Organizational Group Chairs and Staff Secretaries Conference

March 6-7, 2019
1:00 to 5:00 and
8:00 to 5:00
Southwest Power Pool
Auditorium B
Little Rock, Arkansas
Southwest Power Pool, Inc.

ORGANIZATIONAL GROUP CHAIRS AND STAFF SECRETARIES CONFERENCE

March 6 - 7, 2019

Southwest Power Pool, Auditorium B – Little Rock, Arkansas

• AGENDA •

Wednesday, March 6 (1:00 p.m. to 5:00 p.m.)

1:00 p.m.   Welcome and Introductions ................................................................. Lanny Nickell

1:20 Organizational Group Administration .............................................................. Paul Suskie

- Role of the Corporate Governance Committee
- Relationship between Corporate Governance Committee and Organizational Groups
- Selection of Chairs and Vice Chairs
- Assignment of the Staff Secretary
- Pending Update to Bylaws Section 3.10 - Appeal

2:45 Break

3:00 Scope Statement Improvement Effort. ............................................................. Susan Polk

3:15 MOPC Areas of Focus .................................................................................. Lanny Nickell

4:00 Update on the Revision Request Process .................................................... Aaron Shipley

4:30 Meeting Rooms and Logistics ....................................................................... Tara Smith

5:00 Adjourn to Reception in SPP Café
Thursday, March 7, 2019 (8:00 a.m. – 11:30 a.m.)

7:30 a.m.  Continental Breakfast

8:00  Welcome Back ................................................................. Lanny Nickell

8:10  Defining the Roles of Chairs and Staff Secretaries .......... Lanny Nickell

9:00  Robert’s Rules of Order ......................................................... Jenny Dodson

10:00  Break

10:15  Facilitating Conflict ......................................................... Donna Freeman

11:15  Q and A ........................................................................ Lanny Nickell

11:30  Adjourn

Sack lunches provided
Lanny Nickell, vice president, engineering

Lanny Nickell serves SPP as vice president of engineering with responsibility for ongoing development of SPP’s Transmission Expansion Plan, tracking costs, and statuses of all approved SPP transmission expansion projects, administration of long-term transmission service and generator interconnection processes, and performance of engineering studies as necessary to support the needs of SPP members, federal and state regulators and other departments within SPP. He has also served as vice president, operations and in various management and engineering roles within the operations department since joining SPP in 1997.

Prior to joining SPP, Lanny served in various engineering roles with Public Service Company of Oklahoma and Central and South West Services.

Paul Suskie, executive vice president, regulatory policy and general counsel

Paul Suskie serves SPP as senior vice president, regulatory policy and general counsel. He is responsible for managing the organization’s legal, compliance, and regulatory policy groups.

Prior to joining SPP, he was appointed by Gov. Mike Beebe as chairman of the Arkansas Public Service Commission and a member of the Governor’s cabinet — positions in which he served from 2007-2010. At the time of his appointment to the Commission, he was in his third elected term as North Little Rock’s city attorney. Prior to joining the city attorney’s office, Paul worked for former United States Sen. David Pryor and for Arkansas Attorney General Winston Bryant. Paul is a colonel in the Army Reserve where he serves in the JAG Corps. He has served as a military judge for the Arkansas Army National Guard and is a veteran of both wars in Iraq and Afghanistan.

Susan Polk, staff attorney

Susan Polk serves as a staff attorney for SPP in support of commercial matters, membership, corporate governance, and compliance. She joined SPP in 2005 as a regulatory law clerk and began providing legal support of state regulatory matters. Susan received her law degree from the University of Arkansas at Little Rock in 2007 and earned her Bachelor of Science in Public Administration from Harding University with highest honors. She is a member of the American Bar Association (ABA) and Energy Bar Association, and a past recipient of the ABA Section of Public Utility, Communications and Transportation Law K. William Kolbe Law Student Writing Competition Award and ABA Young Lawyers Division Essay Competition Award. She serves on the Energy Law Journal Editorial Board and regularly contributes to the ABA Infrastructure and Regulated Industries Committee reports.
Aaron Shipley, regulatory analyst III, regulatory processes department

Aaron Shipley joined SPP nine years ago and currently serves as an analyst in the regulatory processes department focused on SPP Order 1000 processes and maintaining oversight of the Markets and Operations Policy Committee Revision Request process. He holds a bachelor’s degree in Finance from Hardin Simmons University and a Masters of Business Administration from Webster University.

Tara Smith, meetings coordinator, corporate services

Tara Smith joined SPP in 2010 and serves SPP as the meetings coordinator, responsible for all aspects of planning both internal and external business meetings and business meeting related events for Southwest Power Pool.

Prior to joining SPP, Tara worked in development and alumni relations at the UALR Bowen School of Law and in marketing and development at the Clinton Presidential Center. She holds a bachelor’s degree in Speech Communication from the University of Central Arkansas.

Jenny Dodson, e-learning specialist, corporate training and professional development

Jenny joined SPP in October after working at the University of Arkansas at Little Rock (UALR) for the past eleven years. During her time at UALR her work focused on student leadership and engagement, organizational development, and campus-wide events and traditions. Jenny earned her Bachelor of Science in Health Science with an emphasis in Community Health Education from the University of Central Arkansas and went on to earn her Master of Education in Higher Education and Leadership from the University of Arkansas. She is currently pursuing her PhD in Leadership Studies from the University of Central Arkansas with a research focus on the intersection of gender, social, and leader identity.

Donna Freeman, supervisor, corporate training and professional development

Donna Freeman has over 20 years of experience in communications, public relations, marketing, and developing and delivering training courses. Since joining SPP in 2006, she has been adding value through her roles as EIS Market Trainer, Instructional Designer, Professional Developer, and currently as the Supervisor of corporate training and Professional Development. Her team is responsible for developing and delivering corporate compliance training, management and leadership training, onboarding new employees, and professional development training. Prior to coming to SPP, she worked at Acxiom Corporation and the University of Arkansas at Little Rock.

She holds a bachelor’s degree in Journalism AD/PR from the University of Arkansas at Fayetteville and a Masters in Interpersonal and Organizational Communication from UALR.
Organizational Group Chairs and Staff Secretaries Conference

March 6 & 7, 2019
Welcome to SPP!

- **Safety**
  In the event of an emergency, the nearest exit is immediately to the right as you exit the auditorium.

- **Internet**
  To access the wireless internet, you will join the network named SPPGuest. Your browser will pull up a page for you to enter your email address, and you will be connected (no password required).

- **Restrooms**
  Take a left out of the Auditorium, take a left at the next hallway and the restrooms will be at the end of the hall on the left. A second set of restrooms can be found behind the stairway in the atrium.

- **Smoking**
  There is a designated smoking area at the back of the building outside the break room area. You will take a right at the hallway past the restrooms and go out the back doors off the break room. The doors automatically lock. An employee will have to let you back into the building.
Agenda

Wednesday Afternoon

- Organizational Group Administration
- Scope Statement Improvements
- MOPC Focus Areas
- Update on the Revision Request Process
- Meeting Rooms and Logistics
- Reception in SPP’s Cafe

Thursday Morning

- Defining Roles and Responsibilities of the Chair and Staff Secretaries
- Robert’s Rules of Order
- Facilitating Conflict
Organizational Group Administration

Paul Suskie, executive vice president & general counsel & corporate secretary
Outline

• The Tariff Relationship

• Bylaws & Governance Fundamentals
  • Member Representation
  • Attendance & Proxy
  • Meetings
  • Executive Session
  • Quorum
  • Voting
  • Vacancies
  • Selection of Chairs & Vice Chairs
  • Assignment of the Staff Secretary
  • Annual Assessment/Survey

• Role of the Corporate Governance Committee

• Pending Update to Bylaws Section 3.10 - Appeal
The Tariff Relationship
• All jurisdictional utilities are required by FERC to file their tariffs & related documents in an electronic system
• eTariff is maintained by SPP’s Regulatory Department
• SPP’s tariffs are available on the Interactive Tariff page of SPP.org

• Open Access Transmission Tariff
• Governing Documents Tariff (Bylaws, Membership Agreement, & Membership Agreement Amendments)
• Service Agreements Tariff
• Rate Schedules & Seams Agreements Tariff
Bylaws & Governance Fundamentals
Bylaws Section 3.1
Member Representation

• Members are expected to provide representation to Organizational Groups as requested.
• Unless otherwise provided in these Bylaws, Organizational Group representation will be appointed by the Board of Directors, who shall consider the various types and expertise of Members and their geographic locations, to achieve a widespread and effective representation of the Membership.
SPP’s 97 Members:
Independence Through Diversity

97 Members

- 16 Investor-Owned Utilities
- 14 Municipal Systems
- 20 Generation and Transmission Cooperatives
- 8 State Agencies
- 14 Independent Power Producers
- 12 Power Marketers
- 11 Independent Transmission Companies
- 1 Federal Agency
- 1 Large Retail Customer

February 13, 2019
Members in 14 states

- Arkansas
- Kansas
- Iowa
- Louisiana
- Minnesota
- Missouri
- Montana
- Nebraska
- New Mexico
- North Dakota
- Oklahoma
- South Dakota
- Texas
- Wyoming
Members Committee

- Representation – Up to 24 Members
  - 6 Investor Owned Utility Members
  - 5 Cooperative Members
  - 2 Municipal Members (including municipal joint action agencies)
  - 3 Independent Power Producer/Marketer Members
  - 2 State Power Agency Members
  - 1 Federal Power Marketing Agency Member
  - 2 Alternative Power/Public Interest Members
  - 1 Independent Transmission Company Member (defined as having assets under the OATT & no Affiliate Relationships in other categories of Membership)
  - 1 Large Retail Customer Member (defined as non-residential end-use customers with individual or aggregated loads of 1-MW or more)
  - 1 Small Retail Customer Member (defined as residential customers and other customers with individual or aggregated loads of less than 1-MW)
### Members Committee (cont.)

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Holly Carias</td>
<td>NextEra Energy Resources, LLC</td>
</tr>
<tr>
<td>Tom Christensen</td>
<td>Basin Electric Power Cooperative</td>
</tr>
<tr>
<td>Chris Hendrix</td>
<td>Walmart Inc.</td>
</tr>
<tr>
<td>Duane Highley</td>
<td>Arkansas Electric Cooperative Corporation</td>
</tr>
<tr>
<td>David Hudson</td>
<td>SPS/Xcel Energy</td>
</tr>
<tr>
<td>Rob Janssen</td>
<td>Dogwood Energy, LLC</td>
</tr>
<tr>
<td>Tom Kent</td>
<td>Nebraska Public Power District</td>
</tr>
<tr>
<td>Jeff Knottek</td>
<td>City Utilities of Springfield, MO</td>
</tr>
<tr>
<td>Bleau LaFave</td>
<td>NorthWestern Energy</td>
</tr>
</tbody>
</table>
## Members Committee (cont.)

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joe Lang</td>
<td>Omaha Public Power District</td>
</tr>
<tr>
<td>Brett Leopold</td>
<td>ITC Great Plains, LLC</td>
</tr>
<tr>
<td>Stuart Lowry</td>
<td>Sunflower Electric Power Corporation</td>
</tr>
<tr>
<td>Greg McAuley</td>
<td>Oklahoma Gas &amp; Electric Co.</td>
</tr>
<tr>
<td>Blake Mertens</td>
<td>Liberty Utilities</td>
</tr>
<tr>
<td>Kevin Noblet</td>
<td>KCP&amp;L and Westar, Evergy Companies</td>
</tr>
<tr>
<td>David Osburn</td>
<td>Oklahoma Municipal Power Authority</td>
</tr>
<tr>
<td>Zac Perkins</td>
<td>Tri-County Electric Cooperative, Inc.</td>
</tr>
<tr>
<td>Peggy Simmons</td>
<td>Public Service Company of Oklahoma</td>
</tr>
</tbody>
</table>
# Members Committee (cont.)

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kevin Smith</td>
<td>Tenaska Power Services Company</td>
</tr>
<tr>
<td>Jody Sundsted</td>
<td>Western Area Power Administration – Upper Great Plains Region</td>
</tr>
<tr>
<td>Mike Wise</td>
<td>Golden Spread Electric Cooperative, Inc.</td>
</tr>
</tbody>
</table>
Corporate Governance Committee

- **Representation – 11 Members**
  - President of SPP (will serve as the Chair)
  - Chairman of the Board
  - 1 Investor Owned Utility Member
  - 1 Cooperative Member
  - 1 Municipal Member
  - 1 Independent Power Producer/Marketer Member
  - 1 State Power Agency Member
  - 1 Alternative Power/Public Interest Member
  - 1 Independent Transmission Company Member (defined as having assets under the OATT & no Affiliate Relationships in other categories of Membership)
  - 1 Large/Small Retail Member
  - 1 Federal Power Marketing Agency Member
CGC Members

CHAIR

Nick Brown  
President and CEO  
Southwest Power Pool  
E: nbrown@spp.org  
201 Worthen Drive  
Little Rock, AR 72223

STAFF SECRETARY

Paul Suskie  
Executive Vice President of Regulatory and Legal  
Southwest Power Pool  
E: psuskie@spp.org  
201 Worthen Drive  
Little Rock, AR 72223
## CGC Members (cont.)

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Larry Altenbaumer</td>
<td>Director</td>
</tr>
<tr>
<td>Denise Buffington</td>
<td>KCP&amp;L and Westar, Evergy Companies</td>
</tr>
<tr>
<td>Jason Fortik</td>
<td>Lincoln Electric System</td>
</tr>
<tr>
<td>Chris Hendrix</td>
<td>Walmart Inc.</td>
</tr>
<tr>
<td>Robert Janssen</td>
<td>Dogwood Energy, LLC</td>
</tr>
<tr>
<td>Brett Leopold</td>
<td>ITC Great Plains LLC</td>
</tr>
<tr>
<td>John McClure</td>
<td>Nebraska Public Power District</td>
</tr>
<tr>
<td>Jody Sundsted</td>
<td>Western Area Power Administration – Upper Great Plains Region</td>
</tr>
<tr>
<td>Michael Wise</td>
<td>Golden Spread Electric Cooperative, Inc.</td>
</tr>
</tbody>
</table>
Finance Committee

• **Representation – 6 Members**
  - 2 Directors (one will serve as the Chair)
  - 2 Transmission Owning Members
  - 2 Transmission Using Members
Finance Committee Members

CHAIR

Bruce Scherr
SPP Board of Directors
SPP Board of Directors

E: bruce.scherr@informaecon.com
2 Water Club Way / #803
North Palm Beach, FL 33408

STAFF SECRETARY

Tom Dunn
CFO
Southwest Power Pool

E: tdunn@spp.org
201 Worthen Drive
Little Rock, AR 72223
## Finance Committee Members (cont.)

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sandra Bennett</td>
<td>American Electric Power</td>
</tr>
<tr>
<td>Susan Certoma</td>
<td>Director</td>
</tr>
<tr>
<td>Laura Kapustka</td>
<td>Lincoln Electric System</td>
</tr>
<tr>
<td>Jerry Peace</td>
<td>Oklahoma Gas &amp; Electric Co.</td>
</tr>
<tr>
<td>Michael Wise</td>
<td>Golden Spread Electric Cooperative, Inc.</td>
</tr>
</tbody>
</table>
Human Resources Committee

• **Representation – 6 Members**
  • 2 Directors (one will serve as the Chair)
  • 2 Transmission Owning Members
  • 2 Transmission Using Members
Human Resources Committee Members

**CHAIR**
Julian Brix
Board Member
SPP Board of Directors
E: jj-brix@att.net
21 Watkins Drive
Sandy Hook, CT 06482

**STAFF SECRETARY**
Malinda See
Vice President, Corporate Services
Southwest Power Pool
E: msee@spp.org
201 Worthen Drive
Little Rock, AR 72223
### Human Resources Committee Members (cont.)

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark Crisson</td>
<td>Director</td>
</tr>
<tr>
<td>Duane Highley</td>
<td>Arkansas Electric Cooperative Corporation</td>
</tr>
<tr>
<td>Tom Kent</td>
<td>Nebraska Public Power District</td>
</tr>
<tr>
<td>John Rhea</td>
<td>Oklahoma Gas &amp; Electric Co.</td>
</tr>
<tr>
<td>Noman Williams</td>
<td>GridLiance High Plains LLC</td>
</tr>
</tbody>
</table>
Markets & Operations Policy Committee

• **Representation – All Members**
  • Member Officers or Employees

---

**CHAIR**
Holly Carias
Senior Director
NextEra Energy Resources, LLC
E: holly.carias@nee.com
700 Universe Blvd.
Juno Beach, FL 33408

**VICE CHAIR**
Denise Buffington
Director Federal Regulatory Affairs
KCP&L and Westar, Evergy Companies
E: denise.buffington@kcpl.com
1200 Main Street
Kansas City, MO 64105

**STAFF SECRETARY**
Lanny Nickell
Vice President, Engineering
Southwest Power Pool
E: lnickell@spp.org
201 Worthen Dr
Little Rock, AR 72223
Oversight Committee

• **Representation – 5 Members**
  • 5 Directors
Oversight Committee Members

**CHAIR**

Joshua Martin
Director
SPP Board of Directors
E: jmartin@potteranderson.com
1313 N. Market Street
Wilmington, DE 19899

**STAFF SECRETARY**

Michael Desselle
VP & CCAO
Southwest Power Pool
E: mdesselle@spp.org
201 Worthen Dr
Little Rock, AR 72223

**STAFF SECRETARY**

Jodi Woods
Manager, Market Monitoring
Southwest Power Pool
E: jwoods@spp.org
201 Worthen Drive
Little Rock, AR 72223
## Oversight Committee Members

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phyllis Bernard</td>
<td>Director</td>
</tr>
<tr>
<td>Graham Edwards</td>
<td>Director</td>
</tr>
<tr>
<td>Darcy Ortiz</td>
<td>Director</td>
</tr>
</tbody>
</table>
Strategic Planning Committee

• **Representation – Up to 14 Members**
  - Up to 4, but no less than 3, Directors
  - 5 Transmission Owning Members
  - 5 Transmission Using Members
SPC Members

CHAIR
Larry Altenbaumer
Chairman
SPP Board of Directors
E: larry.altenbaumer@sbcglobal.net
4651 Cresthaven Lane
Decatur, IL 62526

VICE CHAIR
Michael Wise
Senior Vice President
Regulatory & Market Strategy
Golden Spread Electric Cooperative, Inc.
E: mwise@gsec.coop
905 S. Fillmore, Suite 300
Amarillo, TX 79106

STAFF SECRETARY
Barbara Sugg
VP of Information Technology
SPP
E: bsugg@spp.org
201 Worthen Drive
Little Rock, AR 72223
# SPC Members

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
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</thead>
<tbody>
<tr>
<td>Traci Bender</td>
<td>Nebraska Public Power District</td>
</tr>
<tr>
<td>Jim Eckelberger</td>
<td>Director</td>
</tr>
<tr>
<td>Les Evans</td>
<td>Kansas Electric Power Cooperative</td>
</tr>
<tr>
<td>Dennis Florom</td>
<td>Lincoln Electric System</td>
</tr>
<tr>
<td>Bill Grant</td>
<td>Southwestern Public Service-Xcel Energy</td>
</tr>
<tr>
<td>Rob Janssen</td>
<td>Dogwood Energy, LLC</td>
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<td>John Olsen</td>
<td>KCP&amp;L and Westar, Evergy Companies</td>
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<tr>
<td>Mike Risan</td>
<td>Basin Electric Power Cooperative</td>
</tr>
<tr>
<td>Richard Ross</td>
<td>AEP – Southwestern Electric Power Co.</td>
</tr>
<tr>
<td>Harry Skilton</td>
<td>Director</td>
</tr>
<tr>
<td>Ray Wahle</td>
<td>Missouri River Energy Services</td>
</tr>
</tbody>
</table>
Bylaws Section 3.2
Attendance & Proxy

• A proxy provided to another representative of the Organizational Group will not be recorded as attendance at the meeting and will not serve to meet or maintain the quorum requirements.

• A proxy provided to another person with the authority to act on behalf of the representative will be recorded as attendance at a meeting for the purpose of meeting or maintaining the quorum requirements.
Bylaws Section 3.2 Attendance & Proxy (cont.)

- A representative may not grant a proxy for more than three consecutive meetings without the express consent of the chair of the Organizational Group.

- If a representative exceeds the proxy limit, he/she will be considered to have resigned from the Organizational Group and the vacancy will be filled in accordance with these Bylaws; except, in the case of any full representation Organizational Group, in which case a new representative will be solicited from the member company.
Bylaws Section 3.5
Meetings

• SPP meetings shall be open, however, any Organizational Group may limit attendance at a meeting by an affirmative vote of the Organizational Group as necessary to safeguard confidentiality of sensitive information, including but not limited to Order 889 Code of Conduct requirements, personnel, financial, or legal matters.
Meeting Participation

• Open Meetings may include
  • Regulators/staff
  • Media
  • Non-member entities

• Openness means full participation unless otherwise stated
  • Participation in debate
  • Cannot vote
Executive Session

• Org Groups may go into executive session in certain circumstances
  • Confidential information
  • Competitive information
  • Personnel matters
  • Financial matters
  • Legal matters

• May be determined in advance or while at the meeting

• Affirmative vote of the Org Group required
Bylaws Section 3.8
Quorum

• The quorum for a meeting must be established and maintained throughout the meeting in order for the Organizational Group to take any binding action(s).
  • This limits conveying of proxies as meeting adjournment approaches such that only a few representatives remain present, but would hold proxies and continue voting.

• Notwithstanding the above, any actions taken before a quorum is lost are considered valid and binding.
  • This clarifies that earlier actions are not “lost” with the loss of a quorum.
Bylaws Section 3.9
Voting

- MOPC
  - Voting formula

- Org Groups & Task Forces
  - Simple majority

- Email voting is allowed for MOPC, Org Groups, & task forces.
Bylaws Section 3.9
Voting (cont.)

• Example MOPC Vote, April 2018
  • RR 276 – Renewable Pricing Variable O&M

![Voting Table]

**Recommendation:** $0 VOM

**RECOMMENDATION APPROVED:**

- **YES:** 68.3%

**MEMBERS VOTING**

<table>
<thead>
<tr>
<th>Transmission Owners</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>Y</td>
<td>N</td>
<td>A</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>9</td>
<td>8</td>
<td>0</td>
</tr>
</tbody>
</table>

**Percentage Approving:** 52.94%

For SPP Membership as of: 95

- 4/11/2017

| Count of TOs | 18 |
| Count of TUs | 77 |
| Total | 95 |
Bylaws Section 3.1 Vacancies

• _Except for any full representation group_, an appointment to an Organizational Group is for an **individual**, not a corporate entity.

• _Seats on groups are for a person_, not a company; if a person can no longer serve, another individual from the same company cannot simply assume the seat.
Bylaws Section 3.1 Vacancies (cont.)

• Organizational Group vacancies will be filled on an interim basis by appointment of the President unless otherwise provided for in the Bylaws.
  • Must be filled by a representative from the same sector
  • Solicit nominees
  • If approved, update rosters & distribution lists
Bylaws Section 3.1 Vacancies (cont.)

- **Solicitation Process (Generally)**
  - Announcement of vacancy & solicitation of nominations to MOPC representatives by Staff Secretary (for return to Staff Secretary & Org Group Chair)
  - Interim appointment by SPP’s President following review of nominations
  - Announcement of interim appointment to Org Group by Staff Secretary
  - Final appointment by the BOD
  - Announcement of final appointment to Org Group by Staff Secretary
Selection of Chairs

• Pursuant to Bylaws Section 3.3.1, Org Group Chairs are nominated by the CGC & appointed by the BOD
  • CGC – Chaired by SPP President (Bylaws Section 6.6)
  • Finance Committee – Chaired by a director (Bylaws Section 6.5)
  • Human Resources Committee – Chaired by a director (Bylaws Section 6.3)
Selection of Chairs (cont.)

• Organizational Group Chair Nomination and Appointment Process (Approved March 2017)
  • Chairs of Org Groups reporting to MOPC
  • Notice templates included
  • Posted on LMS Communities, Staff Secretaries for Organizational Groups

<table>
<thead>
<tr>
<th>To fill:</th>
<th>Nominated by:</th>
<th>Appointed by:</th>
<th>Bylaws:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mid-term Vacancy</td>
<td>Org Group members</td>
<td>BOD Chairman</td>
<td>§ 3.3.3</td>
</tr>
<tr>
<td>Expiring Term</td>
<td>CGC</td>
<td>BOD</td>
<td>§ 3.3.1</td>
</tr>
<tr>
<td>New Position</td>
<td>CGC</td>
<td>BOD</td>
<td>§ 3.3.1</td>
</tr>
</tbody>
</table>
Selection of Vice Chairs

• Pursuant to Bylaws section 3.3.1, unless otherwise provided, a Vice Chair is elected by **Org Group members**.

• A Vice Chair shall act for a Chair:
  • At the request of the Chair;
  • If the Chair becomes incapacitated and unable to discharge the functions of the position; or
  • If the position of the Chair becomes vacant, until a new Chair takes office.

<table>
<thead>
<tr>
<th>To fill:</th>
<th>Appointed by:</th>
<th>Elected by:</th>
<th>Bylaws:</th>
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<tbody>
<tr>
<td>Mid-term Vacancy</td>
<td></td>
<td>Org Group members</td>
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<tr>
<td>MOPC</td>
<td>BOD</td>
<td></td>
<td>§ 6.1</td>
</tr>
</tbody>
</table>
Time to Kahoot!
Bylaws Section 3.3.2 Terms

• Unless otherwise provided in these Bylaws, the terms of the Chair and Vice Chair of all Organizational Groups reporting to the Board of Directors shall coincide with the two-year term of the Chair of the Board of Directors.

• The Chair and Vice Chair of all Organizational Groups reporting to the MOPC shall serve two-year terms, with half of such terms expiring in even years and the remainder in odd years, as determined by the Corporate Governance Committee.
Org Group Chair & Vice Chair Election Schedule

**Terms to Commence in Even Years**
- Business Practices Working Group
- Security Working Group
- Operating Reliability Working Group
- Regional Tariff Working Group
- Reliability Compliance Working Group
- Seams Steering Committee
- Supply Adequacy Working Group
- Transmission Working Group

**Terms to Commence in Odd Years**
- Balancing Authority Operating Committee
- Change Working Group
- Credit Practices Working Group
- Economic Studies Working Group
- Market Working Group
- Model Development Working Group
- Operations Training Working Group
- Project Cost Working Group
- System Protection & Control Working Group
Time to Kahoot!
Bylaws Section 3.11
Assignment of the Staff Secretary

• The President shall assign to each Organizational Group an SPP Staff member, who shall attend all meetings and act as secretary to the Organizational Group and any ad hoc task forces of that group.
• Non-voting
• More to come tomorrow on the role of Chairs and Staff Secretaries!
Annual Assessment/Survey

• Org groups must review attendance, meeting frequency, & meeting costs each year.
  • Ensure rosters on SPP.org are always current!
• Groups will be surveyed each year.
  • Results should be reviewed by the group.
Role of the Corporate Governance Committee
CGC Scope

Purpose (Bylaws Section 6.6):

- The CGC is responsible for the overall governance structure, including nominations, for the company in accordance with its scope as approved by the Board of Directors.
CGC Scope (cont.)

• Seek input from the Board of Directors and/or the Members Committee as to the skills needed to fill any vacancy under consideration;

• In the event of a vacancy or the replacement of an existing director, provide candidates identified by an independent executive search firm for consideration to the Membership for election to the Board of Directors;

• In the event of a vacancy or the replacement of an existing Members Committee representative, provide candidates for consideration to the Membership for election to the Members Committee;

• Fill vacancies for Organizational Groups in accordance with the Bylaws;
CGC Scope (cont.)

- Monitor the composition of the Board of Directors to ensure balance, independence, maintenance of qualifications under any applicable laws, avoidance of conflicts of interest, and periodic review of the criteria for independence set out in the Bylaws and appropriate regulatory bodies, recommending changes, as appropriate;

- Recommend to the Board of Directors the appointment of Organizational Group representatives and leadership except for the Corporate Governance Committee, whose representatives are elected by Members in each category; the Members Committee, whose representatives are elected by the Membership, and the Markets and Operations Policy Committee, whose representatives are appointed by the Members;

- Develop criteria governing the overall composition of the Board of Directors for recommendation to the Membership;
CGC Scope (cont.)

• Coordinate an annual review and assessment of the effectiveness of the Board of Directors, its structure, and process;

• Review annually the structure of the Organizational Groups, and together with the Organizational Group Chairs, the charters of each Organizational Group, and recommend changes to the Board of Directors, as appropriate;

• Review the self-assessments of the Organizational Groups to assure that they are being done on a consistent basis;
CGC Scope (cont.)

• Develop recommendations for the Board of Directors regarding a Chair/Vice Chair succession policy;

• Recommend compensation levels for the Board of Directors to the Membership;

• Complete a self-assessment annually to determine how effectively the CGC is meeting its responsibilities; and

• Perform such other functions as the Board of Directors may delegate or direct.
Time to Kahoot!
CGC Members

- **Representation – 11 Members**
  - President of SPP (will serve as the Chair)
  - Chairman of the Board
  - 1 Investor Owned Utility Member
  - 1 Cooperative Member
  - 1 Municipal Member
  - 1 Independent Power Producer/Marketer Member
  - 1 State Power Agency Member
  - 1 Alternative Power/Public Interest Member
  - 1 Independent Transmission Company Member (defined as having assets under the OATT & no Affiliate Relationships in other categories of Membership)
  - 1 Large/Small Retail Member
  - 1 Federal Power Marketing Agency Member
Pending Update to Bylaws Section 3.10 - Appeal
Bylaws Section 3.10 Appeal

- **SPP CGC approved on 12/20/18**
- **SPP BOD approved on 1/29/19**
- Staff filed 2/13/19, Docket No. ER19-1039
  - 4/14/19 effective date requested
- Comments due 3/6/19
- Expect FERC Order by 4/15/19

**Purpose:**
- Clarify when Members may appeal Org group actions/inactions
- Identify the SPP representative to whom appeals shall be submitted
- Does not alter the existing right of an SPP director or staff member to raise a matter for consideration by the BOD
Bylaws Section 3.10
Appeal (cont.)

3.10 Appeal

Should any Member or group of Members disagree on an action taken or recommended by any Organizational Group, such Member(s) may, **upon written request to the Corporate Secretary in writing**, appeal and submit an alternate recommendation to the Board of Directors prior to the **next regularly scheduled Board of Directors meeting following such Organizational Group action or inaction** at which consideration of the action by the Board of Directors is scheduled.

- Appeals must be submitted prior to the next regularly scheduled BOD meeting following the respective Org Group action or inaction
- Written request for appeal must be submitted to SPP’s Corporate Secretary
Scope Statement Improvement Effort

Susan Polk, attorney
Scopes 101

- BOD and Members Committee scopes are in the Bylaws.
  - Require Membership vote to change

- RSC scope is in the Bylaws and the RSC Bylaws.
  - Require BOD and RSC Board vote to change

- All Org Groups should have a scope.

- Bylaws Section 3.1 requires that any criteria for service be specified in the group’s scope.
  - Special technical knowledge required
  - Frequency of meetings
  - Other information indicating expectations of someone serving on the group
Scopes 101 (cont.)

• Org Group scopes must also be approved by:
  • The “forming group” or Board committee,
  • CGC, &
  • BOD.

• Examples:
  • TWG Scope
    • TWG > MOPC > CGC > BOD
  • Finance Committee Scope
    • Finance Committee > CGC > BOD

• Not effective until the BOD approves
  • This is the date that will be identified in the scope.
Time to Kahoot!

Everyone!
Scopes 101 (cont.)

• CGC and Org Group Chair to review **annually**

SPP Organizational Group Self-Evaluation/Assessment
(August ____ – July ____)

**GROUP NAME:** Name of Working Group/Committee

**CHARTER/SCOPE UPDATE:** Attached Charter/Scope has been reviewed:  **Y** or **N**
Our Improvement Effort

• In November, the CGC requested that we work to standardize scopes across the organization.

• This training is being provided to inform, educate, and engage chairs and staff secretaries on scopes.

• Our goal is to standardize all scopes as part of this year’s Org Group self-evaluation/assessment process.

• If urgent scope changes are needed prior to completion of the initial effort, the staff secretary is asked to coordinate review with the Corporate Secretary’s office prior to obtaining Org Group approval.
Objectives

Efficiency
- Ensure Accuracy
- Avoid Specific Bylaws References

Continuous Improvement
- Ensure Consistency

Collaboration
- Avoid Compliance Statements
- Avoid Tariff Implementation Statements
- Avoid Bylaws Conflicts
Time to Kahoot!

Staff Secretaries ONLY, please
Scope Statement Template

• Yes, a scope template is available on the Circuit!

• Documents > Communication > Template Library
Example for committees advising or reporting to the BOD:
The composition of the group and the term for its representatives shall be in accordance with the Bylaws.

Example: The purpose of the XYZ is to . . .

Example: In carrying out its purpose, the XYZ will:
1. 
2. 
3.

Example: The XYZ reports directly to the MOPC.

Purpose
"[Click here and type a description of the group's purpose]"

Scope of Activities
"[Click here and type a description of the activities expected of the group]"

Representation
"[Click here and type a description of the group composition, terms, criteria for service, etc.]"

Duration
"[Task Force Only/All Others Omit Click here and identify the task force's limited duration]"

Reporting
"[Click here and identify to whom the group will report]"
Scope Statement Template (cont.)

• The Corporate Secretary’s office is available as a resource.

• Contact Susan Polk, attorney or Shaun Scott, assistant corporate secretary

Together
We
Achieve
More
Scope Statement Template (cont.)

• Consistency across Org Groups is critical!
• Success of this effort depends on....

U.S.!
MOPC Focus Areas

Lanny Nickell, MOPC Staff Secretary

March 6, 2019
Areas of Focus for the MOPC in 2019

- Effectively implement Board’s new policy
- Increase impact, meaningfulness, and appeal of MOPC meetings
- Improve effectiveness and efficiency of MOPC meetings
- Improve effectiveness of MOPC working groups
Impact, Meaning and Appeal of MOPC

- Increase focus on policy level discussions
- Add meaningful topics of broad member interest
- Increase networking opportunities
- Encourage early feedback and input for development of policies and operational strategies
- Improve quality and consistency of presentations
Effectiveness and Efficiency of MOPC

- Implement electronic polling
- Require every motion to be written “on-screen”
- Ensure timely distribution of meeting materials
  - Reminding chairs/secretaries of deadlines
  - Encouraging effective coordination and planning
  - Requiring approval of MOPC chair to proceed with any late postings
- Add “Robert’s Rules of the Month” to MOPC agendas
- Develop and require utilization of a template for presentations
Effectiveness and Efficiency of MOPC

- Include a summary of all RRs being proposed
- Improve phone participation
- Encourage consistent attendance by MOPC representatives
- Improve member prep on contentious issues
- Develop more consistency around creation and disbanding of task forces
- Develop a quarterly financial/activity reporting mechanism
Effectiveness of MOPC Working Groups

- Increase knowledge of Robert’s Rules of Order
- Facilitate improved coordination and knowledge transfer between working group and MOPC reps
- Encourage each group to develop a 3-year plan of prioritized strategic initiatives
- Consider consolidation of groups that could eliminate duplicated effort or increase synergies
Revision Request
Process Education

Aaron Shipley, SPP regulatory processes
March 6, 2019
RR Process Topics

• RR Process Improvement Team
• Ensuring the RR Recommendation Report is effective
RR Process Improvement Team
RR Process Improvement Team

• Team established January 2019
  • Comprised of staff from highly impacted areas
  directors/managers

• The team
  • Aaron Shipley
  • Erin Cathey
  • Ken Quimby
  • Dana Boyer
  • Amber Greb
  • Chris Nolan

• Goal
  • Improvements to the RR process
GOALS:

✓ Simplify
✓ Repeatability
✓ Process consistency
✓ Added efficiencies
✓ Automate (where possible)

Looking to add value to the process with impactful recommendations. We will not focus on smaller items such as proper form completion etc.
Next Steps

January 2019
- Team discussions and process evaluations
- Preliminary IT meetings

Middle Q1
- Reach out to primary working groups for feedback

End of Q1
- Provide recommendations to SPP leadership and Stakeholders

Mid 2019
- Implement approved recommendations
Creating Effective Recommendation Reports
RR Recommendation Report

- Created after Primary WG action by the Primary WG Staff Secretary
- Updated for any filed comments and Secondary WG actions by Primary WG Staff Secretary
- Presented to MOPC and BOD if required to go to BOD
- Includes:
  - Submitter name, email, organization, phone
  - ROM time and cost estimate for both implementation and on-going operations
  - Recommended action from the Primary Working Group
  - Primary Working Group rank for any RRs requiring a system change
  - Voting record for Primary Working Group, Secondary Working Groups, MOPC, BOD and RSC if applicable
  - Comments submitted
  - Final Redlines

- Timing Requirements
  - Recommendation Report must be posted within 3 business days of Primary Working Group action
### Executive Summary and Recommendation for MOPC and BOD Action

**Objective of Revision**

Objectives of Revision Request:
Describe the problem/issue this revision request will resolve.

Describe the benefits that will be realized from this revision.
## RR Recommendation Reports

**WORKING GROUP REVIEWS AND RECOMMENDATIONS**
List Primary and any Secondary/Impacted WG Recommendations as appropriate

<table>
<thead>
<tr>
<th>Primary Working Group:</th>
<th>Date:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Action Taken:</td>
<td></td>
</tr>
<tr>
<td>Abstained:</td>
<td></td>
</tr>
<tr>
<td>Opposed:</td>
<td></td>
</tr>
</tbody>
</table>

**Reason for Opposition:**

<table>
<thead>
<tr>
<th>Secondary Working Group:</th>
<th>Date:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Action Taken:</td>
<td></td>
</tr>
<tr>
<td>Abstained:</td>
<td></td>
</tr>
<tr>
<td>Opposed:</td>
<td></td>
</tr>
</tbody>
</table>

**Reasons for Opposition:**
**RR Recommendation Reports**

<table>
<thead>
<tr>
<th>COMMENTS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Comment Author:</td>
</tr>
<tr>
<td>Date Comments Submitted:</td>
</tr>
<tr>
<td>Description of Comments:</td>
</tr>
<tr>
<td>Status:</td>
</tr>
</tbody>
</table>
Meeting Rooms and Logistics

Tara Smith, SPP meetings coordinator
Meeting Rooms & Logistics

- Booking Process
- Budgeting Process
- Cost Saving Opportunities
- Meeting Registration
Booking Process for Meetings

Meeting Form
• Provides all details and meeting specifics
• Plan ahead and send form as soon as possible

Booking
• Meeting is formally booked and confirmed

Posted on SPP.org
• Announcement to the group
Budgeting Process

* Information requested:
  Months you plan to meet
  City or Cities
  Location (hotel, member company, SPP, AEP)
  Expected number of attendees
  Duration of meeting
  Any major changes to your normal meeting set-up, catering, AV, etc.
Cost Saving Opportunities

- **Meeting Locations:**
  - Downtown Dallas (50 people)
  - Member companies
  - SPP offices
  - Certain cities/locations are more cost effective than others
  - Certain cities/locations are more expensive than others
MORE Cost Saving Opportunities

- Don’t provide breakfast if meeting starts after 8:00 am or hotel provides free breakfast
- Hold lunch dessert for afternoon snack or no afternoon snack
- Take SPP owned AV equipment when possible
Meeting Registration

Please encourage your groups to
REGISTER
REGISTER
REGISTER
REGISTER!

................and unregister if needed.
Organizational Group Chairs & Staff Secretaries Conference

March 7, 2019

Welcome

Lanny Nickell, Vice President Engineering
Agenda

Thursday Morning

- Defining Roles and Responsibilities of the Chairs and Staff Secretaries
- Robert's Rules of Order
- Facilitating Conflict
Role and Responsibilities of the Chair
The Chair...

✓ Oversees
✓ Plans
✓ Prioritizes
✓ Facilitates
✓ Communicates
✓ Escalates
✓ Collaborates
The Chair...

✓ Approves agendas
✓ Attends meetings
✓ Presides over meetings
✓ Ensures performance of assigned activities
✓ Assigns action items
✓ Forms task forces as necessary
✓ Encourages stakeholder participation
✓ Prepares and presents reports
Role and Responsibilities of the Staff Secretary
The Staff Secretary...

✓ Assists the chair
✓ Facilitates
✓ Provides subject matter expertise
✓ Coordinates
✓ Documents activities
The Staff Secretary…

✓ Proposes agendas
✓ Gathers/distributes background materials
✓ Coordinates meeting logistics
✓ Facilitates meetings as needed
✓ Takes and distributes minutes
✓ Tracks and follows up on action items
✓ Coordinates with other groups/secretaries
✓ Ensures appropriate documentation of scope
Meeting Facilitation Requirements

• Meeting Notices
  • In writing (date, time, place & purpose)
  • Regular or special meeting: 15 days in advance
  • Teleconference: one day in advance

• Meeting Materials (7 Days in Advance)
  • Agenda
  • Previous draft minutes
  • Reports
  • Recommendations with supporting documents
  • Presentations that support actions to be taken

• Meeting Facilitation
  • Should follow Robert’s Rules of Order
Post-Meeting Requirements

• Distribute/post minutes with background materials within seven days
• Submit monthly update for The Org Report
• Update SPP.org calendar with future meetings
• Initiate future meeting planning
• Follow-up on action items
• Prepare necessary reports/recommendations
Parliamentary Procedure

All is fair in love and war and Parliamentary Procedure.

Michael Foot
Why is it Important?

- Provides effective and efficient meetings
- Ensures business is conducted fairly
- Protects the rights of members
- Organization is paramount
Basic Tenets

- Only one subject at a time
- Full and free discussion of every idea
- Members treated with justice & courtesy
- Majority rule, respect minority
Agenda

- Follows Order of Business
- Developed and distributed in advance
- Must be approved by members
- Quorum
Motions

• A formal way to bring an idea, proposal, or plan of action before the group

• Calls discussion and action by the group

• Any voting member may make a motion

• Types:
  • Main
  • Privileged
  • Subsidiary
  • Incidental
  • Unclassified
Main Motions

- Introduces business
- Requires another voting member to second
- Discussion may then take place
- Following discussion, the chair calls for a vote
Privileged Motions

Urgent or important items that may interrupt the consideration of anything else without debate

- Fix time to which to adjourn
- Adjourn
- Recess
- Raise a question of privilege
- Call for the orders of the day
Subsidiary Motions

Assist the group with the main motion in question

- Lay on the table
- Call for the previous question
- Postpone indefinitely
- Postpone definitely
- Refer to committee
- Amend
Incidental Motions

• Deal with questions of procedure and come from other pending motions
• Not debatable

• Object to the consideration of question
• Appeal from the decision of the chair (debatable)
• Rise to the point of order
• Withdraw a motion
• Suspend the rules
• Call for division
• Rise to parliamentary inquiry
Unclassified Motion

Enables items to be reconsidered

- Reconsider
- Rescind
- Take from the table
Debate

• **Purpose**
  • Members may raise any concerns they have
  • Others can be persuaded
  • Further information can be provided

• **Issues-not personalities**
The Role of the Chair in Debate

- Maintain order
- Preserve the rights of members
- Remain impartial
Rules of Debate

• The member who made the motion is entitled to speak first

• Every member has the right to speak in debate

• No member may speak until recognized by the chair

• The chair should alternate between those “for” and those “against”

• Discussion should relate to the pending motion
Rules of Debate

• Avoid using a person’s name
• All questions/comments should be directed at the chair
• No member may speak a second time until every member who wished to speak has had the opportunity to do so
• No member may speak for more than twice per motion
• No member may speak for more than 10 minutes
• It is not permissible to speak against one’s own motion
• Members may not disrupt the assembly
Debate is closed when there is no more discussion or “Previous Question” is called and an affirmative 2/3 vote closes debate.

Pro tip- Rules of debate can be changed by a 2/3 vote.
Voting

- Who can vote
- Types & when to use
- Vote requirements
- Abstention
- Silence
- Proxy
- Tie vote
Minutes

• A permanent record of the business of the meeting
• What should be included
• What should be left out
• Best practices
Quick Tips for More Efficient Meetings

- Send agenda and minutes out in advance
- Be informed
- Written reports
- Control the floor
- Stay focused
- Refer to committee
- Submit motions in writing
Time to Kahoot!
One does not simply understand parliamentary procedure.
Facilitating Conflict
Donna Freeman, supervisor corporate training and professional development
Role of a Facilitator

Neutral to members and discussion
Comments/behaviors are acceptable to everyone
Causes of Conflicts

<table>
<thead>
<tr>
<th></th>
<th>1. Unmet Wants or Needs</th>
<th>4. Assumptions</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.</td>
<td>Values</td>
<td>5. Expectations</td>
</tr>
<tr>
<td>3.</td>
<td>Perceptions</td>
<td>6. Different backgrounds</td>
</tr>
<tr>
<td>4.</td>
<td>Knowledge</td>
<td>7. Wiliness and ability to deal with conflict</td>
</tr>
</tbody>
</table>
“Here I come to save the day!”

As a facilitator you have a couple of options . . .
Conflict could occur between

- process
- people
- perceptions
Guiding Principles for Managing Conflicts

Solution-focus
Seek common ground
Stay neutral

Mutual respect
Learning-focused
- Agenda
- Refer to the established ground rules
- Add a ground rule
- Robert’s Rules of Order
- Time
- Redirecting content
- Get/keep people on track
People Conflict

- Listening
- Observing tone, body language, words
- Address disruptive members
- Refer to the establish rules for preventing/addressing dysfunction
- Breaks
Group Conflicts

- Separate fact from opinion
- Ask/probe for feeling statements
- Objectify the situation
- Acknowledge the needs of both people
- Help the group resolve issues on their own
- Focus on the problem, keep emotion in check
- Emphasize and acknowledge both people's situation
- Validate feelings
Perception Conflict

- Build a bridge
- Keep objective
- Have a good attitude
- Frame things positively
- Bring data to the table
- Keep perspectives open
- Keep Learning-focused
Disagreeing Constructively

Solution-focus
Mutual respect
Win-Win
solution
Reasonable
concessions
Learning-focused
Poll time!

Scan the QR code above with your phone’s camera to access the quiz.
THE BETTER ABLE TEAM MEMBERS ARE TO ENGAGE, SPEAK, LISTEN, HEAR, INTERPRET, AND RESPOND CONSTRUCTIVELY, THE MORE LIKEY THEIR TEAMS ARE TO LEVERAGE CONFLICT RATHER THAN BE LEVELED BY IT.

- Craig Runde and Tim Flanagan authored "Becoming a Conflict Competent Leader"

Solution-focus
Seek common ground
Stay neutral
Mutual respect
Learning-focused
Meeting Room and Logistics

Cost Effective Meeting Locations:
- Dallas/AEP
- Member Company Offices
  - Xcel in Denver
  - Tri-State in Denver
  - GRDA in Tulsa
  - KCPL/Evergy in Kansas City
  - OPPD in Omaha
  - OGE in Oklahoma City
- SPP Offices

Cost Effective City Locations:
- Tulsa
- Oklahoma City
- Omaha
- Kansas City
- Atlanta Airport
- DFW Admiral’s Club (smaller groups)
- Chicago Admiral’s Club (smaller groups)

Expensive City Locations:
- DFW Hyatt
- Denver
The motions below are listed in order of precedence. Any motion can be introduced if it is higher on the chart than the pending motion.

<table>
<thead>
<tr>
<th></th>
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<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>§21 Close meeting</td>
<td>I move to adjourn</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>§20 Take break</td>
<td>I move to recess for</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>§19 Register complaint</td>
<td>I rise to a question of privilege</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
<tr>
<td>§18 Make follow agenda</td>
<td>I call for the orders of the day</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
<tr>
<td>§17 Lay aside temporarily</td>
<td>I move to lay the question on the table</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>§16 Close debate</td>
<td>I move the previous question</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>2/3</td>
</tr>
<tr>
<td>§15 Limit or extend debate</td>
<td>I move that debate be limited to ...</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>2/3</td>
</tr>
<tr>
<td>§14 Postpone to a certain time</td>
<td>I move to postpone the motion to ...</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>§13 Refer to committee</td>
<td>I move to refer the motion to ...</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>§12 Modify wording of motion</td>
<td>I move to amend the motion by ...</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>§11 Kill main motion</td>
<td>I move that the motion be postponed indefinitely</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>§10 Bring business before assembly (a main motion)</td>
<td>I move that [or &quot;to&quot;] ...</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
</tbody>
</table>
**Parliamentary Motions Guide**  
Based on *Robert's Rules of Order Newly Revised (11th Edition)*

**Incidental Motions** - No order of precedence. Arise incidentally and decided immediately.

<table>
<thead>
<tr>
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<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>§23 Enforce rules</td>
<td><strong>Point of order</strong></td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
<tr>
<td>§24 Submit matter to assembly</td>
<td>I appeal from the decision of the chair</td>
<td>Yes</td>
<td>Yes</td>
<td>Varies</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>§25 Suspend rules</td>
<td>I move to <strong>suspend the rules</strong> which …</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>2/3</td>
</tr>
<tr>
<td>§26 Avoid main motion altogether</td>
<td>I object to the <strong>consideration</strong> of the question</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>2/3</td>
</tr>
<tr>
<td>§27 Divide motion</td>
<td>I move to <strong>divide the question</strong></td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>§29 Demand rising vote</td>
<td>I call for a <strong>division</strong></td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
<tr>
<td>§33 Parliamentary law question</td>
<td><strong>Parliamentary inquiry</strong></td>
<td>Yes (if urgent)</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
<tr>
<td>§33 Request information</td>
<td><strong>Request for information</strong></td>
<td>Yes (if urgent)</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
</tbody>
</table>

**Motions That Bring a Question Again Before the Assembly** - no order of precedence. Introduce only when nothing else pending.

| §34 Take matter from table        | I move to **take from the table** … | No   | Yes | No | No | Majority |
| §35 Cancel or change previous action | I move to **rescind/amend something previously adopted**… | No   | Yes | Yes | Yes | 2/3 or maj. w/ notice |
| §37 Reconsider motion             | I move to **reconsider the vote** … | No   | Yes | Varies | No | Majority |

Jim Slaughter, Certified Professional Parliamentarian-Teacher & Professional Registered Parliamentarian  
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web site: [www.jimslaughter.com](http://www.jimslaughter.com)
Minutes

**THEME:** Minutes are a record of what was done at the meeting
*NOT* what was said by members or guests.

**INCLUDE:**

- First Paragraph:
  - Kind of meeting (regular, special, adjourned)
  - Name of board
  - Date and time of meeting
  - Place of meeting, if varies
  - Fact that Chairman and Clerk were present or name of substitute
  - Whether minutes of previous meeting were read and approved

- Separate paragraph for each subject matter with name of mover:
  - All main motions or motions to bring a main question again before the assembly (except any withdrawn, *see below*) stating
    - The wording in which adopted or disposed of
    - The disposition of motion (including amendments or motions)
  - Secondary motions that were not lost or withdrawn
  - All notices of motion
  - All points of order and appeals, whether sustained or lost

- Last Paragraph:
  - Hour of adjournment
  - Number of votes if count ordered or ballot vote
  - Names and votes if roll call vote
  - Signature of Clerk (“Respectfully submitted” unnecessary)

**DO NOT INCLUDE:**

- Seconder’s name
- Remarks of guest speakers
- Motions that were withdrawn (see RONR § 48, page 469 for exceptions)
- Personal opinion on anything said or done

Jim Slaughter, Certified Professional & Professional Registered Parliamentarian
The regular monthly meeting of the Alpha County School Board was held on Tuesday, November 6, 2001, at 7:00 p.m., at Smith High School, the Chairman and the Clerk being present. The minutes of the October meeting were read and approved as corrected.

The report of the Superintendent was received and placed on file.

The motion relating to the public comment period of the meeting, which was postponed from the October meeting, was then taken up. On motion of Mr. Smith, the motion was referred to a committee of three to be appointed by the chair with instructions to report at the next meeting.

Mr. Rogers moved “that the Board participate in a leadership retreat to be held the second weekend of February.” After amendment and further debate, the motion was adopted as follows: “That the Board participate in a leadership retreat to be held on two consecutive weekends beginning the first weekend in June.”

The meeting adjourned at 8:40 p.m.

Wyatt Freeman McKinley, Clerk

Jim Slaughter, Certified Professional & Professional Registered Parliamentarian
PRESIDING PHRASES

OPEN THE MEETING
"The meeting will come to order," or, "The meeting will be in order."

APPROVE THE MINUTES
"Are there any corrections to the minutes? If there are no corrections [or "no further corrections"], the minutes stand [or "are"] approved [or "approved as read," or "approved as corrected"]."

RECOGNIZE A MEMBER
"The chair recognizes . . . ."

NO SECOND TO A MOTION (following request by chair "Is there a second?")
"Since there is no second, the motion is not before this meeting. The next item of business is... "or, "Is there any further business?"

STATE THE QUESTION ON A MOTION
"It is moved and seconded that [or "to"] . . ."

STATE THE QUESTION ON A RESOLUTION
"It is moved and seconded to adopt the resolution just read."

STATEMENT WHEN DEBATE APPEARS TO HAVE ENDED
"Are you ready for the question?"

TAKE A VOICE VOTE
"The question is on the adoption of the motion to [or "that"] . . . Those in favor of the motion, say aye. Those opposed, say no."
TAKE A RISING VOTE
"Those in favor of the motion to . . . will rise [or, "stand"]. . . . Be seated. Those opposed will rise. . . . Be seated."

TAKE A VOTE BY SHOW OF HANDS
"The question is on the adoption of the motion to [or "that"] . . . All those in favor of the motion will raise the right hand. . . . Lower hands. Those opposed will raise the right hand. . . . Lower hands."

ANNOUNCE THE RESULT OF A VOICE VOTE
"The ayes have it and the motion is adopted [or "carried"]." Or, "The noes have it and the motion is lost."

ANNOUNCE THE RESULT OF AN UNCOUNTED RISING VOTE/SHOW OF HANDS
"The affirmative has it and the motion is adopted." Or, "The negative has it and the motion is lost."

ANNOUNCE THE RESULT OF A COUNTED RISING VOTE
"There are 8 in the affirmative and 4 in the negative. The affirmative has it and the motion is adopted." (or) "There are 4 in the affirmative and 8 in the negative. The negative has it and the motion is lost."

ANNOUNCE THE NEXT PIECE OF BUSINESS
"The next item of business is . . ." or "The next business in order is . . ." (NEVER say "The next order of business.")

RULE A MOTION OUT OF ORDER AND THEN A MEMBER OUT OF ORDER
"The chair rules that the motion is out of order [or "not in order"] because . . ." "The member is out of order and will be seated."
## Facilitating through Conflict

<table>
<thead>
<tr>
<th>Difficult Participants</th>
<th>Typical Behaviors</th>
<th>How to Facilitate</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>The Silent Type</strong></td>
<td>• Appears not to be involved</td>
<td>• Ask for their input</td>
</tr>
<tr>
<td></td>
<td>• Is shy</td>
<td>• Break into small groups (one-on-one ideal)</td>
</tr>
<tr>
<td></td>
<td>• May not be outspoken</td>
<td>• Remind them of their importance/gifts</td>
</tr>
<tr>
<td></td>
<td>• Feels his/her input not wanted or valued</td>
<td></td>
</tr>
<tr>
<td><strong>The Know-It-All</strong></td>
<td>• Feels very confident his/her input is correct</td>
<td>• Compliment them on their insight</td>
</tr>
<tr>
<td></td>
<td>• Always has an answer</td>
<td>• Remind them of the value of others</td>
</tr>
<tr>
<td></td>
<td>• Is very imposing</td>
<td>• Ask them for practical/experiential input</td>
</tr>
<tr>
<td></td>
<td>• May rationalize or intellectualize</td>
<td></td>
</tr>
<tr>
<td><strong>The Attacker</strong></td>
<td>• Appears hostile</td>
<td>• Remind them of the group's task</td>
</tr>
<tr>
<td></td>
<td>• Seems angry</td>
<td>• Ask them about their feelings</td>
</tr>
<tr>
<td></td>
<td>• Can be abrasive</td>
<td>• Ask them how their behavior helps the group</td>
</tr>
<tr>
<td></td>
<td>• Seeks to discredit an idea</td>
<td></td>
</tr>
<tr>
<td><strong>The Interrupter</strong></td>
<td>• Is impatient</td>
<td>• Affirm interruption and move on</td>
</tr>
<tr>
<td></td>
<td>• Is eager to give input</td>
<td>• Tell them when there is ample time for their input</td>
</tr>
<tr>
<td></td>
<td>• Wants center stage or attention</td>
<td>• Ask for time for others to give their point of view</td>
</tr>
<tr>
<td><strong>The Joker</strong></td>
<td>• Makes fun or jokes during serious discussion</td>
<td>• Ask how their remarks are helpful</td>
</tr>
<tr>
<td></td>
<td>• Does not take the issues seriously</td>
<td>• Remind them of the issues and task at hand</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Ignore them; or ask them to play a more substantial role with group</td>
</tr>
<tr>
<td><strong>The Rabbit Chaser</strong></td>
<td>• Has other agendas</td>
<td>• Remind them of task/context</td>
</tr>
<tr>
<td></td>
<td>• Loses focus of discussion</td>
<td>• Ask them structured questions</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Deal with their other issues during break or at a later time</td>
</tr>
<tr>
<td><strong>The Late Comer or Early Leaver</strong></td>
<td>• Is disruptive to rest of team</td>
<td>• Set attendance policy for group</td>
</tr>
<tr>
<td></td>
<td>• Draws attention to self</td>
<td>• Remind them of their importance to task</td>
</tr>
<tr>
<td></td>
<td>• Shows a lack of commitment</td>
<td>• On the side, ask if they want to be part of group (if not, give them an out)</td>
</tr>
</tbody>
</table>
# Facilitating through Conflict

<table>
<thead>
<tr>
<th>Group</th>
<th>Characteristics</th>
<th>Strategies</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Whisperer</td>
<td>• Has too many agendas</td>
<td>• Pause until disruption stops</td>
</tr>
<tr>
<td></td>
<td>• Is distracting</td>
<td>• Ask them to share side dialogue with group</td>
</tr>
<tr>
<td></td>
<td>• May have other agendas</td>
<td>• Ask them to share side dialogue with group</td>
</tr>
<tr>
<td></td>
<td>• Often will sit with a friend</td>
<td>• Ask them a question</td>
</tr>
<tr>
<td>The Doubter</td>
<td>• Needs to be convinced</td>
<td>• Affirm the response and defuse their critical stance</td>
</tr>
<tr>
<td></td>
<td>• Sees bottle half empty</td>
<td>• Get others to give objective data</td>
</tr>
<tr>
<td></td>
<td>• Is constantly negative</td>
<td>• Ask them to give due consideration before evaluating</td>
</tr>
<tr>
<td>The Eager Beaver</td>
<td>• Is impatient</td>
<td>• Give them a task</td>
</tr>
<tr>
<td></td>
<td>• Wants to rush decision</td>
<td>• Tell them consensus takes longer</td>
</tr>
<tr>
<td></td>
<td>• Has high energy</td>
<td>• Help them see “Big Picture” (Vision)</td>
</tr>
</tbody>
</table>