



WPUI BOARD MEETING

July 18, 2017

P.J. DiStefano called the meeting to order at 1:10 p.m.

Members present: Robert Crain, Ronda Ferguson, John Sumi, Nilaksh Kothari, Steve Peters (on behalf of Rep. Eric Genrich), P.J. DiStefano, Frank Greb, Sarah Justus, Tom Content, Lawrie Kobza, Kira Loehr, Jeff Ripp, Rodney Stevenson

Also present: Lori Sakk, Cara Lee Mahany Braithwait, Scott Williams, Mary Blanchard, Sara Langmack

Members Excused: Brian Rude, Rep. Mike Kuglitsch, Jordan Hemaïdan, Earl Gustafson, Dave Siebert, Deb Erwin, Cheryl Parrino, Ian Coxhead

Sarah Barry is no longer a member.

Meeting Minutes

- Review and approval of both January and May 2017 meeting minutes
- Motion to approve both meeting minutes was made by Frank Greb. Rob Crain seconds.
- Motion carries.

Introductions

- Introduction of Lori Sakk as new WPUI director, introductions of board members
- Discussion of director transition activities, including individual meetings with board members.

Budget

- Discussion of whether to go to calendar vs. fiscal year for reporting budget to the board; board agreed to move to calendar year.
- Lori Sakk agreed to send out a budget estimate for calendar year 2017 later to the board.

Funding Language

- Over the past few board meetings, the board has discussed adopting a written policy regarding the retention of a funding balance. A proposed revision to the charter was provided.
- Nilaksh Kothari moves to approve funding language in the charter as proposed; P.J. Distefano seconds.
- Motion carries.

Program Review

- Reviewed the past and upcoming programs for 2017.
- It was suggested to invite prospective new members to July 21 program at no charge
- Sarah Justus volunteered to serve on the programming committee

- P.J. DiStefano raised concerns if a situation came up where expenses for a program heavily exceeded revenues.
- Sarah Justus suggested that the program committee have a framework for expectations when planning for the year. If a program falls outside those expectations, the director would contact executive committee.
- Director outreach activities were discussed, including external speaking events

Membership

- Five new members joined at \$1000 level.
- Three members didn't renew (one that may still renew).
- One non-profit started paying.
- One member dropped their level (ITC).
- Jeff Ripp and Tom Content were added to membership committee.

Board Membership

- The board had voted online to approve new members and to renew members whose terms expired:
 - Tom Content
 - Sarah Justus
 - Sarah Barry
 - Rep. Eric Genrich
- Sarah Barry is leaving as Customers First! Coalition director – the board agreed to allow new director to serve remaining term.
- Discussion on who might serve as a non-utility energy provider.
 - Joint meeting was proposed between membership and nominations committee to determine who might be a good candidate (could be an opportunity for bringing in a new member organization).

Corporate Membership

- A handout provided to board proposed a new “corporate” level membership of \$12,000, with new benefits.
- Nilaksh Kothari moves to approve the new membership level, but to table discussion of specific membership benefits until the next membership committee meeting. Sarah Justus seconds.
- Motion carries.
- Rob Crain joins membership committee.
- Once new membership benefits are proposed by membership committee, an email vote from board is possible if it needs approval before membership drive.

The board went into closed session for a governance discussion.

Returned to open session: After the Board went back into open session and before the meeting was adjourned, Nilaksh Kothari made a motion that was seconded by Robert Crain and unanimously approved by the Board. Here is the motion:

The Board of Directors of WPU will form (and amend the charter to facilitate if necessary) a Compensation and Performance Committee ("Committee"). The purpose of the Committee will be to provide periodic (at least annually) performance feedback to the Executive Director. The Committee will also, at least annually, review the compensation of the Executive Director. The Committee will be composed of three board members, one of whom will be the Vice Chairman of the Board of Directors and another who will serve as Chairman of the Committee.

Meeting was adjourned at 3:00 p.m.