

**Southwest Power Pool  
CORPORATE GOVERNANCE COMMITTEE MEETING  
March 18, 2005 Teleconference Minutes**

**Agenda Item 1 – Call to Order**

Nick Brown called the meeting of the Corporate Governance Committee (CGC) to order at 8:05 a.m. Other members present were Steve Parr (KEPCo), Dave Christiano (City of Springfield), Kevin Easley (GRDA), and Jim Eckelberger (Director). SPP Staff included Stacy Duckett.

**Agenda Item 2 – Selection of Search Firm**

Nick Brown reviewed the requirement in the Bylaws that SPP engage a search firm to fill a vacancy on the Board of Directors. Mr. Brown suggested using Russell Reynolds, a firm SPP has used in the past and that is already familiar with the needs of the company. The group concurred.

**Agenda Item 3 – Process**

Nick Brown recommended that the committee make a nomination for a replacement to the Membership at a special meeting of members rather than to the Board of Directors for election on an interim basis. The group concurred.

**Agenda Item 4 – Schedule**

A teleconference was scheduled for April 8 at 8:00 a.m. to review candidates and select those to interview. A face-to-face meeting will be scheduled on May 4, 5, or 6 in Kansas City to conduct interviews. The committee will work to have a nominee for the Membership at a special meeting of members to be held in conjunction with the July Board of Directors meeting.

**Agenda Item 5 – Fill Finance Committee Vacancy**

The committee voted that Jim Eckelberger is to fill the vacancy on the Finance Committee left by Bob Schoenberger on an interim basis.

**Adjournment**

Nick Brown thanked everyone for participating and adjourned the meeting at 8:30 a.m.

Respectively submitted,

Stacy Duckett