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Section 4.9 Review Work Group Scope and Charter

December 4, 2014

Establishment and Authority

The Section 4.9 Review Work Group (Work Group) is established by the Board of Directors (Board) of the Western Electricity Coordinating Council (WECC). This scope statement and charter shall govern the Work Group with regard to its duties and responsibilities.

Purpose/Responsibilities

The function of the work group is to conduct a governance and structure review in accordance with WECC Bylaws section 4.9. The Work Group shall focus its review on the following broad questions (with clarifications or sample specific questions provided in accompanying sub-bullets):

- a. Are Board structure and operation optimized to support the organization in fulfilling its reliability mission?
 - o This question relates to the operation of the Board (e.g. meeting schedule and agendas) and committee organization, not to the fundamental structure or size of the Independent Board.
- b. Is the WECC membership structure optimized to support the organization in fulfilling its reliability mission?
 - o Is the dividing line between Class I and Class II membership appropriate?
 - o Should members who are not load serving entities pay (nominal) dues to have a formal vote?
 - o Is WECC's overall cost to members appropriate given the organization's role in the Western Interconnection?
 - o Does WECC's CMEP efforts generate comparable, equitable outcomes for members relative to other Regional Entities?
- c. Are the WECC committee structure and the activities of its committees optimized to support the organization in fulfilling its reliability mission?

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- What should the relationship between the MAC representatives and members be?
- Do the standing committees continue to serve a necessary function? If so, what are their proper roles and organization?
- d. Are responsibilities and authority appropriately apportioned to optimize staff support to the organization in fulfilling its reliability mission?
 - Given the breadth and depth of change WECC has undergone since their adoption, do the WECC Dispute Resolution Procedures found in Bylaws Appendix C continue to efficiently and effectively serve WECC and member interests?
 - Are the WECC Bylaws clear, concise and appropriately directive without being overly prescriptive or constraining on Board, staff and member activities in their execution of WECC's mission, as well as their ability to respond to unanticipated issues and emerging opportunities?
 - Does Section 9.5 of the Bylaws adequately describe the duties of the Chief Executive Officer?
- e. Are there desirable changes that should be made to better focus WECC, its staff, and its stakeholders on the key reliability changes facing the Bulk Electric System in the West, and better reflect its 501(c)(4) social welfare mission?
 - Do the WECC Mission and Vision statements properly articulate WECC's evolving mission as a non-profit, social welfare organization acting as a Regional Entity broadly responsible for assuring the reliability of the Western Interconnection?
 - Does WECC's strategy properly support accomplishment of WECC's evolving mission as a non-profit, social welfare organization acting as a Regional Entity broadly responsible for assuring the reliability of the Western Interconnection?
 - Would a name change be desirable to signal the company is focused on electric reliability for the benefit of western ratepayers, as opposed to a trade association predominately serving member interests?
 - Is WECC performing activities it should not be performing, or are there activities that WECC does not perform but should be performing?
 - What is the proper relationship between WECC and Peak Reliability following bifurcation? Do WECC's Bylaws and structure appropriately recognize and support this relationship?

⇨f. Additional suggestions for areas that may be considered by the Work Group include but are not limited to the suggestions provided by the Member Advisory Committee in the attached Appendix A.

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Committee Composition and Governance

1. Membership and Leadership

The Work Group shall consist of:

- Two (2) members of the Governance Committee;
- Two (2) members of the Member Advisory Committee;
- One (1) representative of the Western Interconnection Regional Advisory Body;
- One (1) WECC staff member appointed by the CEO; and
- The Work Group chair, who will be a member of the Board appointed by the Board chair in consultation with the Board.

If a vacancy occurs at any time, it may be filled by the Board chair.

2. Meetings

- a. Meetings shall be held in accordance with the WECC Meeting Policy and may be in person or by telephone/web conference as determined by the Work Group chair.
- b. The Work Group shall determine the procedures for its meetings, except:
 - i. A quorum for meetings shall be a majority of the number of members of the Work Group.
 - ii. Action taken by the Work Group shall require a majority vote of those members present.
- c. The Work Group chair shall provide (or cause to be provided) email notice of the time and place of all meetings to each member of the work group and to the Board, no later than three business days prior to each meeting. An agenda of the items for which action may be taken shall be attached to the email notice. Such notice shall also be posted on the WECC website.
- d. All documents to be discussed during an open session shall be posted on the WECC website prior to that open session.
- e. The Work Group may meet in closed session at the discretion of the chair in accordance with Bylaws section 7.6.1.

Reporting

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Draft conclusions and recommendations shall be posted for a minimum 14-day public comment period. The Work Group shall consider all comments received but need not respond to said comments.

The Work Group shall reach its conclusions and recommendations by majority vote. All recommendations shall include a discussion of minority views, if any.

The Work Group shall report review status at each regularly scheduled Board meeting and shall conclude its work in sufficient time for the Board and membership to act upon its recommendations at the 2015 Annual Meeting.

Sunset

The Work Group will disband upon acceptance by the Board of the section 4.9 review recommendations.

Approved by WECC Board of Directors December 4, 2014

Appendix A: Additional Views on Review Scope from Member Classes

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Members of the Member Advisory Committee (MAC) are unopposed to the scope set forth in the preceding pages and offer the following additional comments:

Overlapping Services: Some members would like the review to look at overlap in services and functions between WECC and Peak Reliability to ensure that there is not a duplication of effort. The Transmission Expansion activities of WECC may be duplicative of other regional planning groups and processes and should be examined.

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Funding: Some members would like to examine whether funding under section 215 of the Federal Power Act is appropriate for everything WECC is doing.

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Bifurcation Follow Up: Some members would like the review to include an examination of whether bifurcation of WECC has met its goals and whether adjustments need to be made.

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Committees: Some members would like to focus on the whether the current scope and structure of WECC's committees is best suited to meet reliability challenges.

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Nominating Committee: Some members would like to revisit the structure of the Nominating Committee (NC), while other members are opposed to revisiting both the NC specifically and recently-decided governance and structure questions in general.

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