



Webinar [link](#), Password: WECC | Dial-in Number: 1-415-655-0003, Attendee Access Code: 177 619 5088

September 8, 2021, 10:15 to 10:45 a.m. Mountain Time

- 1. Welcome, Call to Order—Kris Hafner**
- 2. Review WECC Antitrust Policy—Jeanine Wilson**
[WECC Antitrust Policy](#).
Please contact WECC legal counsel if you have any questions.
- 3. Approve Agenda—Kris Hafner**
- 4. Review and Approve Previous Meeting Minutes**
Approval Item: June 14, 2021, minutes
- 5. Review of Previous Action Items—Jeanine Wilson**
- 6. Proposed Delegation of Authority and Revised HRCC Charter—Kris Hafner**
Approval Item: Recommendation to Board of Directors
- 7. HR Policy Review—Jeanine Wilson**
Reference document: Education Assistance Policy
- 8. Public Comment**
- 9. Review of New Action Items**
- 10. Review Upcoming Meetings**

December 7, 2021Salt Lake City, UT*

January 2022Webinar

June 14, 2022Salt Lake City, UT*

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



HRCC Meeting Agenda—September 8, 2021

11. Adjourn





**Human Resources and Compensation
Committee**

DRAFT Meeting Minutes

June 14, 2021

Webinar

1. Welcome, Call to Order

Kris Hafner, Human Resources and Compensation Committee (HRCC) Chair, called the meeting to order at 1:00 p.m. on June 14, 2021. A quorum was present to conduct business. A list of HRCC members in attendance is attached as Exhibit A.

2. Review WECC Antitrust Policy

Jeanine Wilson, Director, Human Resources, read aloud the WECC Antitrust Policy statement. The meeting agenda included a link to the posted policy.

3. Approve Agenda

Ms. Hafner introduced the proposed meeting agenda.

On a motion by Joe McArthur, the HRCC approved the agenda.

4. Review and Approve Previous Meeting Minutes

Ms. Hafner introduced the minutes from the meeting on December 8, 2020.

On a motion by Joe McArthur, the HRCC approved the minutes from December 8, 2020.

5. Review of Previous Action Items

There were no previous action items.

6. HR Annual Review and Update

Ms. Wilson provided an annual HR report, including updates on COVID-19, WECC's voluntary return to office, closure of the Vancouver office, staff engagement, and 2021 staff trainings and workshops. Ms. Wilson reviewed WECC's current talent management efforts, local and national labor markets, remote work expansion, recruiting strategies, and WECC's current workforce demographics.

The HRCC discussed the Retirement Readiness Workshop and WECC's anticipated hiring practices for remote work. Additional topics of interest were WECC's position on COVID-19 vaccinations and WECC's level of preparedness for potential high turnover after the pandemic.



HRCC Meeting Minutes—June 14, 2021

7. HR Policy Review

Ms. Wilson reviewed WECC’s proposed FlexWork Program policy, noting specific changes to the WECC workplace going forward. She also reviewed some key program definitions such as “remote” employee as well as the overall purpose and intent of the program.

The HRCC discussed adding a statement to the policy that the FlexWork Program would be reviewed and changes made where needed. The HRCC also noted some of the challenges with workers compensation claims in a remote setting and asked for clarification on the 9:00 a.m. to 3:00 p.m. core hours adopted by WECC.

8. Public Comment

Brenda Ambrosi, BC Hydro, expressed her support of flexible work and noted the success of flexible work options throughout the industry. Ms. Ambrosi also commented that BC Hydro has had “core hours” for several years, and that it has worked well to provide employees with a good work/life balance.

9. Review of New Action Items

- Consider retention practices for key employees and positions after the pandemic.
 - Assigned To: Jeanine Wilson
 - Due Date: September 8, 2021
- Consider HRCC feedback on FlexWork Program.
 - Assigned To: Jeanine Wilson
 - Due Date: September 8, 2021

10. Upcoming Meetings

September 8, 2021Salt Lake City, UT*

December 7, 2021Salt Lake City, UT*

June 14, 2021Salt Lake City, UT*

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

11. Adjourn

Ms. Hafner adjourned the meeting without objection at 1:57 p.m.



HRCC Meeting Minutes—June 14, 2021

Exhibit A: Attendance List

Members in Attendance

Kris Hafner Chair

Joe McArthur Member

Ian McKay Member

Members not in Attendance

Dan Arvizu Member





Human Resources and Compensation Committee Meeting

Delegation of Authority for WECC Retirement Plans and Approval of Revised HRCC Charter

September 8, 2021

HRCC Resolution

Resolved, that the Human Resources and Compensation Committee (HRCC), acting on the recommendation of the Chief Executive Officer and General Counsel at its meeting on September 8, 2021, hereby recommends that the WECC Board of Directors (Board) approve the attached resolution delegating certain authority related to the WECC retirement plans and revising the HRCC Charter accordingly.

Background

Over the past year, WECC staff has worked with outside legal counsel to examine processes and responsibilities related to administration and oversight of WECC's 401(k) and 457(b) retirement plans (collectively referred to as the "Plans") with a view toward implementing reasonable changes necessary to bring administration and oversight of the Plans in line with industry practice. The proposed delegation of authority and revisions to the HRCC Charter are the result of this examination.

Board Delegation of Authority

The attached draft resolution accomplishes the following:

- Creates an Investment Committee and a Plan Administration Committee which, respectively, have authority to determine the investments available for the Plans and to monitor their performance, and act as the plan administrator and the named fiduciary of the Plans, as those terms are defined in applicable regulations;
- Appoints the CEO and General Counsel as the sole members of the Investment Committee and Plan Administration Committee;
- Clarifies that the HRCC has oversight responsibility of the Investment Committee and Plan Administration Committee;
- Delegates authority such that the Plan Administration Committee has specific authority to act on behalf of the Board with respect to adopting all amendments and restatements of the Plans intended to clarify provisions of the Plans or to bring the Plans into compliance with applicable federal or state law, so long as the amendment or restatement will not result in a significant

Delegation of Authority for WECC Retirement Plans and Approval of Revised HRCC Charter

increase in cost to WECC or have a material or substantive effect on the rights or obligations of WECC; and

- Approves the applicable revisions to the HRCC Charter.

In considering the Board’s creation and HRCC’s oversight of the Investment Committee and Plan Administration Committee, it is important to recognize that these “committees” exist to align WECC’s administration of the Plans with industry practice and common parlance; however, they are not new Board committees requiring the administrative and logistical trappings of such committees. In fact and in practice, these committees are comprised of only the CEO and General Counsel and continue the longstanding WECC policy of entrusting the CEO and General Counsel with authority over administration of the Plans and the investments available under the 401(k) plan. While the Board’s delegation of authority will now be appropriately documented and described, and thus better able to withstand regulatory and judicial scrutiny, in practice nothing will change—the CEO and General Counsel will continue in their role as fiduciaries of the Plans, reporting their activities and Plan performance annually to the HRCC, and the HRCC will continue in its role of overseeing the CEO and General Counsel in the performance of their duties with respect to the Plans.

Revised HRCC Charter

Proposed revisions to the HRCC Charter are limited to those necessary to recognize the HRCC’s oversight of the newly created Investment Committee and Plan Administration Committee. The revisions also refer to the 457(b) plan, which had not previously been mentioned in the HRCC Charter. A redline of the revised HRCC Charter is attached.

Recommendation

The CEO and General Counsel recommend the HRCC recommend Board approval of the proposed delegation of authority and revised HRCC Charter.

Issues and Risks

Failure to take the recommended action could subject WECC, the Board, and corporate officers to greater regulatory and litigation risk.





Establishment and Authority

The Human Resources and Compensation Committee (HRCC) was established by the WECC Board of Directors (Board).

Purpose and Responsibilities

The purpose of the HRCC is to report to and assist the Board by overseeing the policies, plans, and programs of Human Resources, including employee compensation and benefit plans, officer compensation plans, personnel development, and succession plans for key positions, as well as other matters as directed by the Board or this charter.

To carry out its oversight responsibilities, the HRCC will:

1. Review and advise the Board on risks to WECC including:
 - a. Compliance with HR corporate policies;
 - b. Compensation and benefit programs;
 - c. Senior succession planning;
 - d. Workforce diversity, staffing, and retention;
 - e. Training and development;
 - f. Occupational health and safety; and
 - g. Respect in the workplace.
2. Oversee and monitor the management and administration of 401(k) and 457(b) plans. This includes oversight of actions and decisions of the CEO and General Counsel, who serve as the Investment Committee and the Plan Administration Committee for the 401(k) and 457(b) plans. The HRCC will report the results of its plan administration oversight and monitoring annually to the Board.
3. Recruit and recommend for Board approval, the selection and compensation of a new CEO and, afterward, conduct the ongoing performance reviews and recommend CEO compensation adjustments for Board approval.

4. Review and recommend for Board approval, after consultation with the CEO, the selection and compensation of new corporate officers, then conduct annual compensation reviews of current corporate officers.
5. Review and recommend for Board approval:
 - a. Executive compensation plans, including incentive and at-risk-pay plans;
 - b. Corporate and individual CEO goals;
 - c. Corporate officer employment agreements, special compensation awards, retention bonus agreements, or severance agreements after consultation with the CEO. (The CEO will inform the HRCC of retention bonus agreements that the CEO has approved for employees below the corporate officer level.); and
 - d. Removal of the CEO or any corporate officer if it serves the best interests of the company.
6. The HRCC will have the sole authority and responsibility to appoint, retain, compensate, evaluate and, when appropriate, terminate the business relationship with external legal, compensation, leadership development, or other consultants who—in the opinion of the HRCC—are necessary to assist the HRCC in conducting its business. The HRCC oversees the contract management, qualifications, independence, and performance of external consultants engaged on behalf of the HRCC. Perform other duties as requested by the Board.

Committee Composition and Governance

1. Membership

- a. The HRCC will be composed of not fewer than three members of the Board, appointed by the chair of the Board, and in consultation with the Board.
- b. Each member of the HRCC will serve until a successor is appointed, unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill the position.
- c. No member of the HRCC may participate as an HRCC member at any time that the HRCC may consider any recommendation to the Board that would directly affect the continued service of that Director as a member of the Board of Directors. The Board chair may appoint a temporary alternate member to serve on the HRCC in place of any Director who is recused from participation under this paragraph.

2. Leadership

- a. The chair of the Board, in consultation with the Board and with consideration of a Director's interest and expertise, will appoint one HRCC member to serve as the committee chair. The



chair will assign a committee member or a member of the WECC staff to prepare HRCC meeting minutes for legal review followed by the committee's approval.

- b. The HRCC chair will manage the HRCC and its meetings.
- c. The HRCC chair may appoint a steering committee to address specific assignments as necessary.

3. Meetings

- a. The HRCC must meet a minimum of twice per year or as often as required to carry out its responsibilities. Meetings will be held according to the WECC Meeting Policy and may be in person or by telephone or web conference as determined by the chair.
- b. The HRCC will determine the procedures for its meetings, except:
 - i. A quorum for meetings is a majority of members of the committee.
 - ii. Action taken by the HRCC requires a majority of assigned HRCC members.
 - iii. HRCC members may not vote by proxy or absentee ballot.
- c. The HRCC chair will provide (or cause to be provided) email notice of the time and place of all meetings to each member of the HRCC and to the Board, no later than three days before the meeting. An agenda of the items for which action may be taken will be made available at that time. Notice of meetings and the agenda will also be posted on the WECC website.
- d. The HRCC chair may call for a closed session of the HRCC when necessary to protect sensitive or confidential information or to receive attorney-client communications. The HRCC chair will permit any Director, except those Directors who are conflicted in accordance with sections 7.6.1.1 of the Bylaws or where the HRCC determines that a Director would have a perceived or actual conflict of interest, to monitor such closed sessions.
- e. The HRCC chair will provide (or cause to be provided) email notice of the time and place of all closed session meetings to each member of the HRCC and to the Board, no later than three days before the meeting or upon as much notice as is reasonable under the circumstances, as approved in writing by a quorum of the committee. This notice will include an agenda of the items for which action may be taken.
- f. The HRCC may meet in closed session to:
 - i. Consider the employment, evaluation of performance, or dismissal of an employee of WECC;
 - ii. Discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and



- iii. Receive and discuss any information that is privileged, trade secret, cybersecurity, critical energy infrastructure information (as defined by FERC), protected from public disclosure by law, or that the committee determines should be confidential to protect a legitimate public interest.

Reporting

The HRCC will report at least annually to the Board on its activities and any recommendations.

Review and Changes to the Charter

The HRCC will review this charter annually and recommend any changes to the Board.

Approved by the WECC Board of Directors: September 11, 2020





Establishment and Authority

The Human Resources and Compensation Committee (HRCC) was established by the WECC Board of Directors (Board).

Purpose and Responsibilities

The purpose of the HRCC is to report to and assist the Board by overseeing the policies, plans, and programs of Human Resources, including employee compensation and benefit plans, officer compensation plans, personnel development, and succession plans for key positions, as well as other matters as directed by the Board or this charter.

To carry out its oversight responsibilities, the HRCC will:

1. Review and advise the Board on risks to WECC including:
 - a. Compliance with HR corporate policies;
 - b. Compensation and benefit programs;
 - c. Senior succession planning;
 - d. Workforce diversity, staffing, and retention;
 - e. Training and development;
 - f. Occupational health and safety; and
 - g. Respect in the workplace.
2. Review/Oversee and monitor the management and administration of the 401(k) plan by the and 457(b) plans. This includes oversight of actions and decisions of the CEO and General Counsel, trustees of WECC's who serve as the Investment Committee and the Plan Administration Committee for the 401(k) plan and 457(b) plans. The HRCC will report the results of its plan administration oversight and monitoring annually to the Board.
3. Recruit and recommend for Board approval, the selection and compensation of a new CEO and, afterward, conduct the ongoing performance reviews and recommend CEO compensation adjustments for Board approval.

4. Review and recommend for Board approval, after consultation with the CEO, the selection and compensation of new corporate officers, then conduct annual compensation reviews of current corporate officers.
5. Review and recommend for Board approval:
 - a. Executive compensation plans, including incentive and at-risk-pay plans;
 - b. Corporate and individual CEO goals;
 - c. Corporate officer employment agreements, special compensation awards, retention bonus agreements, or severance agreements after consultation with the CEO. (The CEO will inform the HRCC of retention bonus agreements that the CEO has approved for employees below the corporate officer level.); and
 - d. Removal of the CEO or any corporate officer if it serves the best interests of the company.
6. The HRCC will have the sole authority and responsibility to appoint, retain, compensate, evaluate and, when appropriate, terminate the business relationship with external legal, compensation, leadership development, or other consultants who—in the opinion of the HRCC—are necessary to assist the HRCC in conducting its business. The HRCC oversees the contract management, qualifications, independence, and performance of external consultants engaged on behalf of the HRCC. Perform other duties as requested by the Board.

Committee Composition and Governance

1. Membership

- a. The HRCC will be composed of not fewer than three members of the Board, appointed by the chair of the Board, and in consultation with the Board.
- b. Each member of the HRCC will serve until a successor is appointed, unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill the position.
- c. No member of the HRCC may participate as an HRCC member at any time that the HRCC may consider any recommendation to the Board that would directly affect the continued service of that Director as a member of the Board of Directors. The Board chair may appoint a temporary alternate member to serve on the HRCC in place of any Director who is recused from participation under this paragraph.

2. Leadership

- a. The chair of the Board, in consultation with the Board and with consideration of a Director's interest and expertise, will appoint one HRCC member to serve as the committee chair. The



chair will assign a committee member or a member of the WECC staff to prepare HRCC meeting minutes for legal review followed by the committee's approval.

- b. The HRCC chair will manage the HRCC and its meetings.
- c. The HRCC chair may appoint a steering committee to address specific assignments as necessary.

3. Meetings

- a. The HRCC must meet a minimum of twice per year or as often as required to carry out its responsibilities. Meetings will be held according to the WECC Meeting Policy and may be in person or by telephone or web conference as determined by the chair.
- b. The HRCC will determine the procedures for its meetings, except:
 - i. A quorum for meetings is a majority of members of the committee.
 - ii. Action taken by the HRCC requires a majority of assigned HRCC members.
 - iii. HRCC members may not vote by proxy or absentee ballot.
- c. The HRCC chair will provide (or cause to be provided) email notice of the time and place of all meetings to each member of the HRCC and to the Board, no later than three days before the meeting. An agenda of the items for which action may be taken will be made available at that time. Notice of meetings and the agenda will also be posted on the WECC website.
- d. The HRCC chair may call for a closed session of the HRCC when necessary to protect sensitive or confidential information or to receive attorney-client communications. The HRCC chair will permit any Director, except those Directors who are conflicted in accordance with sections 7.6.1.1 of the Bylaws or where the HRCC determines that a Director would have a perceived or actual conflict of interest, to monitor such closed sessions.
- e. The HRCC chair will provide (or cause to be provided) email notice of the time and place of all closed session meetings to each member of the HRCC and to the Board, no later than three days before the meeting or upon as much notice as is reasonable under the circumstances, as approved in writing by a quorum of the committee. This notice will include an agenda of the items for which action may be taken.
- f. The HRCC may meet in closed session to:
 - i. Consider the employment, evaluation of performance, or dismissal of an employee of WECC;
 - ii. Discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and



- iii. Receive and discuss any information that is privileged, trade secret, cybersecurity, critical energy infrastructure information (as defined by FERC), protected from public disclosure by law, or that the committee determines should be confidential to protect a legitimate public interest.

Reporting

The HRCC will report at least annually to the Board on its activities and any recommendations.

Review and Changes to the Charter

The HRCC will review this charter annually and recommend any changes to the Board.

Approved by the WECC Board of Directors: September 11, 2020





Electric Reliability and Security for the West

Education Assistance Policy

January 1, 2016

Policy

Western Electricity Coordinating Council (WECC) educational assistance program provides an opportunity for employees to obtain additional education or training to increase their competence in their current position or to prepare for possible advancement within WECC.

Degree Programs

Education assistance is available for associate, bachelor, or graduate degree programs at an accredited college, university, community college or other institution approved by Human Resources. The program should meet all of the following requirements:

- Be part of the employee's development plan
- Improve or maintain the employee's ability to perform in his or her current position
- Be part of an approved course of study that prepares the employee for a new position reasonably attainable within WECC

Courses of study that prepare an employee for a new profession outside of that which is reasonably obtainable within WECC (flight school, interior design, nursing, etc.) are not eligible for reimbursement under this program.

Reimbursement Level

Education assistance will be provided up to an annual maximum of the IRS pre-tax limit (\$5,250 per calendar year). Costs eligible for reimbursement include tuition, books, and certain fees such as registration and lab fees. Costs not eligible for reimbursement include but are not limited to a sports course, parking fees, add/drop fees, application fees, interest fees, professional exam fees, and tools for courses that have a longer use than the course. Fees are to be itemized separately from tuition when submitting the expense.

Reimbursement will be credited to the calendar year in which the reimbursement was made. For example, if a class is completed in December 2015, the reimbursement must be processed in December 2015 to count toward the 2015 annual maximum. If the reimbursement is submitted and paid in January 2016, it will count toward the 2016 annual maximum. Reimbursement will be paid at 100 percent up to the annual maximum, as long as the grade is a "C" or above, or "pass" in a pass/fail class.



Education Assistance Policy

Termination of Employment

If an employee is terminated by WECC for any reason, except for a reduction in force, or voluntarily resigns employment with WECC, eligibility for reimbursement ends immediately, whether the course is completed or not. Additionally, the employee will be required to repay any reimbursement(s) paid to the employee during the prior 12 months.

Process

Pre-Approval

Regular, full-time employees are eligible to receive benefits from this program after six (6) months of continuous employment. All courses must be pre-approved by the employee's department manager and Human Resources to be eligible for reimbursement. To have the class pre-approved, the employee must send a completed Education Assistance Application (available on the HR Intranet page) to the department head and then to Human Resources. The employee will be notified whether the request has been approved or denied, usually within ten (10) working days of receipt of the application. The Education Assistance Application will be returned to the employee to be re-submitted when applying for reimbursement after completion of the course.

The employee must submit a new application each semester.

Applying for Reimbursement

The employee will need to re-submit the pre-approved Education Assistance Application to Human Resources within 60 days of completing the course, with the following information attached:

1. Official grade report
2. A verified statement of the cost of tuition and/or receipts

Reimbursement will be processed and paid on the next scheduled payroll following submission.

This policy supersedes and revokes all past policies and practices, oral and written representations, or statements regarding terms and conditions of employment concerning the subject matter covered herein. WECC reserves the right to add to, delete, change, or revoke this policy at any time, with or without notice. This policy does not create a contract between WECC and any employee or contractor, nor does it create any entitlement to employment or any benefit provided by WECC to its employees or contractors.

Caution! — This document may be out of date if printed.

