



Organization of MISO States

**ORGANIZATION OF MISO STATES, INC.
Executive Committee Meeting Minutes
March 26, 2009**

Approved April 23, 2009

Lauren Azar, President of the Organization of MISO States, Inc. (OMS), called the March 26, 2009 meeting of the OMS Executive Committee to order via conference call at approximately 1:00 p.m. (CDT). The following directors participated in the meeting:

President – Lauren Azar, Wisconsin
Vice President – Valerie Lemmie, Ohio
Secretary – Brian DeKiep, proxy for Greg Jergeson, Montana
Commissioner at Large – Bill Bowker, proxy for David Armstrong, Kentucky
Treasurer – Tom Pugh, Minnesota

Others present on the conference call:

Bob Pauley – Indiana
Parveen Baig, Jeff Kaman – Iowa
Randel Pilo – Wisconsin
Bill Malcolm - MISO

OMS Staff - Bill Smith, Julie Mitchell

The directors listed above established the necessary quorum of three (3) Executive Committee members.

Valerie Lemmie moved to approve the minutes from the December 18, 2008 and January 22, 2009 Executive Committee Meetings. Brian DeKiep seconded. The motion passed by unanimous voice vote.

BUSINESS

1. Personnel Reviews - Status

- Valerie Lemmie gave a status update on the personnel review of the Executive Director.
- She has sent a draft version of a forward looking review form to Bill Smith. Bill needs to return it to Valerie.
- There was no review done for 2008 by President Norris. Bill Smith asked if President Azar would be willing to do that. President Azar offered instead to do a mid-year review this year and as well as an end of year review.

- Valerie Lemmie offered to attempt to get input from John Norris and the previous year's Executive Committee members, but it was agreed that a mid-year review was probably the most feasible option.

2 nd 3. Possible Bylaw Amendments to recognize minority state positions and for expedited consideration/e-mail voting.

- President Azar gave a background briefing on the reason for considering possible bylaw changes relating to items #2 and #3. Those potential changes are currently: 1) email voting – to provide for expedited voting by the Board in time sensitive situations; 2) after the fact voting – to expand the time frame in which a state may change its vote on an item; and 3) to incorporate minority state positions into OMS comments. A review of the bylaws determined that bylaws can be amended at any board meeting as long as they are properly noticed. It does not have to take place only at the annual meeting.
- President Azar is asking the Executive Committee to recommend that the full board consider these possible changes.
- Valerie Lemmie recommended forming a working group to review the bylaws for any other places where changes could be considered. It was suggested that the Governance Work Group would be the logical place to assign this task.
- It was agreed to assign the Governance Work Group to review all of the OMS bylaws for any needed changes and then discuss these with the full board at the annual meeting.

4. August Meetings at St. Paul – Bill Smith

There was no sector meeting in April. Bill Smith asked if OMS should pursue a sector meeting with MISO management during the MISO August meetings. Those meetings are from August 18-20. There was general consensus for a sector meeting to be scheduled during the August Meetings.

Administrative Report – Bill Smith

Bill Smith highlighted some administrative details of the CARP meeting on March 27th. Out of the MISO AC meeting, there is continued focus on credit issues and RSG issues, along with the RSG resettlement.

Announcements

- Next OMS regular Board of Directors meeting: **April 9, 2009** at 1:00 pm CDT
- MISO Stakeholder Meeting – Indianapolis, **April 15-16, 2009**
- Next OMS Executive Committee meeting: **April 23, 2009** at 1:00 pm CDT

The meeting adjourned at approximately 1:25 p.m. CDT