

Final - Approved June 13, 2012

Executive Committee Meeting Minutes

January 4, 2012 (teleconference) - 9:00am PST

ATTENDEES:

- Executive Committee: James Goldstene (Chair), Robert Noel de Tilly (Vice Chair), Tim Lesiuk (Secretary), Jean-Yves Benoit (Treasurer)
- Other Directors: Michael Gibbs (alternate for Matthew Rodriguez)
- Other Invited Participants: Bob Fletcher, Edie Chang, Stanley Young, Dave Tiffin, Lee Alter, Lydia Dobrovolny, Patrick Cummins, Annie Mulcahy

James Goldstene convened and facilitated the meeting.

1. Approve Minutes from Previous Executive Committee Meetings

Draft minutes from the November 8, 9, 15, 22, and 29 meetings have been prepared and distributed for review, and those for the December 13 meeting have been prepared but not yet distributed. All minutes are pending final approval by the Committee.

General discussion about whether to the minutes should be posted publically.

DECISION:

- The Committee decided that once formally approved, the Executive Committee Meeting Minutes will be made public. Sensitive issues such as budget or personnel issues will be addressed in closed sessions.
- Tim Lesiuk will work with his staff to prepare outstanding minutes for public release and will be presented for final approval by the Committee at the January 12 Board meeting in San Francisco.

2. Review and Discuss Status of IRS Application for Tax Exempt Status

Patrick Cummins circulated the final draft of the IRS application for tax exempt status and external counsel's response to Director's questions on December 29, 2011 to the Committee. One outstanding issue remains about the usage of the term "members". Some jurisdictions had been planning to enter into "membership agreements" with WCI, Inc. to provide their payments but since WCI, Inc. has no members, external counsel has advised that a different term (e.g. "participants") be used. Jurisdictions are investigating which alternate term will satisfy their internal procurement requirements, but resolution of this issue does not need to delay submission of the application to the IRS.

DECISION:

- The Committee agreed that the application for tax exempt status is ready to submit to the IRS, and directed Patrick Cummins to have Cliff Case submit the application.

3. Update on Status of Screening Applications for Executive Director Position and Selection of Candidates to be Interviewed.

The screening subgroup formed to screen the applicants for the Executive Director position is completing its evaluation of each of the 36 applications received.

DECISION:

- The screening subgroup will meet on Friday, January 6, to compare scoring results and prepare recommendations for the January 12 Board meeting.

4. Update on Procurement Policy, Service Delivery RFP, and Procurement Procedures

California provided an overview of procurement materials circulated in advance of the call.

There are two outstanding issues that need to be resolved before the procurement materials can be presented to the Board for approval. The first issue is the terms and conditions that will be included in the contract. External counsel is finalizing these terms and conditions, which will be incorporated prior to the January 12 meeting. The second issue is whether or not to include the budgeted dollar amount for the contract in the materials that are released with the RFP. The cost estimate is based on a request for information that California issued previously, and the costs RGGI has incurred in hosting their tracking system. The Committee reviewed the pros and cons about including the anticipated costs for the tracking service delivery as part of the procurement.

The Committee also reviewed the WCI, Inc. procurement policy, and discussed the one remaining issue related to the definitive list of conditions for non-competitive procurements.

DECISIONS:

- The Committee agreed to include the budgeted amount for the service delivery costs as part of the RFP.
- The Committee agreed that the WCI, Inc. procurement policy should include the definitive list of conditions in which a non-competitive procurement may be acceptable, and to include a bullet in the list that other circumstances approved by the Board are also acceptable.
- The Committee requested Patrick Cummins to follow up with Cliff Case on the status of the general set of contract terms and conditions.

5. Review and discuss draft agenda for January 12, 2012 Board meeting in San Francisco, and discuss plans for stakeholder meeting

The Committee reviewed the January 12 WCI, Inc. Board meeting agenda, plans for the WCI Partner jurisdictions to hold a stakeholder meeting, and a request to meet with a high-level delegation from the Chinese government.

DECISIONS:

- The Committee agreed to meet with a government delegation from China during the afternoon of January 12.
- The Committee requested Patrick Cummins to circulate a revised Board meeting agenda to reflect Committee discussion.
- The Committee requested Patrick Cummins to confirm whether a representative from Manitoba will be available to attend the WCI Partner jurisdictions' stakeholder meeting.

6. Schedule Finance Committee Call

Members of the Finance Committee identified a time to meet and prepare materials to bring to the January 12 Board meeting.

DECISION:

- The Finance Committee will meet on Friday, January 6, at 10:00 am PST.

The meeting adjourned at 10:40am PST

Next meeting: Tuesday, January 18, 9:00am PST