

Final – Approved May 8, 2013

Minutes of Board of Directors Meeting

February 13, 2013

A special meeting of the Directors of the Western Climate Initiative, Inc. (the “Board”) was held in executive session via teleconference on February 13, 2013, pursuant to written notice sent to each Director.

The meeting was called to order as an executive session by the Chair, Matthew Rodriguez, at approximately 11:05 a.m. Pacific Time. Lydia Dobrovolny kept the minutes of the meeting.

Attendance

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

- Matthew Rodriguez (Chair)
- Charles Larochelle (Vice Chair)
- Mary Nichols (Treasurer)
- Tim Lesiuk (Secretary)
- Jean-Yves Benoit
- Jessica Verhagen (alternate for James Mack)
- Michael Bedard (alternate for Nancy Skinner, non-voting)

Also present were:

- Michael Gibbs and Mark Wenzel, State of California
- Kip Lipper, California State Senate Staff
- Patricia Russell, Province of British Columbia
- Dave Tiffin, Province of Ontario
- Patrick Cummins, WCI, Inc. Executive Director
- Lydia Dobrovolny, Ross Strategic

Employee Handbook

Following review and discussion of the employee handbook, Ms. Nichols made a motion to approve the handbook, subject to legal review. Mr. Lesiuk seconded the motion, and the Board unanimously approved the motion.

(NOTE: The final version of the handbook was posted to the WCI, Inc. website on April 15.)

Hiring of the Executive Director

Mr. Cummins was not present for this portion of the meeting.

The Board reviewed the process of hiring an executive director for WCI, Inc. Mr. Cummins has served as the WCI, Inc. Executive Director on an interim basis since September 1, 2012. In December, the Board decided to prepare an offer to retain Mr. Cummins as the organization's Executive Director. Materials describing the offer to Mr. Cummins were reviewed and discussed by the Board.

Ms. Nichols left the meeting at noon. Mr. Gibbs, her alternate, took her place.

Following a motion and a second that WCI, Inc. extend an offer of employment to Mr. Cummins to serve as the Executive Director of WCI, Inc. per the terms described in the materials, the Board unanimously agreed to extend the offer to Mr. Cummins.

The Board invited Mr. Cummins to rejoin the meeting and extended the offer, which was accepted by Mr. Cummins.

Adjournment

There being no other business to come before the Board and upon unanimous consent, the meeting adjourned at 12:20 p.m. Pacific Time.

Respectfully submitted,



Tim Lesiuk, Secretary