

## CORPORATE GOVERNANCE COMMITTEE

WebEx Meeting | February 15, 2024 – 8:00a.m. – 3:00p.m.

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

Chair Barbara Sugg called the Corporate Governance Committee (“CGC”) business meeting to order at 8:02a.m. The following CGC members were in attendance or represented by proxy:

Ann Coultas, Enel Green Power North America  
Barbara Sugg, Southwest Power Pool  
Jason Fortik, Lincoln Electric System  
Jim Staggs, Walmart  
John McClure, Nebraska Public Power District  
Lloyd Linke, Western Area Power Administration  
Mike Wise, Golden Spread Electric Cooperative  
Patrick Woods as proxy for Brian Drumm, ITC Great Plains  
Richard Ross as proxy for Denise Buffington, Evergy Companies  
Steve Gaw, Advanced Power Alliance  
John Cupparo, Director  
Ray Hepper, director (ex officio)

There was a total of 35 in attendance via WebEx. (Attachment –Attendance).

Ms. Barbara Sugg welcomed Mr. John Cupparo as new CGC Vice Chair and Mr. Ray Hepper as an ex officio director in place of Mr. Josh Martin. Ms. Sugg asked if there were any changes to the CGC Minutes from November 17, 2023. (Attachment – CGC Minutes 11/17/23).

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

Mr. Paul Suskie reviewed the action items. Mr. Suskie reported that the governance review is ongoing and that an Adaptive Governance workshop is scheduled for this afternoon. The action item related to a small group review of the annual membership fee waiver process is ongoing. The small group has had one meeting and is working to schedule another. The group will continue to discuss the topic and work on a proposal to present to the CGC at a future meeting. Discussion of the Members Committee role in Order No. 1000 is on the agenda for today’s meeting. (Attachment – Action Items).

**Agenda Item 2 – CGC Effectiveness Survey Results**

Ms. Barbara Sugg presented the CGC Effectiveness Survey results. The group received an overall rating of 4.6 which is the third highest of all the groups surveyed. Ms. Sugg addressed the category that received the lowest score among CGC members - “I depart with a feeling that we have accomplished something.” Ms. Sugg noted that she believes this is likely related to the ongoing work on adaptive governance and expressed her appreciation for the CGC spending its time working on that strategic initiative. She also discussed the other areas where scores were slightly lower than last year but acknowledge that scores remained high overall. (Attachment – CGC Effectiveness Survey Results).

### **Agenda Item 3 – RTO West Bylaw and Membership Agreement Revisions**

Mr. Mike Riley discussed changes to the Bylaws and Membership Agreement redlines since the CGC's last review on January 24, 2024. The CGC discussed treatment of affiliated entities under the Bylaws as it relates to representation on organizational groups and voting. SPP Staff recommends the CGC approve the proposed Bylaw and Membership Agreement revisions. (Attachment – Recommendation to CGC to Approve Bylaws and Membership Agreement).

**Mr. Lloyd Linke made a motion to approve the proposed revisions to the Bylaws and Membership Agreement. Mr. Jason Fortik seconded. The motion passed unanimously.**

### **Agenda Item 4 – Members Committee & Order No. 1000 Process**

Mr. Paul Suskie provided an overview of the Order No. 1000 process and the Members Committees role in that process. He discussed potential issues with the current process and offered three proposed solutions to address those issues. The CGC discussed the pros and cons of the various solutions and discussed the overlap of the discussion with the Transmission Owner Selection Process Task Force ("TOSPTF"). Next steps include Staff developing a three-part process and presenting to the TOSPTF and CGC at future meetings. (Attachment – Straw Proposal for Members Committee & Order No. 1000 Process).

### **Future Meetings**

May 16, 2024  
August 15, 2024  
November 14, 2024

The business meeting adjourned at 9:16a.m. Executive Session followed after a short break to discuss board compensation and directors with terms ending.

Respectfully Submitted,  
Paul Suskie, Secretary

### **Executive Session**

#### **Director Terms Ending**

The CGC voted to re-nominate John Cupparo, Susan Certoma and Ben Trowbridge for additional three-year terms on the SPP Board of Directors.

#### **Board Compensation**

The CGC approved an increase in board retainer from \$95,000 to \$125,000 with Committee fees being paid for the following committee assignments:

- OC, FC, HRC, CGC, SPC, plus MOPC, REAL, MIP, RARTF

The compensation increase is to be retroactive to January 1, 2024. The CGC will review compensation in 2025 for 2026 consideration.

Ann Coultas  
Barbara Sugg  
Brad Cochran OG&E  
Brad Cochran OG&E  
Brian Rounds  
Britney Lloyd  
C. Patrick Woods  
Call-in User\_1  
Call-in User\_2  
D. Diaz  
Darren Moskovitz  
Dixon, Carrie  
Executive Conference Room  
Gary Hoffman - WAPA  
Heather Starnes MEC  
Jim Staggs  
James Peters  
Jarred Cooley SPS  
Jason Fortik LES  
Jason Mazigian BEPC  
Jessica Meyer LES  
Jill Jones  
Jim Staggs  
John C. McClure  
John Cupparo  
John Cupparo  
Kaye McCarty  
Lanny Nickell  
Liz Moore  
Lloyd Linke  
Matt Caves WFEC  
Michael Riley  
Michael Wise  
Natalie McIntire  
Paul Suskie  
Ray Bergmeier SEPC  
Ray Hepper  
Ray Hepper  
Richard Ross  
Richard ross  
Robert Pick NPPD  
Russell Carey  
Shari Albrecht  
Sherri Maxey  
Steve Gaw  
Steve Sanders  
Stuart Solomon  
Tom Hestermann