

**CORPORATE GOVERNANCE COMMITTEE**  
**WebEx – February 17, 2022 - 8:00 a.m. – 3:00 p.m.**

**AGENDA**

1. Call to Order and Administrative Items.....Barbara Sugg
  - a. Approval of Minutes (11/18/21)
  - b. Action Items Review
2. Organizational Group Chairs- .....Barbara Sugg
  - a. Generation Interconnection User Forum-Arash Ghodsian, EDF Renewables
3. CGC Scope Update.....Britney Lloyd
4. Future Grid Strategy Advisory Group Roster ..... Lanny Nickell
5. Adaptive Governance Update ..... Paul Suskie
  - a. Outreach to Public Interest Organizations (PIOs)
    - i. Withdraw Deposit Policy Recommendation
    - ii. Board of Directors Qualification Recommendation
  - b. Sector Representation
  - c. Bylaw Review .....Barbara Sugg
6. Members Committee Vacancies.....Barbara Sugg
  - a. Large Retail Sector Seat
    - i. Nominee One: Walmart - Jim Staggs
    - ii. Nominee Two: Google - Will Conkling
7. Future meetings
  - June 16, 2022 Virtual
  - August 18, 2022 Virtual
  - November 17, 2022 Virtual
8. Executive Session Board of Director Vacancy .....Barbara Sugg

## CORPORATE GOVERNANCE COMMITTEE

Minutes #97

**Zoom Meeting | November 18, 2021 - 8:00a.m. - 3:00p.m.**

### **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 8:02 a.m. The following CGC members were in attendance or represented by proxy:

Larry Altenbaumer, Director  
Betsy Beck, Enel Green Power North America  
Denise Buffington, Evergy Companies  
Jason Fortik, Lincoln Electric System  
Steve Gaw, Advanced Power Alliance  
Brett Leopold, ITC Great Plains  
Lloyd Linke, Western Area Power Administration  
John McClure, Nebraska Public Power District  
Holly Rachel Smith, Walmart  
Barbara Sugg, Southwest Power Pool  
Mike Wise, Golden Spread Electric Cooperative  
Josh Martin, Director (ex Officio).

There was a total of 28 in attendance via Zoom. (Attachment – Attendance).

Barbara Sugg asked if there were any changes to the CGC Minutes from August 18, 2021. (Attachment – CGC Minutes 8/18/21).

**Jason Fortik made a motion to approve the minutes from August 18, 2021. Mike Wise seconded. The motion passed unanimously.**

Paul Suskie reviewed the action items. (Attachment – Action Items).

#### **Agenda Item 2 – Org Group Self-Assessments Review**

Lanny Nickell discussed the Organizational Group and Advisory Group Self-Assessments. Lanny reported that due to the MOPC reorganization, fewer groups were required to complete annual assessments. Lanny noted those individuals with a high number of absences and those with perfect attendance. The CGC discussed ways to measure and track participation within Organizational Groups. (Attachment –Org and Advisory Group Assessments).

#### **Agenda Item 3 – 2022 Organizational Roster**

Lanny Nickell presented the Organizational Rosters for all committees and working or advisory groups. After lengthy discussion, SPP staff will review and make corrections to the rosters. The rosters will be sent to the CGC via email for approval. (Attachment – Organizational Rosters)

**Mike Wise made a motion to approve the Organization Rosters after corrections are made. Jason Fortik seconded. The vote was tabled and will take place via email.**

#### **Agenda Item 4 – New User Forum & Advisory Group Recommendation**

Paul Suskie provided an overview of the Emergency Communications User Forum. Paul explained that a recommendation from the Winter Weather event was to create a group to communicate emergencies as needed. The SPP Communication Department recommends the creation of the Emergency Communications User Forum.

**Steve Gaw made a motion to approve the creation of the Emergency Communications User Forum. Brett Leopold seconded. The motion passed unanimously.**

Lanny Nickell provided an overview of the proposed Future Grid Strategy Advisory Group (FGSAG) that was developed out of the Strategic Opportunity: Grid of the Future. This advisory group is the Grid of the future Strategic Initiative found in SPP's Strategic Plan. Lanny explained that representatives in the FGSAG should have expertise in a variety of areas including integrated resource planning, transmission planning, research and development, and regulatory policy. The FGSAG will provide periodic reports to the Strategic Planning Committee.

**Larry Altenbaumer made a motion to approve the formation of the Future Grid Strategy Advisory Group and requested that the group revise its scope document to provide for a standing advisory role and bring the scope document back to the CGC for approval. Denise Buffington seconded. The motion passed unanimously.**

#### **Agenda Item 5 – Organizational Group Chairs-Expiring Terms**

Barbara Sugg presented the Organizational Group Chairs that have expiring terms. Barbara asked for a motion to approve the upcoming working group Chairs-Operating Reliability Working Group-Allen Klassen; Regional Tariff Working Group-Robert Pick; Reliability Compliance Advisory Group-Thomas Maldonado; Seams Advisory Group-Jim Jacoby; Security Advisory Group-Phil Clark; Supply Adequacy Working Group-Natasha Henderson; and Transmission Working Group-Derek Brown. (Attachment – Organizational Group Chair Recommendations).

**John McClure made a motion to recommend the Organizational Group Chairs to the Board of Directors for approval. Mike Wise seconded. The motion passed unanimously.**

#### **Agenda Item 6 – Proposed Bylaw Amendments**

Paul Suskie discussed the Proposed Bylaw Amendments. He began by discussing the revisions to the SPP Bylaws Preamble and explained that the revisions are necessary to incorporate SPP's value proposition set forth in the 2021-06 Strategic Plan. Staff recommends that the CGC approve the amendments to the SPP Bylaws Preamble.

**Betsy Beck made a motion to approve the amendments to the SPP Bylaws Preamble. Steve Gaw seconded. The motion passed unanimously.**

Paul discussed the Board of Directors representation on the Strategic Planning Committee (SPC), with the bylaws requiring the Chair of the Board of Directors to serve on the SPC. Barbara explained that the proposed change to remove this requirement does not prevent the board chair from serving on the SPC, but will create more flexibility for the Board of Directors. Staff recommends that the CGC approve the amendments to Section 6.2 of the SPP Bylaws.

**Steve Gaw made a motion to approve the SPC Membership amendments. John McClure seconded. The motion passed unanimously.**

**Agenda Item 7 – Strategic Plan Adaptive Governance Model Enabling Capability**

Britney Lloyd presented the Strategic Plan Adaptive Governance Model Enabling Capability. Britney discussed the high-level Enabler Profile and the 2022 Initiatives.

**Agenda Item 8 – Committee Term Vacancies**

Barbara Sugg discussed the committee vacancy nominees for the Strategic Planning Committee. There are two vacant Transmission Owning Member Seats for terms ending in December 2023 and December 2024. Barbara invited the nominees to speak on their qualifications and interest in the positions and welcomed others to speak on behalf of the nominees. The CGC will vote on these two vacancies in Executive Session following the business meeting. The nominees are as follows:

- i. Nominee #1: Laura Kapustka, Nebraska Public Power District
- ii. Nominee #2: Al Tamimi, Sunflower Electric Power Corporation
- iii. Nominee #3: Usha-Marie Turner, Oklahoma Gas & Electric
- iv. Nominee #4: Matt Caves, Western Farmers Electric Cooperative
- v. Nominee #5: Steve Sanders, Western Area Power Administration

**Future Meetings**

February 17, 2022 Virtual

June 16, 2022 Virtual

August 18, 2022 Virtual

November 17, 2022 Virtual

The business meeting adjourned at 10:20a.m. Executive Session followed to discuss the Strategic Planning Committee Election and the SPP Board of Director Search.

**Results from the Executive Session:****Strategic Planning Committee-Transmission Owner Vacancies:**

Usha-Marie Turner, Oklahoma Gas & Electric was nominated for the term ending December 2023.

Steve Sanders, Western Area Power Administration was nominated for the term ending December 2024.

**Results from Email Vote on Rosters:**

The results from the Organizational Rosters email vote: The Motion Passed.

Respectfully Submitted,  
Paul Suskie, Secretary

**Southwest Power Pool, Inc.**  
**CORPORATE GOVERNANCE COMMITTEE**  
**Pending Action Items Status Report**

**February 17, 2022**

No.	Action Item	Date Originated	Status	Comments
1.	Staff to create a stakeholder process group including Denise Buffington and John McClure to recognize all of the refund obligation issues in SPP Gov. Documents and bring back possible solutions to the CGC.	08/20/20	In Process	<a href="#"><u>Mike Riley and Denise Buffington to provide an update at Feb. 17, 2022 meeting</u></a>
2.	Staff to work with Denise Buffington on potential modifications to FERC's compliance filing (AWEA/WC 206) regarding withdraw obligation and bring back to CGC.	08/20/20	In Process	<a href="#"><u>Mike Riley and Denise Buffington to provide an update at Feb. 17, 2022 meeting</u></a>
3.	Add question on annual stakeholder survey regarding respondent's views on Organizational Group representation.	03/08/21	<del>In Process</del> <a href="#"><u>Complete</u></a>	Question added for Surveys
4.	Add withdraw deposit issue raised by PIOs to future CGC meeting agenda.	08/19/21	<a href="#"><u>In Process</u></a>	<a href="#"><u>On Feb. 17, 2022 agenda; SPP Staff communicating with PIOs</u></a>
5.	Staff to propose language to the CGC's scope regarding CGC's responsibility over governing documents.	08/19/21	<a href="#"><u>In Process</u></a>	<a href="#"><u>On Feb. 17, 2022 agenda;</u></a>
6.	SPP Staff to develop a proactive approach to SPP's new Strategic Plan's Adaptive Governance Model approach. Present to the CGC in November 2021.	08/19/21	<a href="#"><u>Complete</u></a>	<a href="#"><u>On November 18 CGC Agenda</u></a>
7.	Staff to look at disclosure requirements <a href="#"><u>pertaining to cyber events for future CGC discussion.</u></a>	08/19/21	<a href="#"><u>In Process</u></a>	<a href="#"><u>Sam Ellis and Denise Buffington to update CGC in Feb. 17, 2022 meeting</u></a>
<u>8.</u>	<a href="#"><u>Staff to develop a standing advisory role in the Future Grid Strategy Advisory Group</u></a>	<a href="#"><u>11/18/21</u></a>	<a href="#"><u>In Process</u></a>	



**SOUTHWEST POWER POOL, INC.**  
Generation Interconnection User Forum

**RECOMMENDATION TO THE CORPORATE GOVERNANCE COMMITTEE**  
**1/27/2022**  
**CHAIR NOMINATION TO FILL NEW A NEW POSITION**

## ORGANIZATIONAL ROSTER

The Generation Interconnection User Forum (GIUF) is an open forum to all Generation Interconnection stakeholders having interest in, and expertise related to, the Generation Interconnection processes and related topics. The GIUF may choose to elect a chair and vice-chair using the process defined in Section 3.3 of the Bylaws.

## BACKGROUND

A representative nominated from the GIUF will be approved by the Corporate Governance Committee to serve as Chair of the committee for a two-year term.

## ANALYSIS

The Corporate Governance Committee is responsible for approving a chairman for the GIUF for consideration and election at the April SPP Board of Directors meeting. Arash Ghodsian (EDF Renewables) has been nominated for a two-year term to commence February 18, 2022.

## RECOMMENDATION

Recommend Arash Ghodsian to chair the GIUF. Arash is highly involved with the GIUF meetings since it began. He has been a leader for the generator developer community in the SPP footprint as well as in past GIUF discussions including the important work that went into the development of the SPP Backlog Clearing Process (recently approved by FERC).

Please find additional information about the nominee below:

Name of Nominee:	Arash Ghodsian
Company:	EDF Renewables
Email:	<a href="mailto:Arash.Ghodsian@edf-re.com">Arash.Ghodsian@edf-re.com</a>
Phone:	612-463-9459
Brief description of relevant experience or involvement with the MWG:	<p>Arash Ghodsian is the Senior Director Transmission and Policy for EDF Renewables, one of the largest renewable energy developer in the world. He has been a leader for the generator developer community in the SPP footprint as well as in past GIUF discussions including the important work that went into the development of the SPP Backlog Clearing Process (recently approved by FERC).</p> <p>In the chair position of the GIUF, Arash would be a valuable asset for not only generation developers but also for SPP staff and his past working experience at MISO is a key part of that. Arash is a member of the Transmission Working Group (TWG) which will be extremely helpful for the GIUF since many of the proposals presented at the GIUF end up at the TWG for approval.</p> <p>Finally, Arash is involved in policy discussions in several other regions like PJM, CAISO and MISO that allows him the ability to broaden policies beyond SPP and benchmark best practices to the benefit of all SPP stakeholders.</p>

**Action Requested:** Approve the recommendation of Arash Ghodsian



**Southwest Power Pool, Inc.**

**SPP Staff**

**Recommendation to the  
Corporate Governance Committee**

**February 17, 2022**

**Revisions to the Corporate Governance Committee Scope Document**

**Background**

In August 2021, the Corporate Governance Committee (“CGC”) established an action item for SPP Staff to propose language to the CGC’s scope regarding the CGC’s responsibility over SPP’s governing documents. Accordingly, SPP Staff proposes revising the CGC scope document to provide for *periodic review of the SPP Bylaws and Membership Agreement and recommend revisions, as appropriate.*

**Analysis**

Per Section 6.6 of the SPP Bylaws, the CGC is responsible for SPP’s overall governance structure in accordance with its scope as approved by the Board of Directors. By making the revisions to the CGC scope document proposed herein, the CGC is clarifying its responsibility to review SPP’s Bylaws and Membership Agreement as part of its obligation to oversee SPP’s governance structure.

**Recommendation**

SPP Staff recommends that the CGC approve the revised CGC Scope document.

**Action Requested:** Approve Recommendation



**Southwest Power Pool, Inc.  
CORPORATE GOVERNANCE COMMITTEE  
Organizational Group Scope  
Statement**

**April 28, 2020 Update**

**Purpose**

The Corporate Governance Committee is responsible for the overall governance structure, including nominations, for the company in accordance with its scope as approved by the Board of Directors.

**Scope of Activities**

- a) Seek input from the Board of Directors and/or the Members Committee as to the skills needed to fill any vacancy under consideration;
- b) In the event of a vacancy or the replacement of an existing director, the CGC will use an independent executive search firm, unless otherwise agreed by the CGC, to provide candidates for consideration to the Membership for election to the Board of Directors;
- c) In the event of a vacancy or the replacement of an existing Members Committee representative, provide candidates for consideration to the Membership for election to the Members Committee;
- d) Fill vacancies for Organizational Groups in accordance with the Bylaws;
- e) Monitor the composition of the Board of Directors to ensure balance, independence, maintenance of qualifications under any applicable laws, avoidance of conflicts of interest, and periodic review of the criteria for independence set out in the Bylaws and appropriate regulatory bodies, recommending changes, as appropriate;
- f) Recommend to the Board of Directors the appointment of Organizational Group representatives and leadership except for the Corporate Governance Committee, whose representatives are elected by Members in each category; the Members Committee, whose representatives are elected by the Membership, and the Markets and Operations Policy Committee, whose representatives are appointed by the Members;



- g) Develop criteria governing the overall composition of the Board of Directors for recommendation to the Membership;
- h) Coordinate an annual review and assessment of the effectiveness of the Board of Directors, its structure, and process;
- i) Review annually the structure of the Organizational Groups, and together with the Organizational Group Chairs, the charters of each Organizational Group, and recommend changes to the Board of Directors, as appropriate;
- j) Review the self-assessments of the Organizational Groups to assure that they are being done on a consistent basis;
- k) Develop recommendations for the Board of Directors regarding a Chair/Vice Chair succession policy;

l) Recommend compensation levels for the Board of Directors to the Membership;

m) Periodically review the SPP Bylaws and Membership Agreement and recommend revisions, as appropriate.

n) Complete a self-assessment annually to determine how effectively the CGC is meeting its responsibilities

o) Have on-boarding training and education for new CGC members; and

p) Perform such other functions as the Board of Directors may delegate or direct.

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### Representation

To the extent that the membership allows, the CGC shall be comprised of eleven members. One representative shall be the President of SPP who will serve as the Chair; one representative shall be the Chairman of the Board, unless his/her position is under consideration, in which case the Vice Chairman of the Board; one representative shall be representative of and selected by investor owned utilities Members; one representative shall be representative of and selected by co-operatives Members; one representative shall be representative of and selected by municipals Members; one representative shall be representative of and selected by independent power producers/marketers Members; one representative shall be representative of and



selected by state power agencies Members; one representative shall be representative of and selected by alternative power/public interest Members; one representative shall be from an independent transmission company Member, defined as having assets under the OATT and no Affiliate Relationships in other categories of Membership; one representative shall be representative of and selected by large/small retail Members; and one representative shall be representative of and selected by a Federal Power Marketing Agency Member(s).

**Reporting**

The Corporate Governance Committee reports directly to the Board of Directors.



**Southwest Power Pool, Inc.**

**SPP Staff**

**Recommendation to the Corporate  
Governance Committee**

**February 17, 2022**

**Future Grid Strategy Advisory Group Roster**

**Background**

On December 6, 2021, the SPP Board of Directors approved the formation of the Future Grid Strategy Advisory Group (“FGSAG”). In accordance with the FGSAG scope document, the FGSAG is to be comprised of at least 8 and no more than 24 representatives from SPP Member Companies and contract signatories, including the chair and vice-chair, if one is appointed. The proposed FGSAG roster attached hereto consists of 17 members, including Mark Alhstrom (NextEra Energy Resources) as the proposed Chair.

**Analysis**

The CGC is responsible for SPP’s overall governance structure, and pursuant to the FGSAG scope document and Section 3.3 of the SPP Bylaws, for nominating the Chair of the FGSAG for approval by the Board of Directors.

**Recommendation**

SPP Staff recommends that the CGC submit the attached FGSAG roster, including Mark Alhstrom as chair, to the Board of Directors for approval.

**Action Requested:** Approve Recommendation

### Future Grid Strategy Advisory Group Roster - Proposed

Name	Company	Position	Expertise/Responsibility	Sector	States	TOM/TUM
Alhstrom, Mark*	NextEra Energy Resources	VP, Renewable Energy Policy	R&D/technology, resource planning	IPP	Various	TUM
Ali, Kamran	AEP	VP, Transmission Planning	Transmission planning, R&D/technology	IOU	AR, LA, OK, TX	TOM
Benson, Scott	Lincoln	Manager, Resource & Transmission Planning	Resource planning, transmission planning, R&D/technology	Municipal	NE	TUM
Buffington, Denise	Evergy	Senior Dir, Federal Regulatory Affairs	Regulatory, transmission planning	IOU	KS/MO	TOM
Doll, Aaron	Liberty	Senior Dir, Energy Strategy	Resource planning, transmission planning, regulatory	IOU	AR, KS, MO, OK	TOM
Gaw, Steve	APA	VP, Markets and Infrastructure	Transmission planning, market development, regulatory	Alt Power/Public Interest	Various	TUM
Jarocki, Dmitri	Google	Energy Lead, Global Infrastructure	Resource planning, R&D/technology, distribution	Large Retail	Various	TUM
Kinney, Evan	NPPD	Manager, System Planning and Transmission Business	Transmission planning, distribution planning	State Agency	NE	TOM
Lang, Joe	OPPD	Director, Energy Regulatory Affairs	Regulatory, resource planning	State Agency	NE	TOM
Linville, Corey	Sunflower	VP, Power Supply and Delivery	Resource planning, market operations	Cooperative	KS	TOM
Nansel, Gayle	WAPA	VP, Operations	Transmission planning & operations	Federal Agency	IA, MN, MT, ND, SD, WY	TOM
Nelson, Jerrod	Xcel	Manager, Transmission Investment Development	R&D/technology, transmission planning	IOU	NM, TX	TOM
Okenfuss, James	Savion	Regulatory Analyst	Regulatory, resource planning, market operations, transmission planning	IPP	Various	TUM
Prokop, Brenda	ITC Great Plains	Manager, Regulatory Policy	Regulatory	ITC	KS, MO, OK	TUM
Sonntag, Dave	WFEC	VP, Special Projects	Transmission planning, resource planning, distribution planning	Cooperative	OK, NM	TOM
Turner, Usha	OGE	Dir, Federal, Environmental, and RTO Policy	Regulatory, resource planning, environmental	IOU	OK	TOM
Wolf, Terry	Missouri River Energy Services	VP, Power Supply and Operations	Resource planning, transmission planning, distribution	Municipal	IA, MN, ND, SD	TUM

**SOUTHWEST POWER POOL, INC.**  
**Future Grid Strategy Advisory Group**

**Organizational Group Scope Statement**  
**December 6, 2021**

## PURPOSE

The Future Grid Strategy Advisory Group (FGSAG) oversees periodic assessments of the future state of the SPP grid, identifies gaps between those future state projections and current trajectories, and increases organizational awareness of value-added opportunities to shape the future grid. The FGSAG advises the organization of future-grid capabilities needed to assure continued reliable and affordable grid operations.

## SCOPE OF ACTIVITIES

In carrying out its purpose, the FGSAG will perform the following activities:

- Partner with staff to lead SPP's research, understanding, and awareness of how the future grid could be impacted by emerging technology, anticipated resource mix and consumer behavior changes, developing state and federal policy initiatives, changing weather and climate patterns and other factors that could change grid utilization in ways not currently contemplated.
- Provide input regarding resource mix, demand growth, energy consumption, technological advancement, and policy assumptions to be reflected in SPP's assessments of the future state of the grid.
- Advise the Strategic Planning Committee (SPC) of future scenarios that should be considered in SPP's transmission planning studies.
- Consider federal and state policy development activities that could impact SPP's future grid development and propose how SPP and its members should engage.
- Evaluate effectiveness of technology advancements and propose opportunities for deployment by SPP and/or its members.
- Propose initiatives, products and services, along with relative priorities, that should be included in SPP's work plan and comprehensive initiative roadmaps in order to establish a reliable and affordable future grid.

## REPRESENTATION

The FGSAG is comprised of at least 8 representatives and no more than 24 representatives from SPP Member companies and contract signatories, including the chair and vice-chair, if one is

appointed. The FGSAG shall elect/appoint a chair using the process defined in Section 3.3 of the Bylaws, however it has the discretion to determine the need for a vice-chair position. FGSAG representatives will be selected based on their experience in and responsibility for integrated resource planning, transmission planning, research and development, technology advancement, and regulatory/governmental policy development.

## REPORTING

The FGSAG provides as-needed advice to SPP Organizational Groups, other advisory groups and user forums about opportunities, threats, challenges, and other strategic matters that impact SPP's ability to reliably and economically operate the regional power grid. The FGSAG will provide periodic reports to the SPP Strategic Planning Committee (SPC) that contain forward-looking utility perspectives and proposed strategic action plans.

# Public Interest Organizations Bring Value to SPP



- Offer an unbiased perspective to review policy and market design proposals that serves the larger interests without commercial (participant) bias or interests.
  - Enables shared PIO/SPP goal of transparency and fairness to stakeholders
- Actively engaged in state, regional and interconnection-wide generation, regional market and transmission planning forums.
  - Possess cross-functional expertise and knowledge to support efforts across silos of work
- Participation is motivated by the end state - today's market design and rules must evolve to support tomorrow's technology.
  - A decarbonized grid is essential and the market resource mix is reflective of this move. The economics of an evolving grid warrant change, including regional coordination of energy needs.
- Support a western RTO with the key characteristics of: independence, transparency, ease of access for all clean technologies and participants, customer protection, and state autonomy.



# RECENT MEETINGS WITH PUBLIC INTEREST ORGANIZATIONS (PIOs)

*Working together to responsibly and economically  
keep the lights on today and in the future.*



SouthwestPowerPool



SPPorg



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# RECENT MEETINGS TO DISCUSS ADAPTIVE GOVERNANCE

- January 21, 2022
- February 9, 2022
  - At the February meeting, Steve Gaw (member of the CGC) and David Mindham (SPC liaison to Adaptive Governance) were in attendance to provide their perspective on SPP's governance structure.
- SPP and PIO representatives discussed issues raised by PIOs and straw proposals to be presented to the CGC.

	PIO Recommendation	SPP Explanation of Current State and/or Straw Proposal
<b>Issue 1: Membership in SPP</b>  <i>Make Membership available to a broader pool of stakeholders</i>	<b>1. a.</b> Eliminate withdrawal deposit for PIOs	<p>- Reduce withdrawal deposit to \$12,000 (representing two years of annual membership fee to correspond to the two year notice requirements) for non-load serving, non-Transmission Owners and those entities with no generation in SPP's footprint. <b>The reduced withdraw deposit would not just apply to PIOs.</b></p> <p>- Retain current requirements for \$150k withdrawal deposit for Load Serving Entity's and \$50k withdrawal deposit for generators and Transco's.</p> <p>*Consider using deposit to cover annual dues.</p>
<b>Issue 2: Board Diversity and Independence</b>  <i>Establish a more diverse and independent Board of Directors</i>	<b>2. a.</b> Expand BOD qualifications and nominating committee's search criteria to include "experience in the public interest sector including experience in..."	<p>- Consider adding "experience in <b>integrating</b> new grid technologies/transformation" to list of qualifications</p>
<b>Issue 3: Provide Role for PUC Commissioners</b>	<b>3. a.</b> Allow western commissioners advisory position on RSC until utilities become members of RTO.	<p><b>RSC decision, not RTO decision.</b> Historically, when the SPP RTO's footprint has expanded (Nebraska (2008) and the Integrated System (2015)), the RSC has engaged with new/potential states when the proposals are more concrete/certain. The RSC's outreach helped with smooth transition when new RSC members joined. The outreach took place during the Mountain West Transmission Group effort. This outreach is currently underway with the current RTO-West discussions. If western RTOs decide to join, these efforts will increase.</p>
	<b>3. b.</b> State Commissioner Forum (meetings are closed and membership is limited to RSC states): Provide details of outreach to commissions in western Interconnection	<p><b>RSC decision, not RTO decision.</b> Historically, when RTO footprint proposals are more concrete/certain, future RSC members have engaged with the then existing RSC. As an example, in late 2021, RSC Commissioners had a breakfast with potential western member state commissioners. We expect this to increase after April/May decisions by western utilities.</p>
<b>Issue 4: Improve Transparency</b>	<b>4. a.</b> Open more meetings to the public	<p>- SPP is considered the most open and transparent RTO. As part of this transparency, all Member Forum meetings for the RTO West have been open to the public. All substantive Board policy matters (Revision Request, tariff filings, etc.) are voted on in public.</p>
	<b>4. b.</b> Limit the use of executive sessions	<p>- Section 4.6.5 of the SPP Bylaws provides that executive sessions shall be held as necessary upon agreement of the Board of directors to safeguard confidentiality of sensitive information. Executive session is used by the SPP board to discuss legal issues, compensation, personnel decisions, etc. SPP's 2001 meeting number reflect the limited use of executive sessions.</p>
	<b>4. c.</b> Provide access to meeting recordings	<p>- SPP is considered the most open and transparent RTO. - Meeting materials and minutes are available on SPP.org. - Facilitate discussion about which meetings should be recorded. SPP had 678 stakeholder meetings in 2021. While SPP does not record meetings, some stakeholders have chosen to record.</p>
	<b>4. d.</b> Provide access to meeting materials at least five days in advance of meeting	<p>- SPP's practice is to post meeting materials for all org. groups seven days prior to meetings, with few exceptions.</p>

<b>Issue 5: Minority Positions</b>  <i>Have minority positions fairly considered and addressed</i>	<b>5. a.</b> Include non-member appeals to the BoD along with majority positions	<b>3.10 Appeal</b> "Should any Member or group of Members disagree on an action taken or recommended by any Organizational Group, such Member(s) may, upon written request to the Corporate Secretary, appeal and submit an alternate recommendation to the Board of Directors prior to the next regularly scheduled Board of Directors meeting following such Organizational Group action or inaction." - This option is made available to SPP Members. Currently, SPP has 109 members and 10 independent directors (119 opportunities) that are able to appeal or raise issues to the BOD.
	<b>5. b.</b> Enhance stakeholder process to provide more time to discuss and resolve dissenting viewpoints before going to the BoD	- SPP facilitates hundreds of stakeholder meetings each year (678 in 2021) - SPP's stakeholder process allows for written comments via the Revision Request process. More information on the RR process can be found here: <a href="https://www.spp.org/governance/spp-revision-requests/">https://www.spp.org/governance/spp-revision-requests/</a> - SPP meetings are open to the public for participation.
	<b>5. c.</b> Reduce use of consent agenda by BoD	<b>Section 3.10 Appeals</b> - Any Member or board member (119 opportunities) has the ability to place anything on the consent agenda for the Board of Directors and request any item be pulled from the consent agenda. As a practice, SPP removes items from the consent agenda when requested.
<b>Issue 6: Forums for Addressing RTO Expansion</b>  <i>Monthly Membership Forum</i>	<b>6. a.</b> Provide more substantial updates at meetings	- The Members Forum comprises representatives of SPP's membership. - Monthly meetings are open to the public. - Executive Session is limited to specific topics and has not yet been needed. - Meeting agendas are posted in advance of the monthly meetings.
	<b>6. b.</b> Post draft materials 2-3 weeks in advance of comment deadlines	- Meeting materials are posted 7 days in advance of meetings by practice. - Comment deadlines are often driven by external timelines.
	<b>6. c.</b> Enable Stakeholders to offer meaningful recommendations	- Revision Requests may be submitted by any Market Participant, Transmission Customer, SPP Member, SPP Committee, Task Force or Working Group, staff member of a governmental authority with jurisdiction over SPP or one of its Members, the SPP Market Monitor, SPP staff or an entity designated by a Qualified Entity to submit "on their behalf".
<b>Issue 7: Establish Role for PIOs in RTO Formation and Operation</b>	<b>7. a.</b> Ex officio PIO liaison on RSC	<b>- RSC decision, not an SPP decision.</b> - The RSC 2004 original bylaws included Associate Membership (did not include PIOs). The RSC eliminated the Associate Membership in 2017 because no entity that met the Associate Membership criteria ever asked to join.



**Southwest Power Pool, Inc.**

**SPP Staff Recommendation to the  
Corporate Governance Committee**

**February 17, 2022**

**Revisions to Withdrawal Deposit**

**Background & Analysis**

SPP's Membership Agreement currently provides for two Withdrawal Deposit amounts depending on whether the Member is considered a Load Serving Entity or a Non-Load Serving Entity. To better align the Withdrawal Deposit structure with SPP's changing membership, SPP Staff proposes creating three Withdrawal Deposit categories, as follows:

<b>Member Category</b>	<b>Withdrawal Deposit</b>
<b>Load Serving Entities</b>	\$150,000
<b>Non-Load Serving Entities</b> (Members with only Transmission Assets under the SPP OATT and Members with Generating Facilities)	\$50,000
<b>Other</b> (Members not in either of the above categories, includes PIOs, Consumer Advocates, etc.)	\$12,000

Prior to terminating Membership with SPP, a Member is required to provide notice to the President of SPP of its intent to withdraw at least 24 months in advance of its desired termination date. As such, SPP Staff proposes a Withdrawal Deposit amount of \$12,000 (representing two years of annual Membership Fee) for Members that do not fall into the category of Load Serving or Non-Load Serving to correspond to the two year notice requirement.

**Recommendation**

Direct SPP Staff to develop revisions to SPP's Governing Documents Tariff to reflect an updated Withdrawal Deposit structure consistent with the changes proposed herein and to present those revisions to the CGC for vote at a future meeting.

**Action Requested:** Approve Recommendation

144 FERC ¶ 61,208  
UNITED STATES OF AMERICA  
FEDERAL ENERGY REGULATORY COMMISSION

Before Commissioners: Jon Wellinghoff, Chairman;  
Philip D. Moeller, John R. Norris,  
Cheryl A. LaFleur, and Tony Clark.

Southwest Power Pool, Inc.

Docket Nos. ER13-2031-000  
ER13-2033-000

ORDER ON PROPOSED REVISIONS TO TARIFF,  
BYLAWS, AND MEMBERSHIP AGREEMENT

(Issued September 19, 2013)

1. On July 25, 2013, pursuant to section 205 of the Federal Power Act (FPA),<sup>1</sup> Southwest Power Pool, Inc. (SPP) submitted two companion filings: proposed revisions to the SPP Bylaws and Membership Agreement in Docket No. ER13-2031-000, and proposed revisions to the SPP open access transmission tariff (OATT) in Docket No. ER13-2033-000.<sup>2</sup> SPP's proposed revisions to the SPP Bylaws and Membership Agreement provide, among other things, that members voluntarily withdrawing from SPP are obligated for the costs of transmission facilities approved prior to the member's withdrawal, and that the details of the withdrawing member's rights and obligations will be negotiated between the withdrawing member and SPP. SPP's proposed revisions to the SPP OATT provide that members withdrawing from SPP could be responsible for their share of certain penalty costs assessed against SPP for conduct or events prior to the member's withdrawal. In this order, we conditionally accept the proposed revisions for filing, effective September 23, 2013, as requested, subject to SPP filing additional revisions, as discussed below.

**I. Background**

2. SPP is a regional transmission organization (RTO) headquartered in Little Rock, Arkansas. It administers an OATT providing transmission service over portions of Arkansas, Kansas, Louisiana, Missouri, Nebraska, New Mexico, Oklahoma, and Texas as well as a centralized real-time energy imbalance services market. Since 2005, SPP has

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<sup>1</sup> 16 U.S.C. § 824d (2006).

<sup>2</sup> eTariff links to the proposed revisions are in the Appendix.

allocated across the SPP region some portion of the costs for transmission facility upgrades. The existing SPP Bylaws and Membership Agreement are silent with respect to a withdrawing member's responsibility for the costs of transmission facilities that are allocated prior to a member's withdrawal.

3. The SPP Bylaws and Membership Agreement are also silent as to whether a withdrawing or former member of SPP is potentially liable for its share of costs associated with penalties assessed against SPP by a governmental or regulatory entity incurred as a result of conduct or events that occurred prior to the former member's withdrawal. Similarly, Attachment AP of the OATT, which addresses the potential liability for costs of penalties assessed against SPP by governmental or regulatory entities for violations of NERC reliability standards, is silent as to whether a withdrawing SPP member is potentially liable for penalty costs assessed against SPP for violations that occurred prior to the member's withdrawal.

## **II. SPP's Proposed Revisions to the Bylaws and Membership Agreement (Docket No. ER13-2031-000)**

4. SPP's proposed revisions to the SPP Bylaws and Membership Agreement include provisions stating that a member that terminates its membership in SPP is obligated for the costs of transmission facilities approved prior to the termination of its membership, with the details regarding the rights and obligations regarding cost responsibility and continuing use of facilities to be negotiated between SPP and the withdrawing member at the time of withdrawal.<sup>3</sup> In addition, under the proposed revisions, a withdrawing member must give SPP notice of withdrawal 24 months in advance (instead of the 12-month notice currently required), a member may rescind or supersede its withdrawal notice, and a former member who rejoins SPP may receive credit for part of the obligations it paid on withdrawing.<sup>4</sup> The proposed revisions also require the withdrawing member to post a withdrawal deposit that SPP can use to defray the costs of processing the member's withdrawal.<sup>5</sup> SPP states that the proposed revisions to the SPP Bylaws and Membership Agreement regarding transmission facilities are needed to address concerns that a member withdrawing from SPP will leave remaining members and customers

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<sup>3</sup> SPP July 25, 2012 Filing in Docket No. ER13-2031-000, Transmittal Letter at 2-3, 11-12.

<sup>4</sup> *Id.* at 13-16.

<sup>5</sup> *Id.* at 14-15.

responsible for the costs of transmission facilities built in part to serve the withdrawing member's load that were allocated to that member prior to its withdrawal.<sup>6</sup>

5. The proposed revisions to the SPP Bylaws also specify that a withdrawing member remains liable for its share of costs associated with potential penalties assessed to SPP by governmental or regulatory entities relating to events that occurred while the member was still a member of SPP.<sup>7</sup>

6. In addition, SPP proposes revisions to streamline sections of the Bylaws describing various committees.<sup>8</sup> SPP requests an effective date of September 23, 2013 for all the proposed revisions to the Bylaws and the Membership Agreement.

### **III. SPP's Proposed Revisions to the SPP OATT (Docket No. ER13-2033-000)**

7. SPP's proposed revisions to Attachment AP of the SPP OATT provide that SPP can seek recovery from an entity that has withdrawn from membership in SPP (i.e., a "Terminated Member") for a share of the costs of a penalty imposed on SPP for a violation of a reliability standard if the penalty relates to conduct that occurred prior to the member's withdrawal.<sup>9</sup> SPP requests an effective date of September 23, 2013 for the proposed OATT revisions.

### **IV. Notice of Filings and Responsive Pleadings**

8. Notice of SPP's filings was published in the *Federal Register*, 78 Fed. Reg. 46,937 (2013), with motions to intervene or protests due on or before August 15, 2013. Timely motions to intervene in both proceedings were filed by Midcontinent Independent System Operator, Inc., Western Farmers Electric Cooperative, Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company, and Nebraska Public Power District. Exelon Corporation filed a timely motion to intervene in Docket No. ER13-2033-000. Xcel Energy Services Inc. (Xcel) filed a timely motion to intervene and comments in both proceedings. SPP filed an answer to Xcel's comments. In a letter

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<sup>6</sup> *Id.* at 2, 12-13.

<sup>7</sup> *Id.* at 13.

<sup>8</sup> The proposed revisions are to section 6.1 (Market and Operations Policy Committee); section 6.2 (Strategic Planning Committee); section 6.3 (Human Resources Committee); section 6.4 (Oversight Committee); section 6.5 (Finance Committee); and section 6.6 (Corporate Governance Committee).

<sup>9</sup> SPP July 25, 2013 Filing in Docket No. ER13-2033-000, Transmittal Letter at 4.

dated August 20, 2013, the Louisiana Public Service Commission (Louisiana Commission) requests that the Commission delay action on the filings until the Louisiana Commission and other state commissions have reviewed the filings and determined whether to intervene formally or to file comments.

### **1. Xcel's Comments**

9. Xcel generally supports the proposed revisions but notes concerns in three areas. First, regarding the proposal to revise the SPP Bylaws and Membership Agreement to provide for SPP and the withdrawing member to negotiate the withdrawing member's transmission facility cost obligations, Xcel supports the proposal as long as the negotiated arrangement is filed with the Commission for approval.<sup>10</sup> Xcel asserts that if the negotiated arrangement is not required to be filed with the Commission, then SPP members and market participants, who will bear the costs of the negotiated arrangement, will not have an opportunity to weigh in on whether it is just and reasonable.<sup>11</sup> Xcel also believes that a negotiated arrangement should not necessarily require the withdrawing member to be responsible financially for its current load ratio share of the cost of the transmission assets approved during its membership period for the entire remaining life of those assets, because the load of remaining SPP members will increase over time, effectively replacing a former member's use of the system.<sup>12</sup> Xcel further asserts that the negotiated arrangement should allow for analysis of compensation not only from the withdrawing member, but also from SPP and the remaining SPP members to the withdrawing member.<sup>13</sup>

10. Second, Xcel argues that the proposed revision increasing the notice period for withdrawal from 12 months to 24 months could, under certain circumstances, impose out-of-cycle planning costs on a withdrawing member.<sup>14</sup> Xcel asks that the Commission specify either that a shorter withdrawal notice period could be part of the negotiated arrangement, or that the Commission would consider a request for a waiver of the

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<sup>10</sup> Xcel August 15, 2013 Comments in Docket Nos. ER13-2031-000 and ER13-2033-000, at 4-5.

<sup>11</sup> *Id.* at 5.

<sup>12</sup> *Id.*

<sup>13</sup> *Id.* at 5-6.

<sup>14</sup> *Id.* at 6.

24-month notice requirement, to ensure that the costs imposed on the withdrawing member are just and reasonable.<sup>15</sup>

11. Third, regarding SPP's proposed withdrawal deposit, Xcel argues that it is inconsistent with SPP's not requiring any such deposit for new SPP members, even though adding a new member's load to the software and databases would cause SPP to incur similar administrative costs to removing a member's load.<sup>16</sup> In addition, Xcel asserts that the administrative activities that the withdrawal deposit is supposed to cover are already being recovered through the SPP administrative fee. Therefore, Xcel asks that the Commission specify that SPP is to account for the withdrawal deposit money as revenue offsetting the SPP administrative fee.<sup>17</sup>

## 2. SPP's Answer

12. Regarding Xcel's request that the Commission clarify that SPP is required to file any negotiated arrangement for approval with the Commission, SPP states that such clarification is not necessary, because SPP is required to file any withdrawal with the Commission for approval, pursuant to the Membership Agreement<sup>18</sup> and Commission precedent.<sup>19</sup> SPP explains that any withdrawal application would include any withdrawal agreements that affect the rates, terms, and conditions of future jurisdictional service.<sup>20</sup>

13. Regarding Xcel's concern about a withdrawing member's load ratio share, SPP explains that the proposal allows SPP and the withdrawing member flexibility to

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<sup>15</sup> *Id.* at 6-7.

<sup>16</sup> *Id.* at 7.

<sup>17</sup> *Id.* at 8.

<sup>18</sup> SPP August 30, 2013 Answer in Docket Nos. ER13-2031-000 and ER13-2033-000, at 4 (citing section 4.2.2(a) of the Membership Agreement).

<sup>19</sup> *Id.* at 4-5 (citing, *inter alia*, *Guidance on Regional Transmission Organization and Independent System Operator Filing Requirements under the Federal Power Act*, 104 FERC ¶ 61,248, at P 2 (2003); *Louisville Gas and Elec. Co.*, 114 FERC ¶ 61,282, at PP 3, 27 (2006), *clarified sub nom. E.On U.S. LLC* 116 FERC ¶ 61,020 (2006)).

<sup>20</sup> *Id.* at 5.

negotiate a just and reasonable method for determining the withdrawing member's financial obligations.<sup>21</sup>

14. Regarding Xcel's comment that SPP's proposal should be clarified to allow for the possibility of the withdrawing member receiving compensation for facilities, SPP answers that Xcel's requested clarification is not necessary. SPP explains that the proposed revisions to the Bylaws and the Membership Agreement refer to rights, as well obligations, to be honored by SPP and the terminated member.<sup>22</sup>

15. In response to Xcel's concern that replacing the current 12-month withdrawal notice period with the proposed 24-month notice period could impose extraordinary transmission costs or other out-of-cycle costs on the withdrawing member, SPP states that the purpose of adopting a longer notice period is to ensure the member's withdrawal is considered in SPP's Integrated Transmission Plan (ITP) process, to prevent the approval of unnecessary or unwarranted transmission facilities.<sup>23</sup> SPP explains that its 20-year and 10-year assessments occur in alternating 18-month periods during the three-year planning cycle, so a 24-month notice period will ensure that a member's withdrawal is factored into each assessment.<sup>24</sup> SPP also notes that the arrangement negotiated between SPP and the withdrawing member will include a list of facilities included in the member's withdrawal obligations, and if the member believes a withdrawal obligation is unreasonable, the withdrawing member can seek relief from the Commission.<sup>25</sup> SPP further notes that a notice period shorter than 24 months would let a member submit a withdrawal notice in order to avoid responsibility for large-scale transmission expansion considered in the ITP process.<sup>26</sup>

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<sup>21</sup> *Id.* at 5-6.

<sup>22</sup> *Id.* at 6 (citing proposed section 8.7.3 of the Bylaws; proposed section 4.3.3A of the Membership Agreement; *Midwest Indep. Transmission Sys. Operator, Inc.*, 135 FERC ¶ 61,204, at PP 1, 13 (2011)).

<sup>23</sup> *Id.* at 7.

<sup>24</sup> *Id.*

<sup>25</sup> *Id.* at 8.

<sup>26</sup> *Id.* at 9.

16. SPP also argues that Xcel's requests concerning the proposed withdrawal fee and deposit should be rejected.<sup>27</sup> According to SPP, Xcel is wrong to assert that SPP's proposal to assess a withdrawal fee is inconsistent with SPP's current practice of not assessing a fee for the costs associated with integrating a new member, because withdrawing members are not similarly situated to prospective members. SPP explains that under the Membership Agreement, an entity joining SPP undertakes financial obligations, including payment of the annual membership fee.<sup>28</sup> SPP also argues that the Commission should reject Xcel's suggestion that the withdrawal fee be accounted for as an offset to the SPP administrative charge.<sup>29</sup> SPP asserts that the costs associated with a withdrawal will not be recovered through SPP's administrative charge, so the costs should be accounted for separately from the administrative charge.

## V. Discussion

### 1. Procedural Matters

17. Pursuant to Rule 214 of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.214 (2013), the timely, unopposed motions to intervene serve to make the entities that filed them parties to these proceedings. Rule 213(a)(2) of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.213(a)(2) (2013), prohibits an answer to a protest unless otherwise ordered by the decisional authority. We will accept SPP's answer because it has provided information that assisted us in our decision-making process. In light of the 60-day deadline for Commission action on these filings, we are unable to grant the Louisiana Commission's request to defer action on these filings.<sup>30</sup>

### 2. Commission Determination

18. We conditionally accept SPP's proposed revisions to the SPP Bylaws and Membership Agreement and to the SPP OATT, effective September 23, 2013, as

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<sup>27</sup> *Id.* at 9-10.

<sup>28</sup> *Id.* at 10.

<sup>29</sup> *Id.*

<sup>30</sup> See, e.g., *Southern Company Services, Inc.*, 60 FERC ¶ 61,297, at 62,065 (1992) (citing FPA section 205(d), 16 U.S.C. § 824d(d) (2006); *Indiana & Michigan Electric Co v. FPC*, 502 F.2d 336, 341 (D.C. Cir. 1974), *cert. denied*, 420 U.S. 946 (1975)); *see also PJM Interconnection, L.L.C.*, 85 FERC ¶ 61,111, at 61,413 (1998).

requested. The proposed revisions outline the rights and obligations of a member upon voluntary withdrawal in a manner that is just, reasonable and not unduly discriminatory to the withdrawing member and to SPP, the remaining SPP members, and SPP market participants. However, the proposed revisions are unclear regarding whether non-transmission owning members would be obligated for costs of transmission facilities approved before their withdrawal.<sup>31</sup> Therefore, we direct SPP to file, within 30 days of the date this order issues, revisions to clarify that the withdrawal obligation for the costs of transmission facilities is limited to transmission owning members.

19. In response to Xcel's concern, to the extent the negotiated arrangements affect the rates, terms, and condition of jurisdictional service, SPP must file them with the Commission. As SPP points out, SPP must file any withdrawal with the Commission for approval. We also agree with SPP that the proposal provides flexibility to consider factors such as changes to the withdrawing member's load ratio share over time in the determination of a just and reasonable withdrawal obligation. In addition, in response to Xcel's argument that the negotiated arrangement should allow for analysis of compensation to the withdrawing member as well as from the withdrawing member, provisions in both the Bylaws and the Membership Agreement refer to the negotiated arrangement as establishing the "rights" as well as the "obligations" of the withdrawing member, so the negotiated agreement should allow for the analysis of compensation to the withdrawing member. In addition, regarding the proposed 24-month notice requirement for withdrawal, we agree with SPP's assertion that a 24-month notice period is reasonable in light of the various assessment cycles in SPP's ITP process. However, the Commission will consider any requests for waiver of the notice requirement.

20. The Commission will also accept the proposed revisions providing for a withdrawal fee and deposit. As SPP notes, the withdrawal deposit will not only ensure that SPP's costs for processing a withdrawal are not imposed on remaining members and market participants, but will also discourage frivolous withdrawal notices. We also find that SPP is not required to account for the withdrawal deposit (after true-up) as an offset to the SPP administrative fee. As SPP explains in its answer, the SPP administrative fee would not recover the administrative costs of processing the withdrawal of a member's facilities or load. Therefore, the withdrawal costs should not be accounted for as an offset to the SPP administrative fee.

The Commission orders:

(A) SPP's proposed revisions to the SPP Bylaws and Membership Agreement are conditionally accepted for filing, as discussed in the body of this order.

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<sup>31</sup> See, e.g., *PJM Interconnection, L.L.C.*, 135 FERC ¶ 61,198, at PP 59-61 (2011).

Docket Nos. ER13-2031-000 and ER13-2033-000

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(B) SPP is directed to submit, within 30 days of the date this order issues, additional revisions, as discussed in the body of this order.

(C) SPP's proposed revisions to the SPP OATT are accepted for filing, as discussed in the body of this order.

By the Commission.

( S E A L )

Nathaniel J. Davis, Sr.,  
Deputy Secretary.

## APPENDIX

eTariff links to proposed revisions to SPP Bylaws and Membership Agreement:

[Southwest Power Pool, Inc., FERC FPA Electric Tariff, Governing Documents Tariff, Table of Contents, Bylaws Table of Contents, 0.0.1](#)  
[Table of Contents, Bylaws Table of Contents, 1.1.0](#)  
[Section 1 Definitions, Bylaws 1.0 Definitions, 1.0.0](#)  
[Section 6.1, Bylaws 6.1 Markets and Operations Policy Committee, 1.0.0](#)  
[Section 6.2, Bylaws 6.2 Strategic Planning Committee, 1.0.0](#)  
[Section 6.3, Bylaws 6.3 Human Resources Committee, 1.0.0](#)  
[Section 6.4, Bylaws 6.4 Oversight Committee, 1.0.0](#)  
[Section 6.5, Bylaws 6.5 Finance Committee, 1.0.0](#)  
[Section 6.6, Bylaws 6.6 Corporate Governance Committee, 1.0.0](#)  
[Section 8.7, Bylaws 8.7 Financial Obligation of Withdrawing Members, 1.0.0](#)  
[MA Table of Contents, MA Table of Contents, 0.0.1](#)  
[MA Table of Contents, MA Table of Contents, 1.1.0](#)  
[Section 1.0, MA 1.0 Definitions, 2.0.0](#)  
[Section 4.2, MA 4.2 Termination Procedures and Effective Dates, 1.0.0](#)  
[Section 4.3, MA 4.3 Obligations Upon Termination, 1.0.0](#)

eTariff link to proposed revisions to SPP OATT, Attachment AP:

[Southwest Power Pool, Inc., FERC FPA Electric Tariff, Open Access Transmission Tariff, Sixth Revised Volume No. 1, Attachment AP, Attachment AP Allocation of Costs Associated With ..., 1.0.0](#)

Document Content(s)

ER13-2031-000.DOCX.....1-10



**Southwest Power Pool, Inc.**

**SPP Staff Recommendation to the  
Corporate Governance Committee**

**February 17, 2022**

**Revisions to Board of Director Qualifications**

**Background & Analysis**

To proactively address necessary changes in SPP's governance and implement the Adaptive Governance Model set forth in the 2021-2026 Strategic Plan, SPP Staff recommended several initiatives for the CGC in 2022. One of those initiatives was to "Review Board of Directors qualifications as stated in Section 4.2.2 of the SPP Bylaws to ensure the qualifications are relevant and representative of SPP."

Section 4.2.2 of the SPP Bylaws currently provides the following:

Directors shall have recent and relevant senior management expertise and experience in one or more of the following disciplines: finance, accounting, electric transmission or generation planning or operation, law and regulation, commercial markets, and trading and associated risk management.

SPP Staff recommends that as part of the CGC's Adaptive Governance initiatives, it consider including the following as a desired qualification: "*experience in integrating new grid technologies/grid transformation.*" By updating the Board of Directors qualifications provided in the SPP Bylaws, the CGC will enable the formation of a more diverse and independent Board of Directors that is representative of SPP's changing grid and membership.

**Recommendation**

Direct SPP Staff to develop revisions to SPP's Governing Documents Tariff to reflect the updated Board of directors qualifications provided herein, and to present those revisions to the CGC for vote at a future meeting.

**Action Requested:** Approve Recommendation



**Southwest Power Pool, Inc.**  
**Corporate Governance Committee**  
**February 17, 2022**  
**Sector Representation**

Current Sectors and Members	
Alternative Power	Advanced Power Alliance American Clean Power Association ( <b>Membership Pending</b> )
Public Interest ( <i>e.g., Consumer Advocates, Environmental Groups and Citizen Participation</i> )	Lignite Energy Council
Large Retail	<u>Large Energy Users</u> Google Energy LLC Walmart Inc.  <u>Gas Industry</u> Continental Resources Southern Star Central Gas Pipeline, Inc.

# Nomination Form

## Members Committee

<b>Nominee Name &amp; Title:</b>	Jim Staggs
<b>Company:</b>	Walmart Inc.
<b>Type of Experience &amp; Responsibilities with Company:</b>	Supervise the preparation and submit all applicable regulatory filings and reports for energy issues. manage Walmart's efforts to influence the development of energy market rules and procedures at the RTO, State, and Federal level. Manage wholesale energy requirements for Wal-Mart's facilities in, PJM, and MISO through Texas Retail Energy, Walmart's self-supply business model. Manage the third-party supplier deregulated procurement for electricity for Walmart's U.S. facilities. Manage Walmart's demand response activities and program participation in all markets across the US.
<b>Nominee's Phone Number &amp; Email Address:</b>	479-321-9864 <a href="mailto:jstaggs@texasretailenergy.com">jstaggs@texasretailenergy.com</a>
<b>Nominated by:</b>	Jim Staggs
<b>Sector Nominated For:</b>	Large Retail
<b>Affiliate(s):</b>	

# Nomination Form

## Members Committee

<b>Nominee Name &amp; Title:</b>	Will Conkling, Head of Data Center Energy, Americas
<b>Company:</b>	Google, LLC
<b>Type of Experience &amp; Responsibilities with Company:</b>	Data center site selection, retail and wholesale energy procurement, electrical infrastructure procurement, utility rate design
<b>Nominee's Phone Number &amp; Email Address:</b>	650-713-1434, <a href="mailto:wconkling@google.com">wconkling@google.com</a>
<b>Nominated by:</b>	Jeff Riles
<b>Sector Nominated For:</b>	Large Retail
<b>Affiliate(s):</b>	Alphabet LLC, Google Energy LLC

Members Committee (24 Members) (3 Year Term)			
Vacancies (In Red)			
Investor Owned Utility Sector (6 Seats)			
Sector	Representative	Company	Term Expires
IOU	Bleau LaFave	NorthWestern Energy	2022
IOU	Peggy Simmons	Public Service Co. Oklahoma	2022
IOU	Tim Wilson	Liberty Utilities (Empire District)	2024
IOU	Denise Buffington	Evergy Companies	2024
IOU	David Hudson	SPS/Xcel Energy	2023
IOU	Usha Turner	Oklahoma Gas & Electric Company	2023
Cooperative Sector (5 Seats)			
Sector	Representative	Company	Term Expires
Cooperative	Stuart Lowry	Sunflower	2022
Cooperative	Tom Christensen	Basin Electric	2022
Cooperative	Zac Perkins	Tri-County Electric Cooperative	2024
Cooperative	Mike Wise	Golden Spread Electric Cooperative	2024
Cooperative	Joel Bladow	Tri-State Generation & Transmission	2023
Municipal Sector (2 Seats)			
Sector	Representative	Company	Term Expires
Municipal	Chris Jones	City Utilities Springfield	2022
Municipal	Dave Osburn	Oklahoma Municipal Power Authority	2023
Independent Power Producer/Marketers Sector (3 Seats)			
Sector	Representative	Company	Term Expires
IPP/Marketers	Rob Janssen	Dogwood Energy	2022
IPP/Marketers	Kevin Smith	Tenaska Power Services	2024
IPP/Marketers	Betsy Beck	Enel Green Power North America	2023
State Agencies Sector (2 Seats)			
Sector	Representative	Company	Term Expires
State Agencies	Tom Kent	Nebraska Public Power District	2024

State Agencies	Joe Lang	Omaha Public Power District	2023
<b>Federal Power Marketing Agency Sector (1 Seat)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
FPMA	Lloyd Linke	Western Area Power Administration	2023
<b>Independent Transmission Company Sector (1 Seat)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
Transco	Brett Leopold	ITC Great Plains	2022
<b>Large Retail Customer Sector (1 Seat)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
Large Retail	<b>VACANT</b>		<b>2023</b>
<b>Public Interest/Alternative Power Sector (2 Seats)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
Alternative/PI	<b>VACANT</b>		<b>2024</b>
Alternative/PI	Steve Gaw	Advanced Power Alliance	2023
<b>Small Retail Customer Sector (1 Seat)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
Small Retail	<b>VACANT</b>		<b>2022</b>