

CORPORATE GOVERNANCE COMMITTEE**Houston, TX | May 16, 2024 – 8:00a.m. – 11:00a.m.**Minutes
#107**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 8:00a.m. The following CGC members were in attendance or represented by proxy:

Barbara Sugg, Southwest Power Pool
David Mindham, EDP Renewables, proxy for Carrie Dixon, NextEra
Jason Fortik, Lincoln Electric System
John McClure, Nebraska Public Power District
Lloyd Linke, Western Area Power Administration
Mike Wise, Golden Spread Electric Cooperative
Brian Drumm, ITC Great Plains
Denise Buffington, Evergy Companies
Steve Gaw, Advanced Power Alliance and proxy for Jim Staggs, Walmart
John Cupparo, Director
Ray Hepper, director (ex officio)

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

Ms. Sugg asked if there were any changes to the CGC Minutes from February 15, 2024. (Attachment – CGC Minutes 2/15/24). Mr. John McClure requested corrections to the minutes.

Mr. John McClure made a motion to approve the minutes from February 15, 2024, subject to corrections. Mr. Jason Fortik 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 items related to review of the annual membership fee waiver process and the Members Committee role in the Order No. 1000 process are on the agenda for discussion during today’s meeting. (Attachment – Action Items).

Agenda Item 2 – Governance Review

Ms. Sugg provided the governance review update. She reported that the CGC has spent time reviewing working group composition, chair and representative selection, chair term limits and the Markets and Operations Policy Committee (MOPC) voting structure. She also reported that while a lot of work is underway, the CGC has not approved any governance changes as part of the governance review and all approval items will be discussed in an open business meeting. She reported that the CGC hopes to conclude the governance review soon, and that through the CGC, SPP’s governance is always open for review and improvement.

Agenda Item 3 – Committee Vacancies

Ms. Sugg presented the Human Resources Committee vacancy. The vacancy is a Transmission Using sector seat with a term ending December 2024 due to Ms. Suzanne Lane vacating the position. Ms. Sugg invited the nominees for the positions to speak on their qualifications and interest in the position. The CGC voted in Executive Session following the business meeting. The nominees are as follows:

- i. Transmission Using (Suzanne Lane’s vacancy-Term Ending Dec. 2024)
 - a. Dan Herrington, Arkansas Electric Cooperative Corp.
 - b. Emeka Anyanwu, Lincoln Electric System

- a. Members Committee (2 vacancies)

Ms. Sugg presented the Members Committee vacancies. The first vacancy is an Investor Owned Utility sector seat with a term ending December 2024 due to Ms. Kayla Messamore (Evergy) vacating the position. The second vacancy is an IPP/Marketer sector seat with a term ending December 2025 due to Mr. Rob Janssen (Dogwood Energy), vacating the position. Ms. Sugg invited the nominees for the positions to speak on their qualifications and interest in the position. The CGC voted on the contested seat in Executive Session following the business meeting. The nominees are as follows:

- i. Investor Owned Utility-(Kayla Messamore’s vacancy-Term ending Dec. 2024)
 - a. Denise Buffington, Evergy Companies
- ii. Independent Power Producer/Marketer (Rob Janssen’s vacancy-Term ending Dec. 2025)
 - a. Bill Grant, XO Energy
 - b. Brett White, Pine Gate Renewables

Agenda Item 4 – Public Interest Organization (PIO) Waiver Policy

Mr. Paul Suskie discussed SPP Staff’s recommended revisions to SPP’s policy for waiver of the annual membership fee for PIOs. He reported that SPP Staff has worked with a number of stakeholders to discuss potential changes to the policy. In addition to these discussions, SPP Staff considered various data points including gross revenues, net assets, number of employees, and meeting costs per member. After consideration, SPP Staff recommends the CGC approve the revised policy for waiver of annual membership fee for public interest groups, as presented, effective January 1, 2025.

Mr. John McClure made a motion to approve the revised policy for waiver of annual membership fee for public interest groups, as presented, effective January 1, 2025. Mr. Mike Wise seconded. The motion passed unanimously.

Agenda Item 5 – Western Resource Advocates (WRA) Waiver of Membership Fee

- a. WRA Waiver Request

Mr. Vijay Satyal presented WRA’s request for waiver of the annual membership fee. Mr. Satyal

introduced the CGC to WRA as an organization, discussed its mission as a public interest organization, and its ongoing engagement with SPP. He also shared WRAs thoughts, concerns, and partial support for SPP Staff's proposed policy for waiver of the annual membership fee.

b. Staff Recommendation

Mr. Paul Suskie presented SPP Staff's recommendation on WRA's request for waiver of the annual membership fee. SPP staff recommends that the CGC approve WRA's request for waiver of the membership fee for the remainder of calendar year 2024, and review WRA's continued eligibility for waiver in advance of calendar year 2025.

Mr. David Mindham made a motion to approve WRA's request for waiver of the membership fee for the remainder of calendar year 2024, and review WRA's continued eligibility for waiver in advance of calendar year 2025. Mr. Steve Gaw seconded. The motion passed unanimously.

Agenda Item 6 – Members Committee & Order No. 1000

Mr. Paul Suskie presented SPP staff's recommendation for the Members Committee role in the Order No. 1000 process. Mr. Suskie explained concerns raised by some CGC members related to the Members Committee casting a straw vote on the Independent Expert Panel ("IEP") recommendation. He also described the Board of Directors ("Board") process, as it exists today, for review of the IEP recommendation.

SPP Staff's recommendation is to add two components to the Board meeting process. First, after the IEP presents its recommendation and responses to stakeholder pre-submitted questions to the Board in public, the Board will solicit a straw vote on the IEP recommendation from the Members Committee, but those results will be shared in the aggregate. Second, upon learning the results of the Members Committee straw vote, the Board will move to executive session to deliberate the IEP's recommendation and ask any remaining questions of the IEP including questions that cover confidential information. Following the Board's decision in executive session, the SPP Corporate Secretary will publicly announce the Board's decision.

CGC members expressed differing views on SPP Staff's proposal including that the Members Committee should not vote on the IEP recommendation, that the process should remain as it is today, that executive sessions should only be used to discuss confidential information, and that information that is publicly available should be discussed in the open meeting.

The CGC deferred action on this item to allow time for the Board to discuss the topic and consider whether changes to the current meeting process are needed, and if so, to discuss potential options.

Future Meetings

August 15, 2024
November 19, 2024

The business meeting adjourned at 9:45a.m. Executive Session followed to discuss committee vacancies.

Respectfully Submitted,
Paul Suskie, Secretary

Executive Session

Human Resources Committee

The CGC recommends Emeka Anyanwu (Lincoln Electric System) for the vacant Human Resources Committee seat.

Members Committee

The CGC recommends Denise Buffington (Evergy) for the vacant IOU seat on the Members Committee.

The CGC recommends Brett White (Pine Gate Renewables) for the vacant IPP/Marketer seat on the Members Committee.