

## MEETING OF THE BOARD OF DIRECTORS: ANNUAL MEETING – MEETING MINUTES

Commonwealth Edison 440 S. LaSalle St., Chicago, IL – 33<sup>rd</sup> Floor  
June 5th-6th, 2018

### ***Tuesday, June 5<sup>th</sup>***

3:00 pm – 3:15 pm

#### **Welcome and Call to Order** (David)

- Call to Order
- Agenda review
- Review and approval of May Board Meeting Minutes

**Call to Order:** David called the meeting to order at 3:01 p.m. CDT

#### **Roll Call:**

In person:

Marge Anderson

Mark MacCracken

David Goldstein (called meeting to order and then took a call)

Brendan Owens

Val Jensen

Guest, then elected board: Dana Bolton (ComEd visitor) left at 2:50

Nancy Jenkins-Ander

Michael McAteer

Patrick O'Shei joined at 4:13 CDT

Steve Nadel (participated in part of June 6)

Guest: John Wilson

On GoToMeeting/phone:

Peter Turnbull (out at 1:30 for 15 -20 min)

Jeff Harris left June 5<sup>th</sup> at 5:00 pm CDT

Ed McGlynn

Staff:

Ralph DiNola

Amy Cortese

Stacey Hobart

A Quorum was maintained during the meeting

Reviewed Agenda

Val Jensen introduce Dana Bolton as his recommended replacement for his position on the NBI board from ComEd.

#### **VOTE:**

- **MOTION:** Peter made a motion to formally elect Dana Bolton to the NBI Board of Directors.
- Brendon seconded.
- No discussion
- VOTE:
  - All in favor: all Ayes
  - Opposed: no opposed.
  - Abstentions: no abstentions.
- Motion carried

Doug Baston, Clerk and Founding board member, is resigning from the Board of Directors. The board and staff of NBI will formally recognize Doug for his service to NBI.

# Board Meeting Agenda, cont.

Val Jensen resigned from the board.

Approval of the May Virtual Board Meeting Minutes staff recommended that the May Board Meeting Minutes be streamlined prior to approval by the Board.

NBI's focus has been on energy, but quickly transitioning to de-carbonization of electricity and transition of vehicle integration into buildings.

## 3:15 pm – 4:00 pm **CEO Report**

- Core Mission Support Update
- Development Update
- Program Update (with Amy)

Ralph presentation about the past 5 years. Reviewed Core Mission Support

Ralph and Amy provided a Program Update

## 4:00 pm – 5:00 pm **Staff Presentations: Part 1**

- Amy: Advanced Jurisdictions, Oregon Case Study, K-12 Schools
- Stacey: Communications, 2018 and 2019 Forum, Surveys

## 5:00 pm – 5:30 pm **Discussion**

Meeting recessed at 5:50 CDT to continue at 9 am Central.

## ***Wednesday, June 6<sup>th</sup>***

### 8:30 am – 9:00 am **Arrive, Settle In, and Breakfast**

9:00 am – 9:05 am **Welcome and call the meeting out of recess** (David)

9:05 am – 9:15 am **Recap and Discussion of Previous Day**

9:15 am – 10:00 am **The State of Play – Board Member Discussion and Perspectives on the State and Direction of the Industry** (five minutes each and discussion)

- Overview of December discussion
- Current State of Play

10:00 am – 10:15 am **Break**

10:15 am – 11:00 am **Election of Officers, Review of Committees**

### **VOTE: Election of Officers**

- President
- Vice President
- Treasurer
- Clerk
- VOTE: Approve Officers

# Board Meeting Agenda, cont.

## **VOTE: NBI Board Committees**

- Executive Committee
- Finance Committee
- Governance Committee
- VOTE: Approve Committees

## **VOTE: Officer Elections**

- A slate of candidates was offered for a vote on NBI Board Officers
- President: David Goldstein
- Vice President: Michael McAteer
- Treasurer: Ed McGlynn
- Secretary/Clerk: Marge Anderson
- Discussion: Hold another election after Governance Committee has the opportunity to meet and make formal nominations
- **MOTION:** Mark MacCracken moved to approve Officers, Michael seconded
  - All in Favor: all ayes, except David and Marge
  - Opposed: none
  - Abstention: David and Marge abstained
  - Motion carried

## **VOTE: Board Committee Vote**

- The Executive Committee will continue to be composed of the Officers and Ralph
- David called for a motion to form a Governance/Nomination Committee consisting of Patrick, Marge, Peter and David as ex-officio
- **MOTION:** Jeff Harris moved, Mark McCracken seconded.
  - All in favor: Unanimous acceptance.
  - Abstention: Marge abstained.
- **MOTION:** Marge moved to re-affirm the finance committee consisting of David, Michael, Ed, Steve, and Mark. Brendan seconded.
  - All in favor: all ayes
  - Opposed: none
  - Abstain: none
  - Motion carried

11:00 am – 11:30 am **Finance Committee Report and Discussion** (Ed, Ralph, Mary)

- Staff fiscal review and update

11:30 am – 12:00 pm **VOTE: FY 2019 Budget Review and Approval** (Ed, Ralph, Mary)

- Review of FY 2019 Draft Budget
- VOTE: Approval of FY 2019 Budget

**VOTE: FY 2019 Budget**

# Board Meeting Agenda, cont.

- Quorum check – yes, we have quorum
- **MOTION:** recommendation from finance committee to approve budget
  - Discussion: Should we change the fiscal year to calendar year based on cash flow bumps that seem to happen fairly routinely?
  - All in favor: all ayes
  - Opposed: no opposition
  - Abstention: no abstention
  - Motion carried

12:00 pm – 1:00 pm Lunch Break

1:00 pm – 2:00 pm **Program Review, Staff Presentations: Part 2**

- Jim: Advancing Codes, NYSERDA, VT
- Mark: GridOptimal Initiative
- Cathy: Itron Technology Roadmap, ASHRAE Multifamily

2:00 pm – 2:30 pm **NBI Strategic Plan Review and Discussion**

- Review of 2018 KPIs
- Approach for 2019

2:30 pm – 2:45 pm **Break**

2:45 pm – 3:15 pm **Generative Session, Program Approach and Prioritization**

- Conduct generative exercises:
  - Define specific program opportunities for NBI growth
    - Carbon and Carbon Policies
    - Role of Renewables vs EE
    - Grid Optimization
    - ZE Consulting
  - Outline key strategic partnership opportunities
  - Discuss specific NBI and board member organizational partnerships
  - Prioritize activities
  - Define Action Plan

3:15 pm – 3:45 pm **NBI Sustainability and Growth Plan – Review**  
Review and discuss NBI Growth Plan and Staffing Plan

- Reviewed and discussed current growth plan, revenue and staffing

3:45 pm – 4:00 pm **Closing**

- Closing discussion
- Schedule future meetings
- Other Business

4:00 pm **Adjourn Board Meeting** (David)

- The meeting was adjourned at 3:56 pm CDT