

Minutes of Board of Directors Meeting

July 9, 2014

The Western Climate Initiative, Inc. Board of Directors (the “Board”) held a meeting on July 9, 2014 by teleconference. The Board considered all the items on the publicly noticed meeting agenda.

The meeting was called to order by the Chair, Matthew Rodriguez, at 1:05 p.m. Pacific Time. Jennifer Major kept the minutes of the meeting. Consecutive interpretation between French and English was provided during the entire session. Five members of the public attended the meeting (by phone). Voting members necessary to establish a quorum were all present.

Attendance (all by phone)

The following Directors were present, constituting a quorum pursuant to the By-Laws:

- Matthew Rodriguez , Chair
- Geneviève Moisan, Vice Chair
- Tim Lesiuk, Secretary
- Michael Gibbs acted as alternate for Mary Nichols, Treasurer from the second agenda item forward
- Jean-Yves Benoit
- Alain Houde (non-voting)

Also present were:

- Mark Wenzel, State of California
- Michael Bedard, (for Assemblymember Skinner)
- David Tiffin, Province of Ontario
- Patrick Cummins, WCI, Inc. Executive Director
- Lee Alter, WCI, Inc. Project Manager
- Bryan Lopuck, Lionbridge translator
- Jennifer Major, Ross Strategic

Mr. Rodriguez opened the meeting.

I. Approve May 2 and May 14 Board Meeting Minutes

Mr. Rodriguez asked for comments on the minutes from Board Members; there were none. Ms. Moisan made a motion to approve the May 2 and May 14 minutes; the motion was seconded by Mr. Lesiuk and unanimously approved by the Board.

II. Review and Approve Funding Agreement with the Ministry of Sustainable Development, Environment, and the Fight against Climate Change (MDDELCC) of Quebec

Mr. Cummins gave a brief history of the agreement. At the 2013 annual Board meeting, the Board adopted the budget. Funding to support the budget is provided by the state of California and province of Quebec, who are in agreement as to how costs will be shared. The first agreements covered 2012 and 2013 and the new agreements cover 2014 and 2015. The California funding agreement was presented and approved by the Board at the Board's May 2014 meeting, and today the Board is presented with the second funding agreement from Quebec.

Ms. Moisan noted that the agreement was put forward by Quebec Council of Ministers to authorize funding for years 2014 and 2015 for a total amount of \$1,937,024 (US), which is in addition to funding already paid to WCI, Inc. in fiscal years 2012 and 2013. Following Board approval, Quebec expects to send a payment of \$968,512 (US) for 2014 within 30 days. The 2015 payment will be made in the first quarter of 2015, also for \$968,512. An updated English version of the Quebec funding agreement was posted to WCI, Inc. website to reflect minor translation corrections.

Hearing no questions from Board members or the public, Mr. Rodriguez expressed his thanks to Quebec for the financial assistance needed for WCI, Inc. to continue its work.

Mr. Rodriguez made a motion to approve the agreement; the motion was seconded by Tim Lesiuk and unanimously approved by the Board.

III. WCI, Inc. Budget Review

When the Board adopted the 2014 – 2015 budget at its annual meeting in December 2013, there was a stipulation in the budget that the Board would review the budget after the California legislature and Quebec Executive Council took action on their budgets. Now that both entities have taken such action, the Board is ready to conduct a review. A primary objective of the review is for the jurisdictions is to confirm that the funding is available.

Budget reviews from now forward will be conducted such that a one-year budget will be in place along with a prospective budget for the following year. Beginning with the annual meeting later this year (likely in September), the Board will consider a 2015 budget and whether changes are needed, and WCI, Inc. will develop a prospective budget for 2016. Mr. Cummins agreed that this was a good approach; further discussion will take place at the annual meeting. There were no questions from the Board or public.

Mr. Cummins reported that WCI, Inc. is within budget for 2014. Each month the Finance Committee receives all of the organization's financial reports which include expenses to date as well as projections to the end of the year. At current projections, WCI, Inc. is within and somewhat under budget for calendar year 2014.

IV. Executive Director's Report

Following Mr. Cummins' move to half-time status effective June 1, 2014, a vacancy announcement for the Executive Director position was issued and, up until the June 30th closing date, a number of applications were received. At this time, the Board is asked to designate a committee to review the applications, conduct initial telephone interviews, and then come back to the Board with recommendations on next steps. Mr. Rodriguez agreed with this proposal and authorized formation of a committee to begin the process, with recommendations to the Board in writing prior to the next Board meeting. One member from each jurisdiction was nominated: Michael Gibbs (CA), Jean-Yves Benoit (QC), and Tim Lesiuk (BC). Each nominee agreed to participate as members of the Executive Director hiring committee. The due date for the committee's report with recommendations to the Board is August 15, 2014. The next Board meeting will be held later in August.

There were no comments or questions from Board members or members of the public.

Mr. Cummins then discussed the existing service contracts that will expire in 2015. The Board asked in May that work begin now on the procurement process. The technical and program staff from the jurisdictions have begun the process to define the specifications for services going forward. One option is to obtain additional staff support for this effort, possibly through a contractor or consultant. While there is no recommendation to the Board today, there may be a recommendation at the next Board meeting for WCI, Inc. to obtain additional staff support to assist with the procurement process over the next year and a half.

There were no comments or questions from Board members or members of the public.

V. Date and Location for Annual Meeting

Ms. Moisan invited Board members to Quebec for the next annual meeting if the members agree and are willing to come. Mr. Rodriguez said meeting in Quebec would be appropriate because the last year's meeting was held in California. The Board members accepted the invitation and Mr. Cummins volunteered to identify the best date. Due to potential conflicts with other meetings and commitments, the meeting will likely be held in late September.

There were no comments or questions from Board members or members of the public.

VI. New Business

None presented. No further questions or comments.

VII. Adjourn Board Meeting

Mr. Gibbs moved to adjourn and Mr. Benoit seconded. On a unanimous voice vote, the meeting adjourned at 1:55 pm Pacific Time on July 9, 2014.

Respectfully submitted,

Tim Lesiuk, Secretary