

Establishment and Authority

The WECC Board Nominating Committee (Nominating Committee) is a Board committee established under the provisions of the WECC Bylaws.

Purpose and Responsibilities

The purpose of the Nominating Committee is to:

1. Develop WECC Director candidate pools and nominate WECC Director candidates for election by the Members; and
2. Annually make a recommendation to the Member Advisory Committee (MAC) on the level of Director compensation for the following calendar year.

The Nominating Committee shall:

- a. Annually review the qualifications of potential Director candidates and put forward one nominee for each Director position up for election.
- b. If the position of any Director becomes vacant prior to its normal term expiration, and (1) if there is more than one (1) year remaining in said term, the Nominating Committee shall, within a reasonable amount of time as determined by the Board chair, begin the process of choosing a successor candidate for nomination and election.
- c. Consider any qualified applicant, in accordance with the requirements contained in Sections 6.2.1 and 6.2.2 of the WECC Bylaws, in developing the candidate pool. The Nominating Committee may identify candidates through any method the Nominating Committee deems to be reasonable, including but not limited to the following processes:
 - o Selecting and using an independent search firm to provide the Nominating Committee with a list of qualified applicants;
 - o Consider an incumbent Director who is willing to stand for re-election, including a review of such Director's performance and tenure on the Board of Directors;
 - o Any party may recommend candidates (self-recommendations and third-party recommendations) to the Nominating Committee for consideration, by submitting the candidate's resume, a summary of the candidate's relevant experience, a disclosure statement from the candidate, and a letter of interest from the candidate. The Nominating Committee will publish on the WECC website deadlines for submitting self- or third-party recommendations.

- d. Establish criteria against which the performance of the incumbent Directors will be evaluated for the purposes of determining whether incumbent Directors whose terms are expiring should be considered for re-election. These criteria should remain relatively consistent year over year. All members and liaison members of the Nominating Committee, and those Directors not being considered for election will complete confidential evaluations of the incumbent Directors being considered for re-election. The chief executive officer will not provide any input regarding Director performance to the Nominating Committee. All evaluations will be provided to the chair of the Nominating Committee and will be compiled into a form that protects the anonymity of the individuals providing the feedback. Once the Director elections have been completed and the respective Nominating Committee's term completed, all individual evaluations, as well as the combined evaluations, will be deleted from all files.
- e. Investigate and evaluate all potential conflicts as described in the WECC Bylaws to which candidates may be exposed.
- f. Forward the list of Director nominees to the Board Chair at least sixty (60) days in advance of the Annual Member Meeting except in the case of nominations for vacant Director positions, which will follow the timelines established for that purpose.
- g. Annually prepare a recommendation to the MAC for Director compensation for the following year. When preparing such a recommendation, the Nominating Committee shall consider any independent studies of Director Compensation that the WECC Board may from time to time initiate. The Nominating Committee recommendation for Director compensation for the following year shall be presented to the MAC no later than one hundred fifty (150) days prior to the Annual Member Meeting.
- h. Except as otherwise provided in the WECC Bylaws, the Nominating Committee shall have sole authority and responsibility to appoint, retain, compensate, evaluate and when appropriate, terminate the business relationship with external legal, or other consultants, who in the opinion of the Nominating Committee are necessary to assist the Nominating Committee in conducting its business. The Nominating Committee shall oversee the contract management, qualifications, independence, and performance of external consultants engaged on its behalf.
- i. Each Nominating Committee may document "lessons learned" to provide guidance to future Nominating Committees.

Committee Composition and Governance

1. Membership

- a. The Nominating Committee shall comprise seven voting members and two non-voting members.



- b. The WECC Board chair shall annually appoint three Directors whose terms are not expiring at the next Annual Member Meeting as voting members.
- c. The MAC shall annually appoint two (2) MAC members selected from Classes 1, 2, and/or 3, and two (2) members selected from Classes 4 and/or 5 as voting members.
- d. The MAC shall annually appoint one of its international members and one member from each of the non-voting classes as non-voting members of the Nominating Committee.
- e. If the MAC does not designate its members to serve on the Nominating Committee within 30 days of being notified of the Board chair's designation of the three Directors to serve on the Nominating Committee, the Board may designate MAC members to serve on the Nominating Committee.
- f. A nominating committee shall be formed each year not less than 180 days prior to the Annual Meeting and will continue to function until a replacement Nominating Committee is formed but no longer than twelve months from its creation unless the Board authorizes the Nominating Committee to function beyond twelve months.

2. Leadership

- a. The chair of the Board shall appoint one of the Directors to serve as the chair of the Nominating Committee.
- b. The Nominating Committee chair shall manage the committee and its meetings.
- c. In the event of the absence of the Nominating Committee chair, the chair shall assign the duties of the chair to one of the Directors in attendance.
- d. The Nominating Committee chair shall appoint a secretary who need not be a Director or a committee member.
- e. The secretary shall prepare confidential minutes of the Nominating Committee's meetings for the committee's approval. The minutes shall not record any personal or assessment information about Directors or Director candidates. At the end of a Nominating Committee's term, and prior to the establishment of a new Nominating Committee, the corporate secretary shall ensure that all Nominating Committee minutes approved by the Nominating Committee whose term has just ended, have been transferred to confidential storage (physical and/or electronic). For the duration of their retention, such minutes may not thereafter be accessed by any person unless required to do so in accordance with a valid judicial order, subpoena, litigation obligation, or other applicable statute, regulation, investigation or audit.

3. Meetings.

- a. All meetings shall be conducted in closed session.
- b. All discussions and information regarding potential candidates shall be maintained in strict confidence.



- c. WECC staff support and/or involvement with the Nominating Committee shall be minimized and shall be determined by the Nominating Committee chair.
- d. The Nominating Committee chair or designate shall provide notice by email of the time and place of all meetings along with an agenda for the meeting to each member of the Nominating Committee no later than three business days prior to each meeting.
- e. Except as may otherwise be required by the WECC Bylaws, the Nominating Committee shall determine the procedures for its meetings.
- f. A quorum for meetings shall be two Directors and three voting members appointed by the MAC.
- g. Action taken by the Nominating Committee shall require five (5) affirmative votes.
- h. Nominating Committee meetings may be in person, conference call, or other electronic means as determined by the chair.
- i. The Nominating Committee may, by unanimous, written consent (including electronic communications) of all voting members, take any action that it would otherwise take at a meeting of the Nominating Committee.

Reporting

The Nominating Committee shall report as described in the section Purpose/Responsibilities in this charter.

Review and Changes to the Charter

The Nominating Committee shall review this charter on an annual basis and recommend any changes to the Board.

Approved by the Board: September 12, 2018

- **The Nominating Committee charter was reviewed by the Nominating Committee in September, 2019. No changes were recommended.**
- **The Nominating Committee Charter has been reviewed and the committee determined no changes were necessary – May, 2020.**
- **The Nominating Committee Charter has been reviewed and the committee determined no changes were necessary – December, 2020.**
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