

Policy on the Nomination of Board Members – M-RETS, Inc.

Approved by the Board Oct 22, 2013

Purpose - This policy defines the process for the nomination of the members of the M-RETS, Inc. Board of Directors (Board).

Pursuant to the M-RETS Bylaws, the Board shall consist of the following four (4) categories of directors: Government, Industry, Nonprofit, and Renewable Generator/Marketer.

Government Directors shall be nominated pursuant to the guidelines in section 4.4.1 of the Bylaws. Please refer to Appendix A for more detail.

Industry Directors shall be nominated by the Subscriber Group pursuant to the guidelines in sections 4.3.2 and 4.4.2 of the Bylaws. Please refer to Appendix B for more detail.

Nonprofit Directors shall be nominated pursuant to the guidelines in sections 4.3.3 and 4.4.2 of the Bylaws. Nonprofit directors may be self-nominated or nominated by the Governance Committee.

Renewable Generator/Marketer shall be nominated by the Subscriber Group pursuant to the guidelines in sections 4.3.4 and 4.4.2 of the Bylaws. Please refer to Appendix C for more detail.

Success in achieving the goals adopted as part of the MRETS Strategic Plan will depend in part on certain attributes the board wants to highlight as a result of the board self-evaluation survey. Nominees should meet identified target skills.

All nominees will be asked for a resume and statement of interest.

Appendix A
M-RETS Government Director Nomination Policy

Approved by the Board Oct 22, 2013

This appendix is to be used as a guide by the Board in seeking and approving Government Director nominations, as referenced in Section 4.4.1 of the M-RETS Bylaws. If Section 4.4 of said bylaws is edited following the date this policy is approved, the Governance Committee shall review this document for accuracy and recommend changes to the Board if necessary.

Number of Government Directors:

Each state and province participating in M-RETS may nominate one individual to the Board. The goal is to maintain a balanced Board consisting of approximately half Government Directors.

Nomination Process:

For states or provinces already represented on the Board, nominations shall be sought from their governments upon the expiration of their respective terms. For eligible states or provinces not represented on the Board, nominations may be sought from time to time with the Board's approval. The Governance Committee shall, with the Board's approval, determine when to seek nominations from new states and/or provinces.

In seeking nominations, the Governance Committee shall outline and the President shall submit a request to the proper agency detailing the commitment required and preferred qualifications of the nominee. The nominee must be a program administrator or employee of the state or province. All nominees shall submit a resume and statement of interest. Nominees or their employers shall submit a letter from their employer confirming that the employer is supportive of the role and time commitment involved with serving on the Board.

The Governance Committee shall consider nominees made by the state or province and make a recommendation subject to the Board's approval.

Timeline:

Governance Committee and President seek nominations	– no later than May 1
Government Agency submits nominee	– no later than July 1
Board votes on nominations	– no later than September 1

Terms:

Terms shall be 3 years in length under normal circumstances. The Governance Committee may, with the Board's approval, recommend a 1 or 2 year term under extenuating circumstances, such as a request by the nominee's employer or in an attempt to balance certain Board skills or backgrounds.

Appendix B

M-RETS Board Industry Director Nomination Process

Adopted by Subscriber Group October 10, 2011

Approved by the Board Oct 22, 2013

This process is provided as a guide for the Industry Director nomination process mentioned in the Midwest Renewable Energy Tracking System, Inc. (M-RETS) Bylaws Section 4.4.2¹ and the nomination policy adopted by the M-RETS Board November 9, 2009.²

Notification:

The Executive Director of M-RETS will initiate the nomination process by emailing the Subscriber Group Chair requesting nominations at least two months prior to the end of the term of an Industry Director.

Industry Nomination:

The Subscriber Group Chair (or M-RETS Administrator on behalf of Chair) will solicit nominations from the applicable industry group (Investor Owned Utilities (IOUs), Cooperative Electric Utilities (Coops), Municipal Utility or Municipal Power Agencies (Muni's)). At a minimum, solicitations will be announced via email.³ Only M-RETS Subscriber representatives participating in M-RETS States and Provinces that have a representative on the M-RETS Board for their state or province (Government Director) may participate in this nomination process. Qualified individuals may nominate themselves or another qualified individual. The nomination period should last approximately two weeks.

Industry Voting:

When nominations are received, the Subscriber Group Chair (or M-RETS Administrator or M-RETS Executive Director on behalf of Chair) will initiate the voting process by emailing the applicable industry group participants the list of nominees, and requesting their vote. Industry voting is not necessary if there is only one Industry nominee. Only participants in M-RETS participating States and Provinces that have a Government Director for their state or province may participate in this voting process. Voting will occur in a reasonable manner that allows convenient participation, such as email response or on-line voting using openly available technology such as www.SurveyMonkey.com. The voting process should last approximately two weeks. The winner of the Industry vote will be communicated by the Subscribers Group Chair to the applicable industry group participants before submitting to the Board as the Industry nominee.

Board Nomination:

¹ “The Board of Directors shall institute a nomination process by which qualified individuals may be nominated to the Board of Directors from the specific groups (identified in Section 4.3) participating in the System with the final slate of candidates elected by vote of the M-RETS Board of Directors at its annual meeting.”

² “Industry Directors shall be nominated by the Subscriber Group pursuant to the guidelines in Section 4.3.2 of the Bylaws.”

³ Subscribers will select a participant group (IOU, Co-op, Muni, or Generator Owner/Marketer) as part of the registration process. This list will be maintained by the M-RETS Executive Director, working as needed with the M-RETS Administrator.

Following the Industry vote, the Subscriber Group Chair will provide the M-RETS Executive Director the Industry candidate's name as the Industry nominee. The Executive Director will then present the candidate's name to the Board for a vote to accept or reject the candidate. If the candidate is rejected, the process begins again starting from Industry Nomination.

Terms:

Terms are set by the M-RETS Board. The Subscriber Group recommends continuing to use three year staggered terms for Industry Directors. If an Industry Director resigns his or her term prior to its conclusion, this process will be used to fill the remainder of the term starting from Industry Nomination. The M-RETS Board at its discretion may choose to appoint temporary Industry Directors as it deems necessary.

Appendix C

M-RETS Board Renewable Generator/Marketer Director Nomination Process

Approved by the Board Oct 22, 2013

This process is provided as a guide for the Renewable Generator/Marketer nomination process mentioned in the Midwest Renewable Energy Tracking System, Inc. (M-RETS) Bylaws Section 4.4.2⁴. If Section 4.4 of said bylaws is edited following the date this policy is approved, the Governance Committee shall review this document for accuracy and recommend changes to the Board if necessary.

Notification:

The Executive Director of M-RETS will initiate the nomination process by emailing the Subscriber Group Chair requesting nominations at least two months prior to the end of the term of the Renewable Generator/Marketer Director. If the position is vacant, the process shall be initiated at least two months prior to the annual elections.

Nomination:

The Subscriber Group Chair (or M-RETS Administrator on behalf of Chair) will solicit nominations from Renewable Generator/Marketer Subscribers. Eligible nominees are meant to bring a marketing background to the Board, while not representing other Subscribers, such as IOUs, cooperatives, municipalities and non-profits. At a minimum, solicitations will be announced via email.⁵ Qualified individuals may nominate themselves or another qualified individual. The nomination period should last approximately two weeks. If no nominations are received, the Board may choose to seek a qualified nominee. If no nomination is made prior to the vote, the position will be vacant until a candidate is nominated and elected.

Voting:

When nominations are received, the Subscriber Group Chair (or M-RETS Executive Director on behalf of Chair) will initiate the voting process by emailing the Renewable Generator/Marketer Subscribers the list of nominees, and requesting their vote. Voting is not necessary if there is only one nominee. Voting will occur in a reasonable manner that allows convenient participation, such as email response or on-line voting using openly available technology such as www.SurveyMonkey.com. The voting process should last approximately two weeks.

Board Nomination:

Following the Renewable Generator/Marketer vote, the Subscriber Group Chair will provide the M-RETS Executive Director the candidate's name as the Renewable Generator/Marketer nominee. The Executive Director will then present the candidate's name to the Board, along with

⁴ "The Board of Directors shall institute a nomination process by which qualified individuals may be nominated to the Board of Directors from the specific groups (identified in Section 4.3) participating in the System with the final slate of candidates elected by vote of the M-RETS Board of Directors at its annual meeting."

⁵ Subscribers will select a participant group (IOU, Co-op, Muni, or Generator Owner/Marketer) as part of the registration process. This list will be maintained by the M-RETS Executive Director, working as needed with the M-RETS Administrator.

a resume and statement of interest, for a vote to accept or reject the candidate. If the candidate is rejected, the process begins again by seeking nominations.

Terms:

Terms shall be 3 years in length under normal circumstances. The Governance Committee may, with the Board's approval, recommend a 1 or 2 year term under extenuating circumstances, such as a request by the nominee's employer or in an attempt to balance certain Board skills or backgrounds.