

CORPORATE GOVERNANCE COMMITTEE

Zoom Meeting | November 17, 2023 – 1:00p.m. – 3:30p.m.

Minutes
#105**BUSINESS MEETING MINUTES****Agenda Item 1 – Call to Order and Administrative Items**

Ms. Barbara Sugg called the Corporate Governance Committee (“CGC”) business meeting to order at 1:04 p.m. The following CGC members were in attendance or represented by proxy:

Barbara Sugg, SPP
Susan Certoma, Director
David Mindham as proxy for Ann Coultas, Enel Green Power North America
Brian Drumm, ITC Great Plains
Denise Buffington, Evergy Companies
Jason Fortik, Lincoln Electric System
Jim Staggs, Walmart
John McClure, Nebraska Public Power District
Josh Martin, Director (ex Officio)
Lloyd Linke, Western Area Power Administration
Mike Wise, Golden Spread Electric Cooperative
Steve Gaw, Advanced Power Alliance

There was a total of 53 in attendance via Zoom. (Attachment –Attendance).

Ms. Sugg asked if there were any changes to the CGC Minutes from August 17, 2023. (Attachment – CGC Minutes 8/17/23).

Mr. Mike Wise made a motion to approve the minutes from August 17, 2023. Mr. Jason Fortik seconded. The motion passed unanimously.

Mr. Paul Suskie reviewed the action items. The governance review efforts are ongoing with the Strategic Offsites Group. SPP’s policy for waiving the annual membership fee for Public Interest Organizations and the Members Committee role in the Order No. 1000 voting process is on today’s meeting agenda for discussion (Attachment – Action Items).

Agenda Item 2 – Project Cost Working Group Scope Revision

Mr. Paul Suskie presented revisions to the Project Cost Working Group (“PCWG”) scope document. The revisions were previously approved by the PCWG and the MOPC. (Attachment – PCWG Scope).

Mr. Steve Gaw made a motion to approve the revisions to the PCWG scope document. Mr. Jim Staggs seconded. The motion passed unanimously.

Agenda Item 3 – RTO West Bylaw and Membership Agreement Revisions

Mr. Mike Riley provided an introduction to Bylaw and Membership Agreement revisions needed as part of the RTO West expansion. He explained that the revisions that SPP Staff is working on are consistent with the RTO West Terms and Conditions approved by the SPP Board of Directors in July 2021. Mr. Riley explained that specific redlines will be presented to the CGC for review and approval at a future meeting. The CGC requested SPP Staff provide the CGC an overview of the plans for and critical elements of the RTO West expansion at a

future meeting.

Agenda Item 4 – Organizational Group Assessments and Rosters

Mr. Lanny Nickel presented the Organizational Group Assessments. He explained that there were several groups with representatives that had three or more consecutive absences and that SPP staff has addressed the issue with the various groups and representatives. Overall, the groups were effective in the 2023 assessment period, especially considering the increased number of meetings. The CGC discussed a need for differentiating between attendance and participation and the difficulties in taking that approach. The CGC also discussed evaluating potential changes to how working groups are seated as part of the ongoing governance review process. The CGC also discussed whether there is a need to consolidate some of the Organizational Groups and have the responsibilities of those groups assigned to other primary working groups.

Agenda Item 5 – Public Interest Organization Waiver Policy

Mr. Paul Suskie presented proposed revisions to SPP's policy for waiving the annual membership fee for Public Interest Organizations. He explained that the proposed revisions are for discussion only at today's meeting, not for vote. He explained that several revisions are proposed to incorporate the option for waiver for both new members and existing members, and to evaluate an applicant's need for waiver. He requested feedback from the CGC on how best to evaluate an applicant's need for a waiver. Mr. Suskie also recommended the CGC establish a small group to develop a revised policy to present to the CGC for approval at a future meeting.

Agenda Item 6 – Members Committee and Order No. 1000 Process

Mr. Paul Suskie presented a straw proposal to define the Members Committee role in the Order No. 1000 process. Mr. Suskie explained that there is a risk to this competitive process when the Members Committee casts a straw vote on the IEP recommendation as the results of the straw vote can be an indication of a bidder's identity. He presented two options for the CGC to consider and requested feedback on the straw proposal. The CGC also discussed the need for the TOSP Task Force to review this issue and others to improve the Order No. 1000 process. The CGC requested this matter continue to be discussed at the February meeting.

Agenda Item 7 – Organization Group Chair Expiring Terms

Mr. Paul Suskie presented the candidates nominated to serve a two-year term as Chair of an Organizational Group. The nominees and corresponding Organizational Groups are as follows:

- a. Operating Reliability Working Group-Ron Gunderson, NPPD
- b. Regional Tariff Working Group-Robert Pick, NPPD
- c. Seams Advisory Group-Jim Jacoby, AEP
- d. Security Advisory Group-Phil Clark, AECC
- e. Supply Adequacy Working Group-Colton Kennedy, OPPD
- f. Transmission Working Group-Derek Brown, Evergy

Mr. John McClure made a motion approve the nominees as presented. Mr. Lloyd Linke seconded. The motion passed unanimously.

Future Meetings

February 15, 2024 - Virtual
May 16, 2024- Virtual
August 15, 2024- Virtual
November 14, 2024- Virtual

The business meeting adjourned at 2:35p.m. A governance review discussion with Strategic Offsites Group followed the meeting.

Respectfully Submitted,
Paul Suskie, Secretary

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Abby Harrison
Aly Koslow-APS
Barbara Sugg
bhp1019
brad (bhp1019)
Brett Springfield
Brian (BriPhone (3))
Brian Rounds (AESL)
Britney Lloyd
CAarnes
Call-Out User_1
Carrie Dixon
Cary Greene
Chris Cranford
Christine Aarnes
David Mindham
Denise Buffington (Evergy)
Emily Shuart
Greg Wannier Sierra Club
Heather Starnes
Jarred Cooley (SPS)
Jason Chaplin OCC
Jason Fortik (LES)
Jason Mazigian
jcmclu
Jim Staggs
Josh Martin
Justin Garrett
Kaye McCarty
Kylah McNabb
Lanny Nickell
Larry Altenbaumer
Lee Elliott (Invenergy)
LLoyd Linke
Margaret Kristian
Marisa Choate
Melie Vincent
Mike
Mike Riley
Natalie McIntire
Ray Hepper
rjpick
Ryan Benton OG&E
SPP Conference Room (Russell Carey - SPP)
Stan Chapman
Stan Chapman
Steve Gaw: Advanced Power Alliance
Stuart Solomon
Susan
Tom Hestermann
Virginia Bellenkes