



## Draft Minutes of the Board of Directors Meeting

### Hybrid: MRO Office, St Paul, MN & Webex

December 1, 2022, 2:53 p.m. to 3:06 p.m. Central

Notice for this meeting was electronically posted to the MRO website [here](#) on January 8, 2021. A final agenda, including advanced reading materials, was posted on Boardvantage on November 17, 2022.

#### 1. Call to Order and Determination of Quorum

Chair Brad Cox called the meeting of the MRO Board of Directors to order at 2:53 p.m. Central. Julie Peterson, Interim 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 2022 Board Chair and Vice Chair, and Board Committee Appointments

*Chair Cox and Vice Chair Born recused themselves from the meeting during the discussion and confirmation of the board chair and vice chair for 2023.*

Lead Director Jeanne Tisinger referred the board to the proposals for board chair and vice chair.

*Upon a motion duly made and seconded, the board unanimously approved Brad Cox as the board chair, and Dr. Dana Born as board vice chair for 2023.*

*Chair Cox and Vice Chair Born returned to the meeting*

Lead Director Tisinger next referred the board to appointments to the board committees effective January 1, 2023.

*Upon a motion duly made and seconded, the board unanimously approved all board committee appointments as proposed effective January 1, 2023.*

#### 4. Future Board Meeting Dates

Chair Cox referred the board to a proposed additional meeting date in 2023, as well as quarterly meeting dates for the board in 2024. He also noted the need to reschedule the fourth quarter board meeting in 2023, and that poll results indicated more board members would be available to attend on December 14, 2023.

*Upon a motion duly made and seconded, the board unanimously approved an additional board meeting date for 2023 as proposed, rescheduling the fourth quarter 2023 board meeting to December 14, 2023, and quarterly meeting dates for the board in 2024, as proposed.*



## **5. Other Business and Adjourn**

Chair Cox highlighted the upcoming meeting dates. Having no further business to discuss, the meeting was adjourned at 3:06 p.m.

**Prepared by:** Julie Peterson, Interim Vice President General Counsel and Corporate Secretary

**Reviewed and Submitted by:** Richard Burt, Senior Vice President and Chief Operating Officer



## 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
Ben Porath	Cooperative Sector
Darcy Neigum	Investor Owned Utility Sector
Daryl Maxwell	Canadian Utility Sector
Eric Schmitt	Independent Director
Iqbal Dhami	Canadian Utility Sector
Jeanne Tisinger	Independent Director
Jennifer Flandermeyer	Regional Director
JoAnn Thompson	Investor Owned Utility Sector
JP Brummond	Investor Owned Utility Sector
Lloyd Linke	Federal Power Marketing Agency Sector
Michael Desselle	Transmission System Operator Sector
Michael Lamb	Investor Owned Utility Sector
Paul Crist	Municipal Utility Sector
Priti Patel	Cooperative Sector
Scott Nickels	Municipal Utility Sector
Tom Finco	Transmission System Operator Sector

Other Attendees	
Name	Company / Title
Alexis Larson	MRO IT Support Analyst
Anne Richards	MRO Internal Oversight Specialist



Art Wiese	Nebrask Public Power District, Vice President Energy Delivery
Becky Holien	MRO Accounting Specialist
Bill Steiner	MRO Director of Risk Assessment and Mitigation
Bobbi Welch	MISO, Principal Advisor - Standards & Assurance
Brendan Kennelly	Minnkota Power, Senior Manager of Power Delivery Engineering
Brian Capistrant	Xcel Energy, Director Reliability Assurance
Bryan Clark	MRO Director of Reliability Analysis
Carolina Margaria	MRO Executive Assistant
Courtney Vetter	Montana Dakota Utilities, Electric System Compliance Manager
Dallas Rowley	Oklahoma Gas and Electric, Director System Operations
Dick Pursley	Great River Energy, Director, Operations & Transmission Services
Fred Meyer	Algonquin Power & Utilities Corporation, Senior Director of NERC Compliance
Gina March	MRO Director of Finance and Corporate Risk Management
Holly Haynes	MRO Senior CIP Compliance Auditor
Jeff Norman	MRO Director of Compliance
Jessie Mitchell	MRO Director of Communications
John Rhea	Incoming Board Director, Generator and/or Power Marketer Sector
Julie Peterson	MRO Interim Vice President General Counsel and Corporate Secretary
Kabir Dogubo	MRO Senior RAM OPS Engineer
Karen Yoder	MRO Principal Compliance Engineer/Auditor, CIP
Karla Schiller	MRO Director of Human Resources
Ken Burruss	Midwest Energy, Senior NERC Compliance Specialist
Ken Gartner	MRO Director of Internal Oversight and Information Technology
Kristine Albrecht	MRO Human Resources Generalist
Lam Chung	MRO Vice President and Engineer for Strategy, Innovation, and Finance
Lee Felter	MRO Principal Security Engineer



Mahmood Safi	Omaha Public Power District, Manager NERC Compliance
Marissa Falco	MRO RAM Technical Coordinator
Mark Buchholz	Western Area Power Administration, Compliance Manager
Mark Flanary	MRO Manager of Risk Assessment and Mitigation, CIP
Mark Tiemeier	MRO Principal Technical Advisor
Mary Agnes Nimis	FERC, Energy Industry Analyst
Maurice Moss	Incoming Board Director, Municipal Utility Sector
Max Vang	MRO IT Support Analyst
Professor Meghan O'Sullivan	Director of Geopolitics of Energy Project, Harvard University Kennedy School of Government
Michael Taube	MRO Senior Risk Assessment and Mitigation Engineer
Omar Elabbady	Xcel Energy
Paul Mehlhaff	Sunflower Electric Power Corporation, Manager NERC Compliance
Rebecca Schneider	MRO Reliability Analysis Administrator
Richard Burt	MRO Senior Vice President and Chief Operating Officer
Ronald Bauer	Madison Gas and Electric, Reliability Compliance Manager
Ryan McNamara	MRO CIP RAM
Sam Zewdie	MRO Compliance Engineer
Sara Patrick	MRO President and Chief Executive Officer
Stacey Eddleman	Guest
Steen Fjalstad	MRO Director of Security
Tasha Ward	MRO Director of Director of Enforcement and External Affairs
Taylor Holte	Moorhead Public Service, Project Engineer
Terry Harbour	MidAmerican Energy Company, Supervisor, NERC Compliance
Tony Eddleman	2022 HERO Award Recipient

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