

Southwest Power Pool
CORPORATE GOVERNANCE COMMITTEE MEETING
September 11, 2008
Teleconference

• M I N U T E S •

Agenda Item 1 – Administrative Items

SPP Chair Nick Brown called the meeting to order at 7:31 a.m. Other members in attendance or represented by proxy were: Jim Eckelberger (Director), Mel Perkins (OG+E), Rob Janssen (Redbud), Cindy Holman (OMPA), and Steve Parr (KEPCo). SPP Staff included Stacy Duckett.

Agenda Item 2 – Nominations for 2009

Nick Brown discussed the process for nominating Directors and Members Committee representatives for election at the Annual Meeting of Members in October (Attachment 1). The Committee discussed nominees for each position pending expiring terms. For the Board of Directors, Mel Perkins moved that Josh Martin and Larry Altenbaumer be nominated for new three-year terms. Steve Parr seconded the motion, which passed unanimously.

For the Members Committee, there are two additional members interested in the Investor Owned Utilities seat. Following group discussion, Rob Janssen moved that Mel Perkins, Steve Parr, Cindy Holman, and Rick Wolfinger be nominated for new three-year terms. Cindy Holman seconded the motion, which passed unanimously.

Agenda Item 3 – Organizational Effectiveness

Stacy Duckett reviewed a schedule for the 2009 series of surveys (Attachment 2). Ms. Duckett also noted the SPP Organizational Group Chairs and Secretaries workshop to be held in Little Rock, on November 20 - 21.

Agenda Item 4 – Future Meetings

Nick Brown noted pending SPP Bylaws revisions and a new project to review the Membership Agreement revisions at the next live meeting. The Committee determined to meet December 10 in Dallas. The Committee will also discuss alternative dates for the September 2009 meeting.

Mr. Brown thanked everyone for participating and adjourned the meeting at 7:49 a.m.

Respectfully submitted,

Stacy Duckett, Secretary



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• A G E N D A •

7:30 a.m. – 8:00 a.m. CDT

1. Call to Order and Administrative Items Nick Brown
2. Nominations for 2009..... Nick Brown
 - a. Board of Directors
 - b. Members Committee
3. Organizational Effectiveness Stacy Duckett
 - a. Survey Schedule
 - b. Chairs/Secretaries Workshop
4. Future Meetings Nick Brown
 - 2009
 - March 5
 - September 10

Relationship-Based • Member-Driven • Independence Through Diversity
Evolutionary vs. Revolutionary • Reliability & Economics Inseparable

SPP BOARD OF DIRECTORS

| | TERM EXPIRES |
|-------------------|---------------------|
| Phyllis Bernard | 2010 |
| Nick Brown | N/A |
| Jim Eckelberger | 2009 |
| Julian Brix | 2010 |
| Josh Martin | 2008 |
| Larry Altenbaumer | 2008 |
| Harry Skilton | 2009 |

Class of 2008

Josh Martin
Larry Altenbaumer

Class of 2009

Jim Eckelberger
Harry Skilton

Class of 2010

Phyllis Bernard
Julian Brix

SPP MEMBERS COMMITTEE

| SECTOR | | COMPANY | TERM EXPIRES |
|---------------------------------------|----------------|----------------------------------|--------------|
| Investor Owned Utilities | Kelly Harrison | Westar | 2010 |
| | Mel Perkins | OG&E | 2008 |
| | Richard Spring | KCPL | 2009 |
| | Stuart Solomon | AEP | 2010 |
| Cooperatives | Steve Parr | KEPCo | 2008 |
| | Gary Roulet | WFEC | 2009 |
| | Gary Voigt | AECC | 2010 |
| | Rick Tyler | NTEC | 2009 |
| Municipals | Jeff Knottek | City Utilities of Springfield | 2010 |
| | Cindy Holman | OMPA | 2008 |
| IPPs/Marketers | Trudy Harper | Tenaska | 2009 |
| | Rob Janssen | Redbud | 2010 |
| | Rick Wolfinger | Constellation | 2008 |
| State/Federal Agencies | Kevin Easley | GRDA | 2009 |
| Large Retail Customer | vacant | | 2008 |
| Small Retail Customer | vacant | | 2010 |
| Public Interest/ Alternative Power | vacant | | 2008 |
| | vacant | | 2009 |

Class of 2008

Mel Perkins
 Steve Parr
 Cindy Holman
 Rick Wolfinger
 Lg. Retail (vacant)
 Publ Int/Alt Pwr (vacant)

Class of 2009

Richard Spring
 Gary Roulet
 Rick Tyler
 Trudy Harper
 Kevin Easley
 Publ Int/Alt Pwr (vacant)

Class of 2010

Kelly Harrison
 Stuart Solomon
 Gary Voigt
 Jeff Knottek
 Rob Janssen
 Sm. Retail (vacant)

SPP 2008 Survey Schedule

| Survey | Audience | Launch | Close | Comments |
|--------------------------|---|---------------|--------------|---|
| Org Group Surveys | Rostered members of each organizational group | Sept 15 | Sept 26 | Oct 20 – Analysis due from Market Search Nov 20 – Results presented at Chairs/Secretaries workshop |
| Stakeholder Satisfaction | Members, Customers, Regulators | Oct 30 | Nov 14 | Dec 2 – Analysis due from Decision Wise Dec 9 – Results presented at BOD meeting |
| BOD Survey | Directors and Members Committee | Nov 10 | Nov 21 | Dec 9 – Results presented at BOD meeting |