

**Southwest Power Pool
CORPORATE GOVERNANCE COMMITTEE MEETING**

Teleconference

January 8, 2010

• M I N U T E S •

Agenda Item 1 – Administrative Items

Chair Nick Brown called the meeting to order at 3:05 p.m. Other members in attendance or represented by proxy were: Jim Eckelberger (Director), Kevin Easley (GRDA), Rob Janssen (Dogwood), Cindy Holman (OMPA), Mel Perkins (OG&E), and Steve Parr (KEPCo). SPP Staff included Stacy Duckett.

Agenda Item 2 – Committee Vacancy

The Committee convened to discuss a vacancy on the Human Resources Committee. Steve Parr moved to nominate Noman Williams from Sunflower Electric to fill the vacancy; Cindy Holman seconded the motion. The motion passed unanimously.

Agenda Item 3 – SPP Bylaws Revisions

Stacy Duckett noted pending SPP Bylaws revisions related to Order 719 compliance as discussed at the December meeting. Following discussion, Cindy Holman moved and Steve Parr seconded the approval of revisions as provided. Staff is to include in the filing letter SPP's interpretation of the revisions related to management of the function, specifically that Nick Brown will recuse himself from any Board of Directors votes related to the function. The motion passed unanimously.

Adjournment

Nick Brown thanked everyone for participating and adjourned the meeting at 3:50 p.m.

Respectfully submitted,

Stacy Duckett, Secretary