



**MCE Executive Committee Meeting**  
**Wednesday, October 2, 2024**  
**12:00 p.m.**

*Public comments may be made in person or remotely via the details below.*

1125 Tamalpais Avenue, San Rafael, CA 94901 (MCE)  
2300 Clayton Road, Suite 1150, Concord, CA 94920 (MCE)

**Remote Public Meeting Participation**

Video Conference: <https://t.ly/DnY7U>

Phone: Dial (669) 900-9128, Meeting ID 861 2234 3784, Passcode 415565

DISABLED ACCOMMODATION: If you are a person with a disability who requires an accommodation or an alternative format, please contact MCE at (888) 632-3674 or [ada-coordinator@mceCleanEnergy.org](mailto:ada-coordinator@mceCleanEnergy.org) at least 72 hours before the meeting start time to ensure arrangements are made.

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1. Roll Call/Quorum
2. Board Announcements (Discussion)
3. Public Open Time (Discussion)
4. Report from Chief Executive Officer (Discussion)
5. Consent Calendar (Discussion/Action)
  - C1. Approval of 9.4.24 Meeting Minutes
  - C.2. Proposed Amendment to CEO Review & Compensation Structure
6. Small Business Energy Advantage Program (Discussion)
7. Committee & Staff Matters (Discussion)
8. Adjourn

*The Executive Committee may discuss and/or take action on any or all of the items listed on the agenda irrespective of how the items are described.*

**DRAFT**  
**MCE EXECUTIVE COMMITTEE MEETING MINUTES**  
**Wednesday, September 4, 2024**  
**12:00 P.M.**

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**Present:** Eli Beckman, Town of Corte Madera  
Cindy Darling, City of Walnut Creek  
David Fong, Town of Danville  
Eduardo Martinez, City of Richmond  
Lisa Motoyama, City of El Cerrito  
Devin Murphy, City of Pinole  
Laura Nakamura, City of Concord  
Max Perrey, City of Mill Valley  
Sally Wilkinson, City of Belvedere  
Edi Birsan, City of Concord (City of Concord Alternate Director)

**Absent:** Shanelle Scales-Preston, City of Pittsburg  
Holli Thier, Town of Tiburon  
Maika Llorens Gulati, City of San Rafael

**Staff  
& Others:** Martin Bond, Sr. Business Development Manager  
Jesica Brooks, Lead Board Clerk and Executive Assistant  
Nicole Busto, Manager of Marketing  
Sebastian Conn, Senior Community Development Manager  
Caroline Lavenue, Legal Counsel  
Tanya Lomas, Internal Operations Coordinator  
Javier Montalbo, Customer Programs Manager  
Catalina Murphy, General Counsel  
Ashley Muth, Internal Operations Coordinator  
Justine Parmelee, VP of Internal Operations  
Zae Perrin, VP of Customer Operations  
Sol Phua, Customer Programs Specialist  
Kalicia Pivrotto, Marketing Manager  
Enyonam Senyo-Mensah, Office Manager  
Dan Settlemyer, Internal Operations Associate  
Jenna Tenney, Manager of Communications and Community Engagement  
Jamie Tuckey, Chief Customer Officer  
Son Tran, Internal Operations Intern  
Dawn Weisz, Chief Executive Officer

## DRAFT

### **1. Roll Call**

Acting Chair Darling called the regular Executive Committee meeting to order at 12:05 p.m. with quorum established by roll call.

### **2. Board Announcements (Discussion)**

Comments were made by Directors Murphy and Birsan.

### **3. Public Open Time (Discussion)**

Acting Chair Darling opened the public comment period and there were no comments.

### **4. Report from Chief Executive Officer (Discussion)**

CEO, Dawn Weisz introduced this item and addressed questions from Committee members.

### **5. Consent Calendar (Discussion/Action)**

C.1 Approval of 8.7.24 Meeting minutes

Acting Chair Darling opened the public comment period and there were no comments.

Action: It was M/S/C (Beckman/Birsan) to approve **Consent Calendar Item C.1**. Motion carried by unanimous roll call vote. (Absent: Directors Gulati, Scales-Preston and Thier). Director Birsan voted in place of Director Nakamura for this item.

### **6. Marin Community Foundation Grant Award Acceptance: Training the Next Generation, Marin's Green Workforce (Discussion/Action)**

Tyla Brown, Partnership Development Manager, presented this item and addressed questions from Committee members.

Acting Chair Darling opened the public comment period and there were no comments.

Action: It was M/S/C (Nakamura/Martinez) to approve the proposed Marin Community Foundation Grant Agreement. Motion carried by unanimous roll call vote (Absent: Directors Gulati, Scales-Preston and Thier).

### **7. Suggested Next Steps for Streamlining Board Meetings and Coordination (Discussion/Action)**

Dawn Weisz, CEO, and Caroline Lavenue, Counsel, presented this item and addressed questions from Committee members.

**DRAFT**

Acting Chair Darling opened the public comment period and there were no comments.

Action: No action was taken.
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**8. Website and Brand Refresh (Discussion)**

Nicole Busto, Manager of Marketing, presented this item and addressed questions from Committee members.

Acting Chair Darling opened the public comment period and there were no comments.

Action: No action required.
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**9. Draft 9.19.24 Board Agenda (Discussion)**

Jamie Tuckey, Chief Customer Officer, presented this item and addressed questions from Committee members.

Acting Chair Darling opened the public comment period and there were no comments.

Action: No action required.
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**10. Committee & Staff Matters (Discussion)**

There were no comments.

**11. Adjournment**

Acting Chair Darling adjourned the meeting at 1:45 p.m. to the next scheduled Executive Committee Meeting on October 2, 2024.

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**Cindy Darling, Acting Chair**

**Attest:**

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**Dawn Weisz, Secretary**



October 2, 2024

TO: MCE Executive Committee

FROM: Shaheen Khan, Vice President of Human Resources, Diversity & Inclusion  
Catalina Murphy, General Counsel

RE: Proposed Amendment to CEO Review and Compensation Structure  
(Agenda Item #05 C.2)

ATTACHMENTS: A. Proposed Amended MCE Chief Executive Officer Review and Compensation Structure  
B. Resolution 2018-09 Delegating Authority of Setting Compensation, Tenure, Appointment and Conditions of Employment to the Executive Committee and the Chief Executive Officer

Dear Executive Committee Members:

**Summary:**

Since 2018, the Executive Committee has held responsibility for conducting the Chief Executive Officer's ("CEO") annual evaluation and establishing the CEO's compensation pursuant to the authority delegated by your Board in Resolution 2018-09. In November 2022, the Executive Committee approved the MCE CEO Review and Compensation Structure ("The Structure") to provide the Executive Committee with a consistent process to evaluate the CEO's performance on a more regular basis and identify performance deserving of a merit increase. The Structure does the following:

- Outlines a performance review system where performance evaluations would alternate between MCE management team and Board of Directors and a full 360 review;
- Defines merit rating criteria by which to evaluate the performance; and
- Identifies compensation adjustment options including salary increase, additional leave time, and cash pay for performance.

After setting the CEO's compensation in November 2023, the Executive Committee requested more clarity on the ability to adjust the CEO's compensation based on market data to ensure competitiveness. With that, Staff is providing the proposed amended CEO Review and Compensation Structure which more clearly permits the Executive Committee to award additional compensation based on market data (including but not limited to compensation data from Community Choice Aggregators, other load serving entities, and other applicable entities) to maintain a competitive compensation offering.

**Fiscal Impacts:**

None. All compensation requests for the CEO will be made after a completed review and evaluation and will be included in the Operating Budget for the corresponding fiscal years.

**Recommendation:**

Approve the proposed amended CEO Review and Compensation Structure.



## MCE Chief Executive Officer Review and Compensation Structure

Effective January 1, 2023, the Review and Compensation Structure for MCE's Chief Executive Officer ("CEO") ("Structure") is as detailed herein. In 2018, the MCE Board of Directors delegated to the Executive Committee in Resolution 2018-09-*Delegating Authority of Setting Compensation, Tenure, Appointment and Conditions of Employment to the Executive Committee and the Chief Executive Officer*, the authority to prescribe the compensation of MCE's CEO and provide for the compensation, tenure, appointment, and conditions of employment of the CEO, provided that such prescription and provision be consistent with the Board approved budget.

Under this Structure, the CEO will have an annual performance review conducted by the Executive Committee with the support of staff. As part of that review process, the CEO compensation will be considered for adjustment annually where the Executive Committee will review information collected during the performance review, budgetary constraints, compensation data from comparable CCAs and other public agencies<sup>1</sup>, and the Merit Rating Criteria Table. The CEO will continue to be subject to MCE's existing Human Resources policies and will be eligible for applicable cost of living adjustments ("COLA") that apply to all staff and staff-wide benefit changes on an annual basis.

### CEO Annual Performance Review:

Each year, the CEO will receive an annual evaluation from the Executive Committee, with the support of Human Resources. That performance evaluation will alternate annually between feedback composed of i) MCE's management team and the Board of Directors, and ii) a 360° evaluation sought from all MCE staff and the Board of Directors. The performance evaluation will rate the CEO's performance based on the criteria set forth the table below:

**Merit Rating Criteria Table**

Merit Rating	Descriptor
Non-Meritorious	Has an active performance improvement plan in place and is not meeting expectations in job responsibilities with Board direction.

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<sup>1</sup> Comparable agencies will include other California CCAs, with additional information on similar sized agency public sector key executives available for review.

Meets Expectations Plus	<p>Have received <u>formal verbal or written feedback</u> regarding performance that has since improved. Consistently meeting and occasionally exceeding expectations with Board direction.</p> <ul style="list-style-type: none"> <li>● Consistently meets all job requirements and occasionally goes beyond job requirements in terms of quality, quantity, innovation, and initiative;</li> <li>● Achieves established Agency goals and occasionally exceeds them and/or accomplishes additional Agency goals as opportunities arise;</li> <li>● Applies strategic thinking, creativity &amp; problem-solving skills in appropriate situations and willingly implements and adapts to new processes or enhancements;</li> <li>● Performs in manners that result in new achievements towards established standards; and</li> <li>● Successful in carrying out regular job duties while behaving in ways consistent with MCE values.</li> </ul>
Commendable	<p>Consistently meeting and <u>occasionally exceeding expectations with Board direction</u>.</p> <ul style="list-style-type: none"> <li>● Consistently meets all job requirements and occasionally goes beyond job requirements in terms of quality, quantity, innovation, and initiative;</li> <li>● Achieves established Agency goals and occasionally exceeds them and/or accomplishes additional goals as opportunities arise;</li> <li>● Applies strategic thinking, creativity &amp; problem-solving skills in appropriate situations and willingly implements and adapts to new processes or enhancements;</li> <li>● Performs in manners that result in new achievements towards established standards; and</li> <li>● Successful in carrying out regular job duties while behaving in ways consistent with MCE values.</li> </ul>
Commendable Plus	<p>Consistently <u>exceeding expectations with Board guidance</u>. With Board guidance, the CEO:</p>

	<ul style="list-style-type: none"> <li>● Consistently meets all job requirements and regularly goes beyond job requirements in terms of quality, quantity, innovation, and initiative;</li> <li>● Achieves established Agency goals and frequently exceeds them and/or accomplishes additional goals as opportunities arise;</li> <li>● Applies strategic thinking, creativity &amp; problem-solving skills in appropriate situations and willingly implements and adapts to new processes or enhancements;</li> <li>● Performs in manners that result in new achievements towards established standards; and</li> <li>● Successful in carrying out regular job duties while behaving in ways consistent with MCE values.</li> </ul>
Outstanding	<p>Consistently exceeding expectations <u>autonomously</u>. Autonomously, the CEO:</p> <ul style="list-style-type: none"> <li>● Consistently meets all job requirements and regularly goes beyond job requirements in terms of quality, quantity, innovation and initiative;</li> <li>● Achieves established goals and frequently exceeds them and/or accomplishes additional goals as opportunities arise;</li> <li>● Applies strategic thinking, creativity &amp; problem-solving skills in appropriate situations and proactively implements and adapts to new processes or enhancements;</li> <li>● Monitors and identifies strategic risks and opportunities affecting MCE, and applies knowledge to MCE's Agency goals and plans.</li> <li>● Performs in manners that result in ongoing achievement of Agency goals;</li> <li>● Successful in carrying out regular job duties while behaving in ways consistent with MCE values; and</li> <li>● Seeks involvement and participation in regional activities, representing and supporting MCE's Agency goals and plans.</li> </ul>



Exceptional	<p>Continuously exceeding <u>expectations in all areas</u>, performing at a high independent level all job responsibilities while <u>providing exceptional or substantial contributions for the Agency</u>. The CEO:</p> <ul style="list-style-type: none"> <li>• Exhibits role model level behaviors consistent with MCE values;</li> <li>• Performs at maximum levels of effectiveness by producing exceptional quality while meeting challenging demands;</li> <li>• Proactively and creatively solves problems resulting in positive change;</li> <li>• Enhances internal processes to own work and department which benefit MCE;</li> <li>• Fills leadership roles at the regional and national level, offering organizational and financial perspectives to others in the industry while representing and supporting MCE's Agency goals and plans;</li> <li>• Evaluates the energy landscape for strategic risks and opportunities affecting MCE, understanding past actions and applying innovative ideas and foresight with significant benefit, and sharing insights with the Board and Staff;</li> <li>• Outstanding performance that always exceeds expectations, demonstrated for an extended, sustainable period of time (entire year); and</li> <li>• Very strong performance that exceeds expectations in all situations while behaving in ways consistent with MCE values.</li> </ul>
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### **CEO Compensation Adjustment:**

Annually, starting in 2023, the CEO will be eligible for a merit-based compensation adjustment guided by the performance criteria listed in the Merit Rating Criteria Table. Based on the performance review, if a merit-based compensation adjustment is warranted, the Executive Committee may award, via resolution, any of, or any combination thereof, the following options as merit-based compensation:

- Salary percentage increase awarded according to the Merit Rating Criteria table:
  - Non-Meritorious Rating: 0% Salary Increase

- Meets Expectations Plus Rating: 1% Salary Increase
  - Commendable Rating: 2% Salary Increase
  - Commendable Plus Rating: 3% Salary Increase
  - Outstanding Rating: 4% Salary Increase
  - Exceptional Rating: 5% Salary Increase
- Additional paid leave that can be rolled over to the next calendar year up to 120 hours, or may be paid out in cash pursuant to MCE's process for all employees. The CEO will timely report to the Board Chair, or their designee, if the awarded leave is not used in the calendar year it was awarded.
  - Cash Pay for Performance Award as a one-time payment based on extraordinary performance that includes and goes beyond the ratings listed above as designated by the Executive Committee typically after the completion of a 360° performance evaluation for the applicable review period. In the instance the Executive Committee desires to award Cash Pay for Performance, the Executive Committee will work with staff to establish any further criterion or framework for this form of compensation award.

In addition to the merit-based compensation award prescribed above, the Executive Committee is permitted to review comparable market data (including but not limited to compensation data from CCAs, other load serving entities, and other applicable entities) and may award additional compensation to the CEO to maintain a competitive offering.

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
MARIN CLEAN ENERGY DELEGATING AUTHORITY OF SETTING  
COMPENSATION, TENURE, APPOINTMENT AND CONDITIONS OF EMPLOYMENT  
TO THE EXECUTIVE COMMITTEE AND THE CHIEF EXECUTIVE OFFICER**

**WHEREAS**, Marin Clean Energy (MCE) is a joint powers authority established on December 19, 2008, and organized under the Joint Exercise of Powers Act (Government Code Section 6500 et seq.); and

**WHEREAS**, MCE members include the following communities: MCE members include the following communities: the County of Marin, the County of Contra Costa, the County of Napa, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the City of Concord, the Town of Corte Madera, the Town of Danville, the City of El Cerrito, the Town of Fairfax, the City of Lafayette, the City of Larkspur, the City of Martinez, the City of Mill Valley, the Town of Moraga, the City of Napa, the City of Novato, the City of Oakley, the City of Pinole, the City of Pittsburg, the City of San Ramon, the City of Richmond, the Town of Ross, the Town of San Anselmo, the City of San Pablo, the City of San Rafael, the City of Sausalito, the City of St. Helena, the Town of Tiburon, the City of Walnut Creek, and the Town of Yountville; and

**WHEREAS**, consistent with Government Code Section 23500, the Board has the authority to prescribe the compensation of all MCE officers and provide for the number, compensation, tenure, appointment and conditions of employment of MCE employees; and

**WHEREAS**, the Board of Directors, by this delegation of authority to prescribe the compensation of all MCE officers and provide for the number, compensation, tenure, appointment and conditions of employment of MCE employees as described herein, shall not be divested of any such authority, but shall retain and may exercise such authority at such times as it may deem necessary and proper, at its sole discretion; and

**WHEREAS**, the Board of Directors seeks to improve and streamline employment matters of MCE through its delegation of authority.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of MCE does hereby resolve, determine, and order as follows:

Section 1. The Board hereby delegates to MCE's Chief Executive Officer (CEO) or her or his designee, in consultation with the Executive Committee, the authority to prescribe the compensation of all MCE officers, other than the CEO, and provide for the number, compensation, tenure, appointment and conditions of employment of MCE employees, provided that such prescription and provision be consistent with the Board-approved budget.

Section 2. The Board hereby delegates to the Executive Committee the authority to prescribe the compensation of MCE's CEO and provide for the compensation, tenure, appointment and conditions of employment of the CEO, provided that such prescription and provision be consistent with the Board-approved budget.

**PASSED AND ADOPTED** at a regular meeting of the MCE Board of Directors on this 18th day of October, 2018, by the following vote:

	AYES	NOES	ABSTAIN	ABSENT
County of Marin	✓			
Contra Costa County				✓
County of Napa				✓
City of American Canyon				✓
City of Belvedere	✓			
City of Benicia	✓			
City of Calistoga				✓
City of Concord	✓			
Town of Corte Madera	✓			
Town of Danville				✓
City of El Cerrito	✓			
Town of Fairfax	✓			
City of Lafayette	✓			
City of Larkspur	✓			
City of Martinez				✓
City of Mill Valley				✓
Town of Moraga	✓			
City of Napa				✓
City of Novato				✓
City of Oakley				✓
City of Pinole	✓			
City of Pittsburg				✓
City of San Ramon				✓
City of Richmond	✓			
Town of Ross	✓			
Town of San Anselmo	✓			
City of San Pablo				✓
City of San Rafael	✓			
City of Sausalito	✓			

City of St. Helena				✓
Town of Tiburon				✓
City of Walnut Creek	✓			
Town of Yountville				✓

  
 CHAIR, MCE

**Attest:**

  
 SECRETARY, MCE