

1. Approve Consent Agenda

The Board approved a consent agenda consisting of:

Approval Item: June 16, 2021, minutes

Approval Item: Principles of Corporate Governance

2. Approve WECC Technical Committee Proposal

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Chief Executive Officer, approves the WECC Technical Committee Proposal (Proposal) as presented and attached.

Further resolved, that the Board directs the CEO to implement the changes outlined in the Proposal no later than end of Q1 2022.

Further resolved, that the Board appoints Jonathan Aust to serve as the co-chair of the Reliability Risk Committee (RRC), and as co-chair of the reconstituted Joint Guidance Committee (JGC), effective upon Board approval of the RRC Charter and revised JGC Charter at the meeting of the Board in December 2021.

3. Approve Human Resources and Compensation Committee Charter and Delegation of Authority

WHEREAS, Western Electricity Coordinating Council (WECC) maintains employee benefit and retirement plans, including the Western Electricity Coordinating Council 401(k) Plan (401(k) Plan) and the Western Electricity Coordinating Council 457(b) Plan (457(b) Plan), to provide retirement benefits for certain qualifying employees of WECC; and

WHEREAS, since 2014 the WECC Board of Directors (Board) has delegated to the Chief Executive Officer of WECC (CEO) and the General Counsel of WECC (General Counsel) the authority to act as fiduciaries of the 401(k) Plan with oversight provided by the WECC Human Resources and Compensation Committee (HRCC), as evidenced by the HRCC Charter approved by the Board at that time; and

WHEREAS, WECC, as the plan sponsor of the 401(k) and 457(b) Plans, has reserved the right to appoint one or more committees to carry out certain administrative functions and oversight with respect to the Plans; and

WHEREAS, the Board now desires to establish an Investment Committee and a Plan Administration Committee and to delegate to these Committees certain specific investment and administrative duties and responsibilities with respect to the 401(k) and 457(b) Plans; and

WHEREAS, in establishing the Investment Committee and the Plan Administration Committee the Board also desires to identify and appoint the members of those Committees; and

WHEREAS, the Board further desires to grant certain oversight and monitoring authority of the Investment Committee and a Plan Administration Committee to the HRCC; and

WHEREAS, in connection with the grant of oversight and monitoring authority to the HRCC, the Board also proposes to amend and update the charter of the HRCC accordingly;

NOW THEREFORE, be it

RESOLVED, that an Investment Committee and a Plan Administration Committee are hereby established to act on behalf of the 401(k) Plan and the 457(b) Plan, as applicable and necessary. The Investment Committee shall have all authority to determine the investments available for the Plans and to monitor their performance, as applicable and necessary. The Plan Administration Committee shall be the plan administrator and the named fiduciary of both the 401(k) and 457(b) Plans, as those terms are defined in ERISA §§3(16)(A) and 403(a). The Investment Committee and the Plan Administration Committee shall have all power and authority set out in the Plan documents as assigned to those persons who are appointed with authority over plan investments and with authority to act as plan administrator and named fiduciary of the Plans.

RESOLVED FURTHER, that the CEO and the General Counsel are appointed as the members of the Investment Committee and the Plan Administration Committee hereby created and established. Either shall have necessary signatory authority for documents in connection with plan administration matters.

RESOLVED FURTHER, that the HRCC shall have oversight and monitoring authority with respect to all decisions and activities of the Investment Committee and the Plan Administration Committee. Those Committees shall report their activities to the HRCC at least annually and the HRCC shall likewise summarize and report its monitoring and oversight activities at least annually to the Board.

RESOLVED FURTHER, that the Plan Administration Committee shall have specific authority to act on behalf of the Board and as its representative with respect to adopting all amendments and restatements of the 401(k) and 457(b) Plans, provided that such authority shall extend only to amendments that (i) are designed or act to clarify a provision of the 401(k) and 457(b) plans; (ii) are designed or intended to maintain or to bring either or both of the 401(k) or 457(b) plans into compliance with applicable federal



or state law; or (iii) will not create or result in a significant increase in cost to WECC or have a material or substantive effect on the rights or obligations of WECC with respect to the 401(k) and 457(b) plans.

RESOLVED FURTHER, that in order to codify and set forth the specific grant of oversight and monitoring authority granted to the HRCC, the Charter of the HRCC is hereby amended and adopted as provided in the revised and updated HRCC Charter, a copy of which is appended to these minutes and made a part of the record of the Board's actions.

