

Board Meeting Minutes—171st Meeting

December 13, 2019

Board members present: Ernesto Fonseca, Roger Hamilton, Lindsey Hardy, Eric Hayes, Elee Jen, Mark Kendall, Debbie Kitchin, Henry Lorenzen, Alan Meyer, Roland Risser, Letha Tawney (Oregon Public Utility Commission ex officio), Ruchi Sadhir for Janine Benner (Oregon Department of Energy special advisor)

Board members absent: Susan Brodahl, Melissa Cribbins, Anne Root

Staff attending: Cheryle Easton, Michael Colgrove, Emily Findley, Wendy Bredemeyer, Debbie Menashe, Amber Cole, Fred Gordon, Peter West, Thad Roth, Tyrone Henry, Betsy Kauffman, Amanda Potter, Sue Fletcher, Dan Rubado, Phil Degens, Mark Wyman

Others attending: Joe Marcotte (TRC), Jason Klotz (Portland General Electric), Anna Kim (OPUC, by phone), Christine Chin Ryan (Synergy Consulting), Victoria Lara (Synergy Consulting), Jim Owens (Synergy Consulting), John Charles (Cascade Policy Institute)

Business Meeting

Roger Hamilton called the meeting to order at 10:01 a.m. and reminded the board that consent agenda items can be changed to regular agenda items at any time.

General Public Comments

There were no public comments.

Consent Agenda

The consent agenda may be approved by a single motion, second and vote of the board. Any item on the consent agenda will be moved to the regular agenda upon the request from any member of the board.

RESOLUTION 881 CONSENT AGENDA

The consent agenda may be approved by a single motion, second and vote of the board. Any item on the consent agenda will be moved to the regular agenda upon the request from any member of the board.

MOTION: Approve consent agenda

- October 16, 2019, Budget Workshop Minutes
- October 28, 2019, Board Meeting Minutes
- Diversity, Equity and Inclusion Policy 4.08.000-P (R885)
- Approve Use of Contingency Funds up to \$15,000 (R893)

Motion by: Debbie Kitchin

Seconded by: Eric Hayes

Vote: In favor: 10

Abstained: 0

Opposed: 0

**RESOLUTION 885
DIVERSITY, EQUITY AND INCLUSION POLICY**

WHEREAS:

1. Energy Trust’s board Policy Committee has reviewed proposed revisions to the Diversity, Equity and Inclusion Policy at its meeting on November 14, 2019, and recommends slight updating revisions to the policy language.

It is therefore **RESOLVED** that the Energy Trust Diversity, Equity and Inclusion Policy is revised as shown below.

Moved by:

Seconded by:

Vote: In favor:

Abstained:

Opposed:

Marked Version

4.08.000-P Diversity, Equity, and Inclusion Policy

History			
Source	Date	Action/Notes	Next Review Date
Board Decision	May 22, 2002	Approved (R104)	May 2005
Policy Committee	March 5, 2005	Postpone review	11/05
Board Decision	September 7, 2005	Revised (R352)	September 2008
Policy Committee	December 2, 2008	Replaced references to numerical electric and gas goals	September 2011
Board Decision	October 5, 2011	Revised (R595)	October 2014
Board Decision	October 1, 2014	Revised (R714)	October 2017
Board Decision	December 15, 2017	Revised (R828) Name updated from Equity Policy to Diversity, Equity and Inclusion Policy	October 2018
Board Decision	December 14, 2018	Revised (R862)	October 2019

Introduction

Energy Trust envisions ~~a high quality of life, vibrant economy and a healthy environment and climate for generations to come, built with renewable energy, efficient energy use and conservation clean, efficient, affordable energy for everyone~~. Energy Trust recognizes that to achieve this vision, all utility customers must benefit from our programs, ~~but certain~~ including customers ~~are~~ who may be underserved by our programs such as communities of color, rural communities, and low income customers.

Energy Trust commits to enhancing diversity, equity and inclusion in our programs and in internal operations in order to work to serve all communities and reach critical Energy Trust goals. We will advance diversity, equity and inclusion in our programs and internal operations through meaningful collaboration with our utility funders, trade allies, program allies, and customers and with geographic and culturally specific communities, organizations and businesses.

Policy

- Energy Trust will make programs available to all eligible electricity and gas customer classes by implementing programs in the residential, commercial, and industrial sectors.
- Energy Trust will monitor participation rates for all programs and adjust them as needed to ensure that all investor-owned utility electricity and gas customer classes in Energy Trust territory are being served.
- In addition to providing programs to reach all customer groups, Energy Trust will design and implement program strategies specifically to reach customers who have been underserved by Energy Trust programs, including rural customers, communities of color, and low-income communities in Energy Trust service territory.
- Energy Trust will use a diversity, equity and inclusion lens through which to:
 - a. strategize and plan for Energy Trust program delivery
 - b. deliver programs and services
 - c. partner and collaborate
 - d. allocate resources
 - e. communicate and market
 - f. build our workforce
 - g. evaluate our work
- Energy Trust will maintain a diversity, equity and inclusion operations plan that:
 - includes goals, objectives and activities
 - assesses and measures progress
 - learns from mistakes and successes
 - shares progress publicly on no less than an annual basis
- Energy Trust has established ed and will maintain a Diversity Advisory Council to provide advice and resources to the board of directors to support Energy Trust's diversity, equity and inclusion operations plan and to advise the board of directors on assessing and measuring progress toward goals of such plan.
- Energy Trust will enhance diversity, equity and inclusion on the board of directors. In order to enhance diversity, equity and inclusion among board members, the nominating committee of the board of directors shall identify diversity, equity and inclusion goals and objectives, such goals and objectives to be submitted to the board of directors for approval.

For the first three years after adoption of these 2017 changes, the Energy Trust Policy Committee will review this policy annually to take account of new information and experience

Clean Version

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President's Report (Mark Kendall)

At the request of President Roger Hamilton, Secretary Mark Kendall provided an overview of a training he recently attended on nonprofit board governance in Salem, along with Executive Director Mike Colgrove and other Energy Trust staff. Mark reported on sessions he attended including enhancing board and staff relationships, evaluating and managing risk, and governing an organization ethically and transparently. Mark recommended that more board members attend next year.

Executive Director Report (Michael Colgrove)

Mike Colgrove presented updates on organizational activities from 2019. He provided background on large projects that were identified in 2018 through an organizational review process, and provided updates on projects that moved forward in 2019.

This year, an internal Innovation Team was formed. The team selected a framework to evaluate new opportunities and proposed ways to support the execution of innovative concepts brought forward by staff. In 2020, the team will select three to five new ideas from the business planning process to test and refine the methodology and gain learnings to carry forward.

A Decision-making Team was formed to create greater clarity for staff regarding who has authority to make decisions at each level of the organization. In 2019, the team reviewed literature and research about best practices to inform development of a framework and a set of tools to assist staff at each step of decision-making. Next year's focus will be to share the framework and tools with the organization and train staff.

Mike reviewed progress toward creating a multiyear planning and budget process. According to the envisioned new process, a three-year business plan informs each annual budget. Tapping stakeholders and market experts over one year to develop a three-year plan for subsequent years will enable a shorter annual budget process for the two following years.

This change also will allow for more stakeholder engagement. This year staff will complete implementation of a new budget tool to enable greater flexibility in scenario planning and free up staff time to devote to higher-value budget work.

Staff members presented Energy Trust's new organizational values, which were selected and refined through facilitated engagement sessions with staff. Board and staff talked about how diverse perspectives were captured during this process.

Mike provided an update on Oregon's 2019 ranking in the American Council for an Energy-Efficient Economy (ACEEE) energy scorecard. Oregon ranked 9th in the country, down two spots compared with 2018. The board discussed the process for evaluating the rankings, and whether time of use was factored in. It is not considered by ACEEE, but there are many ways Energy Trust is already engaged with utilities and OPUC on higher valuation of energy savings during peak times, and it is also addressed in the strategic plan. The board discussed how to propose valuation methods for OPUC to measure our accomplishments. Energy Trust can continue to serve as an information resource for the state to explore questions like these.

The board asked about commonalities in the top 10 states and the 10 lowest performing states. Energy Trust began a project in 2019 to profile the bottom 10 states and find out what similarities exist and what successes these states have achieved despite their low ranking. The project will continue in 2020 with listening tours focused on three to five of the 10 states that have lessons to share.

Final Proposed 2020 Annual Budget and 2020-2021 Action Plan (Michael Colgrove)

Mike Colgrove presented Energy Trust's final proposed 2020 budget and action plans. The presentation included forecasted 2019 results. The board requested more detail on the forecasted results for PGE territory indicating the organization may fall short of goal for that utility. Contributing factors included commercial projects scaling back through value engineering, projects expected to complete in 2019 moving to 2020, fewer large multifamily buildings in the Portland metro area and a cost increase for building materials.

Mike reviewed a high-level summary of the final proposed budget, including minor adjustments from the draft budget. The changes were due to small corrections rather than public comments, which were generally supportive. OPUC staff acknowledged that while savings targets are lower for 2020, Energy Trust remains cost-effective and contributes to many positive trends such as market transformation.

Mike presented savings and generation goals for 2020 by utility. Savings goals for most utilities are lower than utility Integrated Resource Plan (IRP) targets for 2020, because the IRP cycle and Energy Trust annual goal cycle are not aligned.

RESOLUTION 886 ADOPT 2020 BUDGET, 2021 PROJECTION AND 2020-2021 ACTION PLAN

BE IT RESOLVED that Energy Trust of Oregon, Inc., Board of Directors approves the Energy Trust 2020 Budget, 2021 Projection and 2020-2021 Action Plan as presented to the board at its meeting on December 13, 2019.

Moved by: Debbie Kitchin

Seconded by: Lindsey

Vote: In favor: 10

Abstained: 0

Opposed: 0

The board took a break for lunch from 12:06 - 12:57 p.m.

Diversity, Equity and Inclusion Annual Operations Plan Report (Debbie Menashe)

Debbie Menashe presented an update on diversity, equity and inclusion activities and progress in 2019. She introduced Tyrone Henry, Energy Trust's new diversity, equity and inclusion lead, and spoke about his background and role.

Debbie provided background on diversity, equity and inclusion efforts to date, reviewing Energy Trust's historical focus on serving all customers, efforts to become more inclusive and expand participation in subsequent years, and creation of the comprehensive diversity, equity and inclusion operations plan that is currently being implemented. The board will hear a progress report on the 10 diversity, equity and inclusion goals in May 2020. Debbie previewed upcoming activities for the Diversity Advisory Council, including ongoing recruitment for the remaining council spots and the 2020 meeting schedule.

Energy Trust is undertaking a data enhancement project that builds on a previous study to analyze participation by census tract and create a baseline. That project did not analyze household-level data and didn't account well for commercial participation. Debbie walked through some ways that staff has begun to expand this work in 2019 and will continue in 2020 to go deeper in understanding customer participation. The board discussed ways that demographic information could be collected on a voluntary basis, including through home energy scoring programs, collaboration with community organizations and customer surveys. ODOE staff offered that its new solar rebate program has a low-income carve-out and could serve as a potential data source.

Debbie Menashe invited the board to propose diversity-related topics they would like to learn more about in a future half-day training.

The board discussed whether the term "people of color" signified non-white, which is how it is currently being understood. A board member cautioned that using this definition could result in leaving out underserved ethnic communities who should be included, such as Slavic or Russian.

Board members expressed excitement about opportunities to advance this work, such as identifying prospective Diversity Advisory Council members. Conversations at the OPUC about the new metrics have also been positive.

Contracts for Approval

Approve Amendment and Extension of Contract with Recurve Analytics, Inc. (R887) (Mark Wyman and Dan Rubado)

Energy Trust staff requested a contract renewal with Recurve Analytics, a company that makes open source software to analyze energy data. If renewed, the contract amount will exceed the executive director's signing authority.

Energy Trust has a history of using Recurve, which was selected in 2017 for a contract through a competitive process and extended once in 2019. Recurve developed a web-based platform that Energy Trust uses to conduct analyses for residential impact and supports a Pay for Performance pilot.

Staff are now ready to fully utilize the platform in 2020 to assist with impact analyses. The platform standardizes the analysis method and streamlines a manual process through automation, leading to faster turnaround time and enabling higher volume. For the Pay for Performance pilot, a custom platform allows staff to quantify savings for a site based on metered outcomes, then aggregate disparate sites into portfolios and visualize results. This is important because the pilot work isn't scalable using a manual resource.

The board asked if the cost of renewing the contract was already accounted for in the recently adopted 2020 annual budget. It is included and being brought to the board's attention due to the total cost exceeding \$500,000. The board discussed the projected impact if Pay for Performance moves forward beyond the pilot stage, which will depend on whether the dashboard is used for other projects outside the pilot.

RESOLUTION 887
APPROVING A CONTRACT AMENDMENT WITH RECURVE ANALYTICS, INC.

WHEREAS:

- 1. Energy Trust has contracted with Recurve since 2018, pursuant to a competitive bid process conducted in 2017, for data analytics, visualization and consulting services to support its energy efficiency impact evaluations and program design, particularly its pay-for-performance pilot.**
- 2. Energy Trust wishes to continue to contract with Recurve for these services and, potentially, additional services relating to use of AMI data, to inform its program impact evaluations and design by extending the term of the contract and authorizing additional funding.**
- 3. For 2020 services, Energy Trust has budgeted and proposes an addition of \$300,000 for Recurve services.**

It is therefore RESOLVED that the Board of Directors hereby authorizes the executive director to sign a contract amendment with Recurve Analytics, Inc. for up to \$700,000.

Moved by: Mark Kendall

Seconded by: Lindsey Hardy

Vote: In favor: 10

Abstained: 0

Opposed: 0

Approve Five-Year Funding Commitment to the Regional Technical Forum (R888) (Fred Gordon)

Staff presented on a proposal to extend a funding agreement for the next five years with the Regional Technical Forum (RTF), a group of experts that operates as a committee reporting to the Northwest Power and Conservation Council.

Members are volunteers chosen for their technical expertise. The RTF is funded by program managers in the Pacific Northwest. The group synthesizes project savings information to determine estimates for measures, such as cost, savings, measure life and timing of savings. This information is critical to Energy Trust's measure development. Obtaining this information through the forum saves money, and participating with RTF allows a depth of research and analysis that Energy Trust could not do alone. Additionally, the independence of RTF adds weight and credibility to the findings. Two Energy Trust staff members serve on the forum, Sarah Castor and Jackie Goss. The board discussed that the Energy Trust portion of the

funding was around 30 percent, the second largest funder after Bonneville Power Administration.

John Charles with Cascade Policy Institute provided public comment on the contract. He stated that Energy Trust is unique because it receives guaranteed funding without having to engage in fundraising that a nonprofit would do or subscribe to the same governance process that a state agency would. John Charles questioned whether supporting the RTF with ratepayer funds is critical to the organization's mission. He stated that after attending 35 board meetings, he could not recall witnessing a vigorous debate on a spending proposal and suggested that may be due to our funding structure being taken for granted. John Charles encouraged the board to engage in more intellectual and philosophical discussion with regards to funding proposals, and to adopt greater skepticism in considering whether it's necessary to financially support publicly funded organizations like RTF.

Board and staff engaged in further discussion about the value of the investment, noting that using accurate measure-level energy-savings estimates is part of the grant agreement, and participating with RTF allows staff to accomplish this work more efficiently and effectively than relying solely on in-house analyses. It was pointed out that the forum has strong oversight through its governance structure and a policy advisory committee, with full Energy Trust participation.

Henry Lorenzen stated he would abstain from the vote due to his previous direct involvement with RTF.

RESOLUTION 888
APPROVING A FIVE-YEAR CONTRACT WITH THE NORTHWEST POWER AND
CONSERVATION COUNCIL TO FUND THE REGIONAL TECHNICAL FORUM

WHEREAS:

- 1. The Northwest Power and Conservation Council's Regional Technical Forum ("RTF") develops "consistent standards and protocols for verification and evaluation of energy savings, in consultation with all interested parties." The RTF is the Northwest's primary forum for developing benchmarks and measurement protocols to allow utilities and others to compare methods and results and learn from each other's experience in energy conservation.**
- 2. Energy Trust has participated in the RTF consistently over the years, and derived significant benefits from RTF work on cost-effectiveness issues, energy savings analysis, and energy efficiency research and evaluation. Energy Trust committed to funding RTF through its 2015-2019 Business Plan for an amount up to \$1,825,400.**
- 3. Energy Trust wishes to continue to provide longer term funding to the RTF because it continues to derive significant value from RTF's regional work.**
- 4. Proposed 2020-2024 funding contributions for RTF are based on the Northwest Energy Efficiency Alliance funding allocation methodology. Energy Trust's share of 2020-2024 funding contributions would be up to \$405,800 in 2020, \$415,900 in 2021, \$426,300 in 2022, \$436,900 in 2023 and \$447,900 in 2024, for a total of up to \$2,132,800.**
- 5. As proposed, Energy Trust's funding agreement would allow Energy Trust to reduce or terminate funding if the Grant Agreement with the OPUC is terminated or the RTF is "significantly failing to meet its business plan objectives."**

It is therefore RESOLVED that the Board of Directors hereby authorizes the executive director to sign a five-year funding agreement with the Northwest Power and Conservation Council for up to \$2,132,800 for the RTF and its 2020-2024 Business Plan, with termination provisions as described above.

Moved by: Debbie Kitchen

Seconded by: Mark Kendall

Vote: In favor: 9

Abstained: 1

Opposed: 0

Approve Media Buying Contracts R889 and R890 (Shelly Carlton)

Shelly Carlton, strategic marketing manager, presented on two contracts for media buying. External media buying contracts allow staff access to benefits beyond the advertising itself, creating greater value for the organization's advertising expenditures. The first contract is an extension of an existing contract for traditional media buying, and the second is a new contract that would optimize digital (online) media buying.

Staff briefly presented background on the role of advertising in raising awareness of Energy Trust offerings and the organization's overall brand. Compared with traditional channels such as print and radio, digital media buys allow for more precise targeting to reach priority audiences, but this makes the process complex to manage. Staff showed options for different proportions of traditional and digital media purchases, with the options increasingly trending toward digital.

The board discussed these options, including whether there is data available that correlates advertising with participation results. While results are not yet available, staff will have more data in 2020 after the conclusion of a new digital campaign. The board inquired how a new media strategy could help further diversity, equity and inclusion objectives. Staff cited that digital media is a key way to reach new audiences. Smartphones are now more accessible and widely used. Digital advertising is less costly than cable and newspaper advertising. Digital ads in rural areas often outperform the same versions in urban areas.

**RESOLUTION 889
AUTHORIZING A CONTRACT WITH COATES KOKES, INC.
FOR ADVERTISING PURCHASES AND PURCHASING SERVICES**

WHEREAS:

- 1. Media buying at Energy Trust allows programs to advertise in print, radio, TV, outdoor and online, creating program awareness, and promoting services, programs, and products.**
- 2. Advertising is the most common answer to how participating customers first hear of us, and there is a clear connection between advertising and customer awareness and engagement, leading to savings and generation.**
- 3. Increased advertising reach, using a professional media buyer with constant media contact and significant media data, allows Energy Trust to expand customer participation by increasing the number of times people see our message.**
- 4. Using a professional media buyer allows Energy Trust to take advantage of added-value that works in collaboration with PR goals and promotes Energy Trust across mediums.**

It is therefore **RESOLVED**, that the board of directors of Energy Trust of Oregon, Inc. authorizes the executive director to:

- **Sign a contract with Coates Kokes for advertising purchasing services with terms and conditions that include, but are not limited to, the following:**
 - **Authorizing payments of up to a total of \$1.1 million for the purchase and reporting of broadcast radio, TV, print and non-programmatic online media on behalf of Energy Trust, which includes up to \$160,000 of the total authorized contract amount payable to Coates Kokes for Energy Trust advertising purchasing services and payable to Coates Kokes under contract terms and conditions;**
 - **providing for a contract term to cover advertising and advertising purchasing services through 2020;**
 - **providing for monthly reporting on purchased media reach and copy; and**
 - **other terms and conditions to ensure Coates Kokes services and media purchases are designed and executed to further Energy Trust’s advertising strategy.**

Moved by: Alan Meyer

Seconded by: Roland Risser

Vote: In favor: 10

Abstained: 0

Opposed:0

**RESOLUTION 890
 AUTHORIZING A CONTRACT WITH DIGITAL MARK GROUP LLC
 FOR DIGITAL ADVERTISING PURCHASE**

WHEREAS:

1. **Media buying at Energy Trust allows programs to advertise in print, radio, TV, outdoor and online, creating program awareness, and promoting services, programs, and products.**
2. **Advertising is the most common answer to how participating customers first hear of us, and there is a clear connection between advertising and customer awareness and engagement, leading to savings and generation.**
3. **Continuing to work with an established digital media-buying agency with digital systems for aggregating data and targeting potential participants in digital media, would allow Energy Trust to expand customer participation by increasing the number of times specific audiences see our message.**

It is therefore **RESOLVED**, that the board of directors of Energy Trust of Oregon, Inc. authorizes the executive director to:

- **Sign a contract with Digital Mark Group LLC (DMG) for advertising purchase with terms and conditions that include, but are not limited to, the following:**
 - **Authorizing payments of up to a total of \$600,000 for the purchase and reporting of programmatic online media on behalf of Energy Trust, made on**

behalf of Energy Trust and payable to DMG under contract terms and conditions;

- **providing for a contract term to cover advertising purchase through 2020;**
- **providing for post-campaign reporting on purchased media reach and click-through rate; and**
- **other terms and conditions to ensure DMG purchases are designed and executed to further Energy Trust’s advertising strategy.**

Moved by: Alan Meyer

Seconded by: Roland Risser

Vote: In favor: 10

Abstained: 0

Opposed:0

Energy Programs

Approval of Project Funding for a Production Efficiency Project Requiring Waiver of Project Incentive Funding Caps Mega Project (R891) (Amanda Potter)

Staff presented on a large megaproject for which Energy Trust is proposing to waive the incentive cap to acquire significant cost-effective savings. The project, one of the largest in the Portland area, has been working with the Production Efficiency program since 2010 and received incentive cap exceptions for two previous project phases. The current, third phase has a similar levelized cost to the first two phases and is expected to deliver 57,000,000 kWh of electric savings from 2022-2022.

The board confirmed with staff that the incentive payments are tied to actual, realized savings. It expressed that the exception is reasonable to acquire the cost-effective savings.

RESOLUTION 891 WAIVE PROGRAM INCENTIVE CAP AND AUTHORIZE INCENTIVES FOR THE INTEL D1X MOD 3 EFFICIENCY PROJECT

Whereas:

- 1. The Energy Trust Production Efficiency program has worked with Intel to identify comprehensive energy saving measures for a new facility in which to develop advanced technologies. It is expected to be the largest construction project in the Portland metro area.**
- 2. Energy efficiency aspects of the project were reviewed through standard Energy Trust processes for complex custom-track industrial projects, including a technical energy analysis scoping study commissioned by Energy Trust and carried out by an expert in high tech manufacturing efficiency.**
- 3. The project’s energy savings will cost significantly less than the average custom capital electric project. The incentive for the project will be payable at \$0.06/ first-year kWh; while custom capital electric projects average \$0.17/ first-year kWh.**
- 4. Energy Trust funding would be contingent on Intel’s agreement to suspend self-direction at the Intel D1X site for at least three years.**

It is therefore RESOLVED that the board of directors of Energy Trust of Oregon:

- 1. Waives the Production Efficiency program’s incentive cap for purposes of this project; and**

2. **Authorizes the Executive Director to negotiate and sign an incentive agreement with Intel for up to \$1.95 million total in incentives payable in annual increments of up to \$650,000 over multiple years at a rate of not more than .06 cents per first-year kWh in savings, such incentive commitment contingent on Intel's agreement to suspend self-direction at the DIX Intel site for at least three years from the final incentive payment which must occur before or by December 31, 2025.**

Moved by: Alan Meyer

Seconded by: Roland Risser

Vote: In favor: 10

Abstained: 0

Opposed:0

Board Governance Review and Benchmarking Final Report (Christine Chin-Ryan, Victoria Lara, Jim Owens; Synergy Consulting Inc.)

Henry Lorenzen introduced a presentation by Synergy Consulting on the results of a recently completed evaluation of Energy Trust's board to determine their effectiveness as a collective decision-making body. The project involved evaluation of the board processes, external review of best practices and exemplary comparable organizations, and internal review through interviews with staff and board members. It resulted in a robust set of holistic recommendations to improve board functioning.

Synergy staff Christine Chin-Ryan, Victoria Lara and Jim Owens presented some of the findings, including a need to improve board culture by helping the members form closer relationships and adopting a code of conduct. There were recommendations around the board's composition and recruitment, with the observation that the board's current diversity is reflected the most through geography. It was also noted that the board could take a stronger role in recruiting new members and consider implementing term limits for board officers. The evaluation found that Energy Trust has an unusually high number of committees and advisory councils compared with similar organizations, and recommended adopting committee charters. Synergy invited open discussion to evaluate and determine next steps.

The board discussed opportunities for members to meet and interact with each other outside of regular meetings, clarifying that they can legally do so as long as a quorum is not established.

A board member offered that he had already collected several codes of conduct used by other organizations that could be referenced. He raised that there are gaps with regards to committee charters, since some committees have charters while others do not, and the charters lack consistency. The board discussed that a process should be determined to make corrections if a member were to violate the code of conduct. The group will further research codes of conduct going forward, possibly with the help of staff.

The board discussed the level of involvement it should have in operations, noting that at times they may become over-involved in day-to-day activity and may consider creating a more defined boundary. There is opportunity to optimize meetings by making staff presentations briefer, so that more discussion can occur. The board agreed that since they read the material in advance, presentations are sometimes duplicative.

The group reflected on the onboarding process for board members, suggesting a more robust and official process to ensure all members are on the same footing. This could include making the position descriptions, rules and expectations for board officers clearer to encourage interest from newer members. The board decided that improvements to recommendations for selecting new board officers should be prioritized. Debbie Kitchin and Roger Hamilton invited any members interested in serving as an officer to contact them directly by January 6 to have a deeper discussion, and then meet with the board Nominating Committee.

The board discussed that with so many recommendations, a prioritization process is needed. The group decided to use an online survey allowing each board member to select their top five recommendations and indicate whether they would be willing to take on work around that recommendation in 2020. Mike Colgrove will work with executive support to implement the survey, then share the ideas that rise to the top with the aim of continuing the discussion at the next meeting.

Committee Reports

Nominating Committee (Debbie Kitchin)

Debbie Kitchin previewed upcoming board and Diversity Advisory Council recruitment events in regional areas to engage community leaders. The first event will be held in Klamath Falls, with another event in Astoria in 2020.

Audit Committee (Mark Kendall)

In October Moss Adams completed the audit of Energy Trust's 2018 401(k) plan. The auditors acknowledged the audit went smoothly. They did not identify any material internal control deficiencies. Moss Adams did note that, in one pay period, certain deposits of employee deferrals were not made within the timelines set forth in Department of Labor guidelines.

Compensation Committee (Mark Kendall)

Health care increases were around 5 percent this year, comparing favorably with other organizations, which are experiencing increases of 8-12 percent. Within the 401(k) plan, the Compensation Committee agreed to switch one of the funds to one with a better fee and performance over time.

Evaluation Committee (Lindsey Hardy)

Lindsey Hardy reported on the results of a recent ductless heat pump study, which exemplified the importance of these studies. A few takeaways were quantifying savings in different scenarios, evaluating installation scenarios and learning what kind of controls are being used by customers.

Executive Director Review Committee (R892) (Roger Hamilton)

Roger stated that discussion on the executive director review occurred in Executive Session and he reviewed the resolution for the group.

RESOLUTION 892 EXECUTIVE DIRECTOR PERFORMANCE REVIEW

Whereas:

- 1. Energy Trust's Executive Director Review Committee completed its evaluation of Michael Colgrove's performance for the 2018/2019 work plan and performance period.**
- 2. An evaluation of Michael's performance compared to his 2018/2019 work plan goals demonstrated he is performing at a highly proficient level.**
- 3. The Executive Director Review Committee also considered the following in proposing a merit increase from the review:**
 - a. Energy Trust's existing salary structure and Michael's current salary position on that range.**
 - b. Periodic survey and market analysis of comparable position salaries.**

It is therefore RESOLVED, the Board of Directors authorizes a merit award increasing Michael's salary by 6.0% effective August 12, 2019.

Moved by: Roland Risser

Seconded by: Eric Hayes

Vote: In favor: 10

Abstained: 0

Opposed: 0

Policy Committee (Alan Meyer)

Debbie Menashe is working on a stipend policy.

Conservation Advisory Council (Lindsey Hardy, Alan Meyer, Elee Jen)

Recent council topics included a budget update, a presentation on recent Diversity Advisory Council activity, the conclusion of the Existing Multifamily program assessment and a preview of an upcoming residential marketing campaign. A presentation on a program exception in progress with OPUC produced a robust discussion.

Diversity Advisory Council (Ernesto Fonseca)

The council is interested in working on having more say in how other committees' function, to encourage alignment with the organization's values. Members are also working on adopting a code of conduct.

Adjourn

The meeting adjourned at 4:35 p.m.

The next regular meeting of the Energy Trust Board of Directors will be held Tuesday, February 25, 2020, at 8:00 am at Energy Trust of Oregon, Inc., 421 SW Oak Street, Suite 300, Portland, Oregon.

/k/ Mark Kendall
Signed: Mark Kendall, Secretary

2-25-2020
Date