Evergy                            | Regional (IOU) | 12/31/2024 |
| Lloyd Linke                               | Western Area Power Administration | FPMA           | 12/31/2024 |  | Lloyd Linke                    | Western Area Power Administration | FPMA           | 12/31/2024 |
| JP Brummond                               | Alliant Energy                    | >IOU           | 12/31/2025 |  | JP Brummond,<br><b>CHAIR</b>   | Alliant Energy                    | IOU ≥ 3000     | 12/31/2025 |
| Open                                      | Open                              | Regional       | 12/31/2024 |  | Michael Desselle               | Southwest Power Pool              | TSO            | 12/31/2026 |
| Scott Nickels                             | Rochester Public Utilities        | MU             | 12/31/2023 |  | Fred Meyer                     | Algonquin Power & Utilities Corp  | GPM            | 12/31/2025 |
| Thomas Graham                             | Independent Director              |                | 12/31/2023 |  | Thomas Graham                  | Independent Director              |                | 12/31/2026 |
| <b>Governance and Personnel Committee</b> |                                   |                |            |  |                                |                                   |                |            |
| Jeanne Tisinger                           | Independent Director              |                | 12/31/2024 |  | Jeanne Tisinger                | Independent Director              |                | 12/31/2024 |
| Eric Schmitt                              | Independent Director              |                | 12/31/2024 |  | Eric Schmitt                   | Independent Director              |                | 12/31/2024 |
| Dr. Dana Born                             | Independent Director              |                | 12/31/2023 |  | Dr. Dana Born                  | Independent Director              |                | 12/31/2026 |
| Thomas Graham,<br><b>CHAIR</b>            | Independent Director              |                | 12/31/2023 |  | Thomas Graham,<br><b>CHAIR</b> | Independent Director              |                | 12/31/2026 |
| Michael Lamb                              | Xcel Energy                       | >IOU           | 12/31/2023 |  | Paul Crist                     | Lincoln Electric System           | MU             | 12/31/2026 |
| Tom Finco                                 | American Transmission Co.         | TSO            | 12/31/2024 |  | Tom Finco                      | American Transmission Co.         | TSO            | 12/31/2024 |
| John Rhea                                 | Ameren                            | GPM            | 12/31/2024 |  | John Rhea                      | Ameren                            | GPM            | 12/31/2024 |



### 2023 MRO Board Committee Roster

### 2024 Proposed MRO Board Committee Roster

| Member  | Company                               | Sector | Term       |  | Member                              | Company                               | Sector        | Term       |
|---|---------------------------------------|--------|------------|--|-------------------------------------|---------------------------------------|---------------|------------|
| <b>Organizational Group Oversight Committee</b> |                                       |        |            |  |                                     |                                       |               |            |
| Charles Marshall                                | ITC Holdings                          | TSO    | 12/31/2023 |  | James Nail                          | City of Independence, Power & Light   | Regional (MU) | 12/31/2024 |
| Eric Miller                                     | MISO                                  | TSO    | 12/31/2025 |  | Eric Miller                         | MISO                                  | TSO           | 12/31/2025 |
| Daryl Maxwell,<br><b>VICE CHAIR</b>             | Manitoba Hydro                        | CAN    | 12/31/2024 |  | Daryl Maxwell,<br><b>VICE CHAIR</b> | Manitoba Hydro                        | CAN           | 12/31/2024 |
| Dehn Stevens                                    | MidAmerican Energy Company            | >IOU   | 12/31/2025 |  | Dehn Stevens                        | MidAmerican Energy Company            | IOU ≥ 3000    | 12/31/2025 |
| Ben Porath                                      | Dairyland Power Cooperative           | COOP   | 12/31/2024 |  | Ben Porath                          | Dairyland Power Cooperative           | COOP          | 12/31/2024 |
| Jeanne Tisinger                                 | Independent Director                  |        | 12/31/2024 |  | Jeanne Tisinger                     | Independent Director                  |               | 12/31/2024 |
| Darcy Neigum                                    | Montana-Dakota Utilities              | <IOU   | 12/31/2023 |  | Darcy Neigum                        | Montana-Dakota Utilities              | 3000 < IOU    | 12/31/2026 |
| JoAnn Thompson,<br><b>CHAIR</b>                 | Otter Tail Power Company              | <IOU   | 12/31/2025 |  | JoAnn Thompson,<br><b>CHAIR</b>     | Otter Tail Power Company              | 3001 < IOU    | 12/31/2025 |
| Eric Schmitt                                    | Independent Director                  |        | 12/31/2024 |  | Eric Schmitt                        | Independent Director                  |               | 12/31/2024 |
| Maurice Moss                                    | Kansas City Board of Public Utilities | MU     | 12/31/2025 |  | Maurice Moss                        | Kansas City Board of Public Utilities | MU            | 12/31/2025 |
| Iqbal Dhami                                     | Saskatchewan Power                    | CAN    | 12/31/2023 |  | Iqbal Dhami                         | Saskatchewan Power                    | CAN           | 12/31/2026 |



**Review and Approve 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 2024:

- January 23, 2024 Board Orientation (Webex Only)
- February 8, 2024 Q1 MRO Board of Director Meetings (Webex Only)
- April 11, 2024 Business Plan & Budget Review Meeting (Webex Only)
- May 22-23, 2024 Q2 MRO Board of Director & OGOC Meetings (Hybrid)
- June 20, 2024 Final Budget Meeting (Webex Only)
- August 21-22, 2024 Q3 MRO Board of Director & OGOC Meetings (Hybrid)
- November 6-7, 2024 Q4 MRO Board of Director & OGOC Meetings (Hybrid)

We have proposed a new meeting date for the third quarter 2024 meetings. It had been scheduled as August 21-22, 2024, with the OGOC meeting on August 21 and the open and closed board meetings on August 22. However, to not add an additional meeting date for the strategy meeting, we have revised the date for the third quarter meetings so the OGOC, Executive Session, and Open Board meetings will all take place on August 21, 2024, and the strategy session will take place on August 22, 2024.

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 2025 are provided below.

Finally, we have continued the shifted approach that was approved for 2024 regarding the scheduling of meetings for 2025. 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 in both 2024 and 2025.

Accordingly, proposed future MRO Board Meeting dates are:

**2024 Additional or Changed Board Meeting Dates**

| <b>Date</b>              | <b>Meeting</b>  | <b>Format</b> |
|--------------------------|---|---------------|
| <b>August 21, 2024</b>   | Q3 Board Meeting<br>(Rescheduling from August 22, 2024 due to conflict with strategy session) | Hybrid        |
| <b>August 22, 2024</b>   | Board Strategy Meeting  | In-Person     |
| <b>December 12, 2024</b> | Board CEO Evaluation Meeting  | Webex Only    |

## Meeting Agenda – Annual Board of Directors – December 14, 2023

### 2025 Board Meeting Dates

| <i>Date</i>              | <i>Meeting</i>  | <i>Format</i>     |
|--------------------------|---|-------------------|
| <b>January 23, 2025</b>  | Board Orientation<br>(Optional, but encouraged for returning board members) | Webex <u>Only</u> |
| <b>February 6, 2025</b>  | Q1 Board Meeting  | Webex <u>Only</u> |
| <b>April 10, 2025</b>    | Business Plan and Budget Review Meeting                                     | Webex <u>Only</u> |
| <b>May 22, 2025</b>      | Q2 Board Meeting  | Hybrid            |
| <b>June 18, 2025</b>     | Final Budget Meeting  | Webex <u>Only</u> |
| <b>August 21, 2025</b>   | Q3 Board Meeting  | Hybrid            |
| <b>November 6, 2025</b>  | Q4 Board Meeting  | Hybrid            |
| <b>December 11, 2025</b> | Board CEO Evaluation Meeting  | Webex <u>Only</u> |

**Other Business and Adjourn**  
*Brad Cox, Board Chair*

**Action**

Information

**Report**

**2024 Board Meeting Dates**

- January 23, 2024 Board Orientation (Webex Only)
- February 8, 2024 Q1 MRO Board of Director Meetings (Webex Only)
- April 11, 2024 Business Plan & Budget Review Meeting (Webex Only)
- May 22-23, 2024 Q2 MRO Board of Director & OGOC Meetings (Hybrid)
- June 20, 2024 Final Budget Meeting (Webex Only)
- August 21, 2024 Q3 MRO Board of Director & OGOC Meetings (Hybrid)
- August 22, 2024 Strategic Planning Meeting (In-Person Only)
- November 6-7, 2024 Q4 MRO Board of Director & OGOC Meetings (Hybrid)