



**Governance Committee
Draft Meeting Agenda
Virtual**

Virtual meeting [link](#), Password: WECC | Dial-in Number: 1-415-655-0003, Attendee Access Code: 2458 556 7633

June 14, 2022, 11:00 to 11:30 a.m. Mountain Time

- 1. Welcome, Call to Order—Shelley Longmuir**
 - 2. Review WECC Antitrust Policy—Brittany Huggins**
[WECC Antitrust Policy](#).
 Please contact WECC legal counsel if you have any questions.
 - 3. Approve Agenda**
 - 4. Review and Approve Previous Meeting Minutes**
Approval Item: March 8, 2022, minutes
 - 5. Review Previous Action Items—Brittany Huggins**
 - 6. Board and Committee Self-Evaluation Kickoff—Shelley Longmuir**
 - 7. Public Comment**
 - 8. Review New Action Items**
 - 9. Review Upcoming Meetings**
 September 13, 2022Lake Las Vegas, NV*
 December 6, 2022Salt Lake City, UT*
 March 7, 2023.....Salt Lake City, UT*
- *Meeting may be virtual due to the COVID-19 pandemic.*
- 10. Adjourn**





Governance Committee
DRAFT Meeting Minutes
March 8, 2022
Virtual

1. Welcome, Call to Order

Shelley Longmuir, Governance Committee (GC) Chair, called the meeting to order at 12:00 p.m. MT on March 8, 2022. A quorum was present to conduct business. A list of attendees is attached as Exhibit A.

2. Review WECC Antitrust Policy

Brittany Huggins, Assistant Corporate Secretary, read aloud the WECC Antitrust Policy statement. The meeting agenda included a link to the posted policy.

3. Approve Agenda

Ms. Longmuir introduced the proposed meeting agenda.

On a motion by Kris Hafner, the GC approved the agenda.

4. Review and Approve Previous Meeting Minutes

Ms. Longmuir introduced the minutes from the meeting on December 7, 2021.

On a motion by Gary Leidich, the GC approved the minutes from December 7, 2021.

5. Review Previous Action Items

Ms. Huggins reviewed previous action items.

6. Enterprise Risk Management

Wynne Schweitzer, Manager, Finance and Accounting, reviewed the proposed changes to the Enterprise Risk Management (ERM) Policy. Changes to the policy include minor grammatical edits and a recommendation to move to a biennial review.

The GC asked whether WECC has used the Committee of Sponsoring Organizations (COSO) framework for consideration into the ERM policy. Ms. Schweitzer responded that the ERM policy was drafted several years ago, and, though other regions were asked for input, it is unknown whether the COSO framework was considered.

On a motion by Gary Leidich, the GC, approved the following resolution:



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Resolved, that the Governance Committee (GC), recommends the WECC Board of Directors (Board) approve the Enterprise Risk Management Policy as presented and attached.

More information is attached as [Exhibit B](#).

7. Process for Soliciting Stakeholder Input

Ms. Longmuir reminded the GC that this item is based on comments from the Board Effectiveness Survey and how the Board solicits input from stakeholders to ensure communication and collaboration. Ms. Longmuir referred to the Risk Priorities development and the invaluable feedback the Member Advisory Committee (MAC) has provided. Ms. Longmuir reminded the GC that a one-pager was included with the GC materials.

The GC discussed the one-page recommendation and agreed it is a valuable way to move forward. The GC acknowledged that in-person meetings have value for collaboration and input. There was discussion that the process could change as in-person meetings resume, and the GC agreed to discuss this again in one year.

8. Public Comment

Eric Baran thanked the GC for following up on the feedback of soliciting stakeholder input and invited Board members to attend the monthly WIRAB meetings.

9. Review New Action Items

- Look at the COSO framework in consideration of the WECC ERM policy.
 - Assigned To: Wynne Schweitzer
 - Due Date: June 14, 2022
- One-year follow up on process for soliciting stakeholder input
 - Assigned To: Governance Committee
 - Due Date: March 8, 2023

10. Upcoming Meetings

June 14, 2022.....Salt Lake City, UT*

September 13, 2022Lake Las Vegas, NV*

December 6, 2022.....Salt Lake City, UT*

**Meeting may be virtual due to the COVID-19 pandemic.*



Draft GC Meeting Minutes—March 8, 2022

11. Adjourn

Ms. Longmuir adjourned the meeting without objection at 12:30 p.m.



Draft GC Meeting Minutes—March 8, 2022

Exhibit A: Attendance List

Members in Attendance

Kris Hafner Member
Gary Leidich..... Member
Shelley Longmuir Chair
Felicia Marcus Member



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Exhibit B: Enterprise Risk Management Policy

Background

The Enterprise Risk Management Policy is due for review. WECC staff and the committee reviewed the policy and identified minor edits to reflect changes to move from an annual to a biennial review. The policy was posted for a three-week stakeholder comment period. No comments or suggested edits were received.

Recommendation

Staff recommends the GC seek Board approval of the proposed revisions to the Enterprise Risk Management Policy.

Issues and Risks

There are no known issues or risks.





Governance Committee
Review of Previous Acton Items

Verbal Update

Brittany Huggins, Assistant Corporate Secretary

June 14, 2022

BOD Self-Evaluation - 2022

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In order to assess the performance of the WECC Board of Directors in carrying out its responsibilities, the Board conducts an annual self-evaluation process to review and assess its activities. This self-evaluation is intended to enhance the Board's overall effectiveness, and solicits comments designed to improve the functioning of the Board.

Answers to the following questions should be based on the following ranking system:

- 1 - Strongly Disagree
- 2 - Disagree
- 3 - Neither Agree nor Disagree
- 4 - Agree
- 5 - Strongly Agree

If a 1 or 2 rating is used, please provide comments with the rationale for the ranking and, if possible, recommendations for corrective action.

Evaluation responses are due on July 15.

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Q: 1 Independent, mission driven, and transparent

The Board demonstrates, through its actions, compliance with the "Principles of Corporate Governance," a full understanding of the roles and responsibilities of an independent board, and awareness of the organization's mission and acknowledges that WECC is fulfilling its mission and all delegated authorities and responsibilities.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree
- 5-Strongly Agree

Required *

Comments (optional)

Q: 2 Strategic focus

The Board oversees development and communication of clear goals, regularly monitors and evaluates progress of strategic goals, and is fully informed of progress by staff.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree
- 5-Strongly Agree

Required *

Comments (optional)

Q: 3 Commitment to continual professional improvement

The Board has defined and communicated its expectations and conducts regular evaluations of the CEO. The Board is prepared, interested, and engaged.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree

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5-Strongly Agree

*Required **

Comments *(optional)*

Q: 4 Enterprise Risk Management

The Board oversees and monitors WECC's enterprise risk management program.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree
- 5-Strongly Agree

*Required **

Comments *(optional)*

Q: 5 Board committee evaluation - FAC

Finance and Audit Committee - The committee chair leads effective meetings; materials are provided in advance; and members are prepared and have insightful discussions.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree
- 5-Strongly Agree

*Required **

Comments *(optional)*

Q: 6 Board committee evaluation - GC

Governance Committee - The committee chair leads effective meetings; materials are provided in advance; and members are prepared and have insightful discussions.

- 1-Strongly Disagree
- 2-Disagree

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- 3-Neither Agree nor Disagree
 - 4-Agree
 - 5-Strongly Agree

Required *

Comments (optional)

Q: 7 Board committee evaluation - HRCC

Human Resources and Compensation Committee - The committee chair leads effective meetings; materials are provided in advance; and members are prepared and have insightful discussions.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree
- 5-Strongly Agree

Required *

Comments (optional)

Q: 8 Board committee evaluation - WSC

WECC Standards Committee - The committee chair leads effective meetings; materials are provided in advance; and members are prepared and have insightful discussions.

- 1-Strongly Disagree
- 2-Disagree
- 3-Neither Agree nor Disagree
- 4-Agree
- 5-Strongly Agree

Required *

Comments (optional)

Q: 9 Additional feedback

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Are there additional areas on which you would like to give feedback?

*Required **

Q: 10 Closed session

Are there comments that need to be raised in a closed session? (Board or committee level)

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SUBMISSION PAGE

Thank you for your participation in this questionnaire!

Select the submit option to mark your responses as final and complete your participation in this questionnaire. If you would like to review or change any of your responses, use the previous button to access prior pages.