

CORPORATE GOVERNANCE COMMITTEE**Virtual | August 15, 2024 – 10:00a.m. – 3:00p.m.**Minutes
#108**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 10:00a.m. The following CGC members were in attendance or represented by proxy:

Barbara Sugg, Southwest Power Pool
Jodi Walters, EDP Renewables
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
Jim Fluke, Evergy Companies, proxy for Denise Buffington
Steve Gaw, Advanced Power Alliance
Jim Staggs, Walmart
John Cupparo, Director
Ray Hepper, director (ex officio)

There was a total of 38 in attendance via WebEx. (Attachment –Attendance).

Ms. Sugg asked if there were any changes to the CGC Minutes from May 16, 2024. (Attachment – CGC Minutes 5/16/24).

Mr. Steve Gaw made a motion to approve the minutes from May 16, 2024. Mr. Brian Drumm seconded. The motion passed unanimously.

Mr. Paul Suskie reviewed the action items. Mr. Suskie reported that the review of the policy regarding waiver of the annual membership fee for public interest groups is now marked as complete as a result of the CGC approving a revised policy at its May 16, 2024, meeting. Mr. Suskie also reported that the governance review is ongoing as part of the Adaptive Governance effort and that the action item related to the Members Committee’s role in the Order No. 1000 process is on the agenda for discussion during today’s meeting. (Attachment – Action Items).

Agenda Item 2 – Review of CGC Scope

Mr. Paul Suskie presented the CGC scope for review. He reported that SPP staff reviewed the scope document and does not recommend any changes for 2025. The CGC did not take action on the CGC scope document.

Agenda Item 3 – Organization Group Scope Revisions

Mr. David Kelley presented recommended changes to the Finance Committee scope. The initiative to review and revise the Finance Committee scope was intended to help clarify the Finance Committee’s role and responsibilities versus those functions that are the responsibility of SPP management. He explained that the Finance Committee discussed the changes at length and the recommended changes were unanimously approved by the Finance Committee.

Mr. Steve Gaw made a motion to approve changes to the Finance Committee scope document as presented. Mr. Mike Wise seconded. The motion passed unanimously.

Agenda Item 4 – Reliability Compliance Advisory Group Status change

Mr. Lanny Nickell presented the recommendation to change the status of the Reliability Compliance Advisory Group to a user forum. Mr. Nickell explained that this group was formerly a working group, but because it was intended to serve in an advisory role it was then changed to an advisory group. Since that time, a number of the group’s experts have gotten involved in compliance functions in other ways and the group no longer meets as often. Now, rather than meeting for the purpose of advising the Markets and Operations Policy Committee (MOPC); the group meets and collaborates to share information and acts as a user forum. As a result, the representatives of the group voted to approve the conversion of the Reliability Compliance Advisory Group to a user forum.

Ms. Jodi Walters moved to approve the change from the Reliability Compliance Advisory Group to the Reliability Compliance User Forum. Mr. Lloyd Linke seconded. The motion passed unanimously.

Agenda Item 5 – Greenhouse Gas (GHG) Task Force Scope

Mr. Nickell presented the proposed GHG Task Force. The purpose of the GHG Task Force is to help with SPP’s transition to the West, as GHG policy is a focus for entities involved in the western expansion. He explained that the task force is a temporary task force and that representatives include individuals representing entities in the West. The CGC discussed whether it is required to approve the formation of task forces. After discussion, the CGC determined it is not required to approve task forces as they are temporary groups and the SPP Bylaws provide they can be created by Organizational Group chairs. The CGC did not take action on the recommendation to approve the GHG Task Force.

Agenda Item 6 – Terms Ending

Ms. Sugg presented the nominees for the State Agency seat on the Members Committee. This is for a three-year term beginning January 1, 2025. The CGC voted on the contested seat in Executive Session following the business meeting. The nominees are as follows:

- i. Members Committee - State Agency
 - a. Robert Pick, Nebraska Public Power District
 - b. Nate Jones, Heartland Energy

Ms. Sugg presented the Board Committees with representatives serving terms that expire December 31, 2024. The individuals nominated are as follows:

2. **Members Committee (2025-2027 Term)**
 - i. Investor-Owned Utility (2 Seats)
 - a. Tim Wilson, Liberty Utilities (Incumbent)
 - b. Denise Buffington, Evergy Companies (Incumbent)
 - ii. IPP/Marketer (1 Seat)
 - a. Kevin Smith, Tenaska (Incumbent)
 - iii. Cooperative (2 Seats)
 - a. Mike Wise, Golden Spread Electric Coop. (Incumbent)
 - b. Zac Perkins, Tri-County Electric (Incumbent)
 - iv. Alternative/Public Interest (1 Seat)
 - a. Christy Walsh, Natural Resources Defense Council (Incumbent)
3. **Human Resources Committee (2025-2028 Term)**
 - i. Transmission Owning (1 Seat)
 - a. Scott Briggs, Oklahoma Gas & Electric (Incumbent)
 - ii. Transmission Using (2 Seats)
 - a. Emeka Anyanwu, Lincoln Electric System (Incumbent)
 - b. Matt Dills, ITC Great Plains (Incumbent)
4. **Strategic Planning Committee (2025-2028 Term)**
 - i. Transmission Owning (2 Seats)
 - a. Matt Caves, Western Farmers Electric Coop. (Incumbent)
 - b. Steve Sanders, Western Area Power Administration (Incumbent)
 - ii. Transmission Using (2 Seats)
 - a. David Mindham, EDP Renewables (Incumbent)
 - b. Dennis Florom, Lincoln Electric System (Incumbent)
5. **Finance Committee (2025-2028 Term)**
 - i. Transmission Owning (1 Seat)
 - a. Al Tamimi, Sunflower Electric Power Corp. (Incumbent)
 - ii. Transmission Using (2 Seats)
 - a. Emily Koenig, Lincoln Electric System (Incumbent)
 - b. Matt Pawlowski, NextEra Energy Resources (Incumbent)

Mr. John McClure made a motion to approve all uncontested seats. Mr. Steve Gaw seconded. The motion passed unanimously.

Agenda Item 7 – Members Committee & Order No. 1000

Mr. John Cupparo provided a report to the CGC related to the SPP Board of Directors (Board) view of the Members Committee role in the Order No. 1000 process. He reported that the Board discussed the matter, including whether there should be a change to the Members Committee role in the Order No. 1000 process and if the Members Committee should continue to vote during that process. After discussion, the Board determined that the process should remain as is. However, if

the CGC determines the Members Committee vote should be anonymous, the Board would likely be supportive of that change, but would like to continue to see the voting results even if they are not made public. He also reported that the Board has requested an education session that compares and contrasts how Order No. 1000 is being complied with at SPP's peer companies. Mr. Cupparo and Ms. Sugg emphasized that this is not a CGC task, and instead is under the purview of the Strategic Planning Committee (SPC).

At this time, the Board is not looking for the CGC to take any action with respect to the Members Committee role in the Order No. 1000 process. Mr. Cupparo recommended that the SPC and CGC work together to develop recommended changes to how the Members Committee votes on competitive projects, as needed.

CGC members discussed whether the Members Committee vote should be anonymous. The CGC also discussed how abstentions are counted when calculating approvals as well as how abstentions are perceived when the Board is reviewing the vote.

The next step is for the SPC to conduct a holistic review of the Order No. 1000 process. The SPC will report back to the CGC in the near future.

Agenda Item 8 – Adaptive Governance Proposals

Ms. Sugg provided an overview of the Adaptive Governance recommendations. She explained that while SPP staff is recommending these governance changes, the CGC is continuing to work on potential changes to working group composition and implementing term limits for working group chairs. She reported that the CGC is planning additional workshops to continue work on these items.

Recommendation #1

Ms. Britney Lloyd presented SPP staff's recommendation to implement a process where sectors nominate their representatives to the Members Committee. This recommendation includes changes to the SPP Bylaws and a new process document. The CGC discussed that this process will be used for Members Committee vacancies following Commission approval of the revisions to Section 5.1.2 of the SPP Bylaws. (Attachment – Adaptive Governance Proposal).

Mr. Steve Gaw made a motion to approve the proposed changes to Section 5.1.2 of the SPP Bylaws and the attached process document. Mr. Mike Wise seconded. The motion passed unanimously.

Recommendation #2

Ms. Lloyd presented SPP's Staff's recommendation to revise the composition of the Strategic Planning Committee to be sector-based and mirror the Members Committee. This recommendation includes changes to the SPP Bylaws and the SPC scope document.

Mr. John Cupparo made a motion to approve revisions to Section 6.2 of the SPP Bylaws and

revisions to the SPC scope statement to transition the composition of the SPC to be sector-based mirroring the Members Committee. Mr. Lloyd Linke seconded. The motion passed unanimously.

Recommendation #3

Ms. Lloyd presented SPP staff's recommendation to implement a process where sectors nominate their representatives to the Strategic Planning Committee. This process is similar to the process recommended for the Members Committee. This recommendation includes changes to the SPP Bylaws and a new process document. The CGC discussed an implementation timeline and agreed that the transition to the revised SPC composition, using the new sector-nomination process, will take place following Commission approval of the changes to Section 6.2 of the SPP Bylaws.

Mr. Brian Drumm made a motion to approve the document for sectors to select their representatives on the SPC and the associated change to Section 6.2 of the SPP Bylaws. Mr. Jim Staggs seconded. The motion passed unanimously.

Future Meetings

November 19, 2024

The business meeting adjourned at 11:45a.m. Executive Session followed to discuss committee vacancies.

Respectfully Submitted,
Paul Suskie, Secretary

Executive Session

Members Committee

The CGC recommends Robert Pick to fill the State Agency seat on the Members Committee beginning January 1, 2025.