

## **Governance Committee Charter**

### **Establishment and Authority**

The Governance Committee (GC) is a Board committee established under Section 8.3 of the WECC Bylaws.

### **Purpose and Responsibilities**

The purpose of the GC is to help the WECC Board of Directors (Board) be highly effective and the entire organization to be well-governed.

The committee's primary duties and responsibilities are as follows:

1. Oversee implementation and amendment of the Bylaws.
2. Cooperate with the Western Interconnection Regional Advisory Body on governance matters.
3. Cooperate with the Member Advisory Committee on governance matters.
4. Review and update the following documents as needed but at least biennially:
  - Board of Directors Principles of Corporate Governance;
  - Standards of Conduct (for Board Directors and for Officers and Employees); and
  - Responsibility and Accountability Matrix.
5. Ensure that all Board policies and charters are reviewed regularly and are up to date and relevant. In this task, the GC is assisted by the corporate secretary, who will provide an annual report on the status of these reviews.
6. Discuss education and development opportunities for Board members, including as informed by the Board and Board committee self-assessment process.
7. Evaluate biennially in the off years when no evaluation is occurring the thoroughness and effectiveness of the Board and Board committee self-assessment process.
8. Make recommendations to assist the Board in making decisions under Bylaws Sections 6.5.2 (removal of Directors) and 6.7.3 (appointment of temporary Directors).
9. Perform such other functions pertinent to governance as may be delegated by the Board.

### **Committee Composition and Governance**

#### **1. Membership**

- a. The GC will be composed of at least three members of the Board, appointed by the chair of the Board in consultation with the Board.
- b. Each member of the GC will serve until a successor is appointed unless the

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member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill that vacancy.

- c. No member of the GC may participate as a GC member at any time that the GC 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 GC 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 GC member to serve as the GC chair.
- b. The GC chair will manage the GC and its meetings.
- c. The GC chair may appoint a steering committee to address specific assignments as necessary.

## **3. Meeting**

- a. The GC will meet a minimum of twice per year and as often as required to carry out its responsibilities. Meetings will be held in accordance with the WECC Meeting Policy and may be in person or by telephone or web conference as determined by the chair.
- b. The GC will determine the procedures for its meetings, except:
  - i. A quorum for meetings is a majority of members of the committee.
  - ii. Actions or decisions taken by the GC require an affirmative vote of a majority of GC members present.
  - iii. GC members may not vote by proxy or absentee ballot, but GC members may participate in meetings, including casting votes, by telephone conference or any other means of communications that enables all members participating in a meeting to simultaneously communicate with each other.
- c. Email notice of the time and place of all meetings will be provided to each member of the GC 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 majority of GC members. An agenda, including identification of the items for which action may be taken, will be provided with the meeting notice. Notice of meetings and the agenda will also be posted on the WECC website. Approval item documents should also be posted in advance of the meeting, when possible, but approvals by the GC may differ from what is posted.
- d. The GC chair may call for a closed session of the GC for the reasons set forth in sections 7.6.1- 1), 2), and 3) of WECC's Bylaws. The GC chair will permit any Director to monitor such closed sessions except those Directors who are



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conflicted in accordance with sections 7.6.1.1. of the Bylaws or where the GC determines that a Director would have a perceived or actual conflict of interest.

## **Reporting**

The GC will report to the Board on its activities and any recommendations.

## **Review and Changes to the Charter**

The GC will review this charter as needed but at least biennially and, following consultation with WECC legal counsel, will recommend any changes to the Board. Modifications to this charter must be approved by the Board.

**Approved by the WECC Board of Directors: December 11, 2024**

