

## **Member Advisory Committee Charter**

### **Establishment and Authority**

The Member Advisory Committee (MAC) is established by the Bylaws.

### **Purpose and Responsibilities**

The purpose of the MAC is stated in the bylaws.

MAC responsibilities include those specified in the WECC Bylaws and the following:

1. Give timely updates and communications to, and get feedback from, WECC's Members on issues facing WECC to inform and influence the WECC Board of Directors (Board) in its decisions about those issues.
2. Develop a work plan that includes issues identified by the Board and the MAC. Clearly communicate the work plan to the Board and the membership and implement it to ensure enough time is given to inform and influence WECC decisions.
3. Work with the Board to develop and implement the agenda for the Annual Member Meeting.
4. MAC members have a duty to represent the interests of their member class, subclass, or international jurisdiction. All MAC members must keep regular contact with the members of their member class or jurisdiction as issues are considered by the MAC, and must make reasonable, good-faith efforts to present and discuss both majority and minority opinions from their jurisdiction or member class on matters before the MAC.

### **Committee Composition and Governance**

#### **Membership**

The MAC will be composed of representative members as described in the Bylaws.

#### *Selection of Class and International Jurisdiction MAC Members*

Selection of MAC members will be such that no WECC member may have more than one member representative serving as a MAC member at the same time. A MAC member may fill only one member position. Other nomination and election procedures beyond those contained in this charter may be proposed for an international jurisdiction or class. Depending on approval by the WECC general counsel for their submission to the affected WECC members, other procedures may be implemented by majority vote of the members of an international jurisdiction or class.

##### **1. Class MAC Members**

- a. In conjunction with the Annual Member Meeting, each member class will elect representative class members for the MAC. Voting for MAC members may occur in whole or

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in part through submission of written or electronic ballots in accordance with procedures determined by WECC's Corporate Secretary to ensure the integrity of the voting process.

- b. Each WECC member class will have three MAC members. Each class MAC member will serve a three-year term. Terms must be staggered so that, in each class, only one MAC member's term ends each year.
- c. A member class may establish term limits for MAC class members as determined by the electing class.
- d. Each class will determine the need for diversity (regarding, for example, geographic and stakeholder issues) within that class.
- e. Only members of each class may nominate and vote on candidates for election as MAC member representatives for their respective class.
- f. A class candidate need not be a member of the class, nor an employee of a class member.
- g. A quorum of a majority of the members of a class must be represented to elect a MAC member for the class; election will be by simple majority of votes cast.
- h. If there are more candidates for election than positions to fill, ballots will allow voters to list the candidates in order of preference, so their wishes are honored in case a runoff is needed. Ballots must be counted in the first ballot based on the top choice, or the top two or three choices if more than one seat is being filled. In the event of a runoff election, ballots must be counted based on the highest preferences indicated for the candidates who remain in the runoff election.

## **2. International Jurisdiction MAC Members**

- a. Alberta, British Columbia, and Mexico ("international jurisdiction") must each have a representative MAC member.
- b. An international jurisdiction representative MAC member will serve until removal, resignation, or a vacancy is recognized as provided in this charter.
- c. Each international jurisdiction may establish, through majority vote of its WECC members, its selection processes, replacement processes, or both for its representative MAC member. An international jurisdiction may change its selection processes, replacement processes, or both by majority vote of its WECC members. Each international jurisdiction will provide to the MAC chair and WECC's corporate secretary a copy of its MAC member selection and replacement processes to the extent it establishes processes that are different from the current process, which requires each of the entities of the independent system operator operating as the Alberta Electric System Operator, for Alberta, and British Columbia Hydro and Power Authority, for British Columbia to designate a MAC member from their respective organizations. Until Alberta and British Columbia WECC members have established their selection and replacement processes, these international jurisdictions will continue to have representative MAC members selected by the independent system operator operating as

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Alberta Electric System Operator for Alberta, and British Columbia Hydro and Power Authority for British Columbia.

- d. Having an international jurisdiction MAC member for each international jurisdiction does not restrict WECC members from Alberta, British Columbia, or Mexico from participating in the activities of their WECC member classes, including taking part in their class MAC member elections. However, no international jurisdiction representative may be employed by a WECC member that also employs a MAC member class representative.

### *Member Vacancy by Resignation, Removal, or Nonparticipation*

1. Any MAC member may resign from their position at any time by giving written notice to the MAC chair. This notice is effective on the date it is given to the MAC chair. A MAC member's nonparticipation in MAC meetings for a period of four consecutive meetings may be considered a vacancy. The MAC chair will decide whether to recognize a vacancy due to nonparticipation.
2. The MAC, the international jurisdiction or a member class may remove a MAC member before completion of the MAC member's term of office as follows:
  - a. The MAC may remove any MAC member for gross negligence; gross misconduct; violation of local, state, provincial, or federal law; or gross failure to carry out the duties of a MAC member. Removal will only occur after the affirmative vote of at least two-thirds of the MAC members.
  - b. A majority of members from any international jurisdiction or class may remove one of their MAC members by submitting in writing their request to the MAC chair and WECC's chief executive officer.
  - c. The MAC member's position will be deemed vacant and the vacancy filled according to Section 3c below.
  - d. In keeping with Selection of Class and International Jurisdiction MAC Members, members from an international jurisdiction may establish a different process from that provided in Section 3 below to address resignation, removal, nonparticipation, or vacancy, but such process will not infringe on the ability of a majority of members from that international jurisdiction to remove their MAC member representative.
3. Whenever a MAC vacancy occurs, the MAC chair will:
  - a. Consult with the members of the affected international jurisdiction or class, for the appointment of an interim MAC member to fill the vacancy as may be required to meet the MAC quorum requirements. The appointee will serve until an election, or the process as established by the international jurisdiction members, selects a replacement for the rest of the vacated term. Any interim appointment must come from members of the same international jurisdiction or class from which the vacancy arose.
  - b. Promptly conduct a special election for the class or international jurisdiction—as applicable—from which the vacancy arose, allowing a reasonable period to select candidates and to organize such an election.

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- c. If a special election chooses a replacement class MAC member no more than 14 months before the end of the vacated term filled by the special election, the MAC member chosen by the special election will fill the rest of the vacated term and the following regular three-year term as the MAC member representative for the electing class.

## Leadership

1. The MAC chair will manage the committee and its meetings.
2. The MAC vice chair will perform the duties of the MAC chair in the chair's absence or in case of a vacancy in the office of the chair.
3. During a MAC meeting conducting official business, each MAC member represents one vote while present in person as defined in the Meetings Section of the WECC Bylaws.
4. In conjunction with the Annual Member Meeting, after incoming MAC members are duly elected, the MAC will elect the MAC chair and MAC vice chair from the MAC members following the guidelines in the "Process for Selecting MAC Leadership." The chair and vice chair must be from different classes; must be from different WECC members; and both must not be from related WECC member affiliates (as that relationship is defined in the WECC Bylaws). The MAC chair and vice chair will serve one-year terms, measured from the close of the Annual Member Meeting to the close of the next Annual Member Meeting. In the event the chair or vice chair resigns or is removed, the MAC members will, at their next regular or special meeting, whichever is sooner, elect a new MAC chair or MAC vice chair to serve during the rest of the vacated term.
5. An international jurisdiction MAC member may serve as chair or vice chair if the class association of the international jurisdiction MAC member applies to class and affiliate representation restrictions in Leadership, Section 4.
6. WECC staff performs the administrative duties for the MAC, including preparing meeting minutes for MAC approval.

## Meetings

1. All regular business must occur at duly noticed meetings. The MAC will meet in person or via teleconference or telephone not less than two times per year, including once in conjunction with the Annual Member Meeting.
  - a. The MAC will establish a written regular meeting schedule, which includes time and venue, and is available to WECC members, Directors, and the public through posting on the WECC website.
  - b. Notice of the time and place of all meetings will be provided by email to each member of the MAC and to the Board, and will be posted to the website, no later than 10 days before the meeting, or upon as much notice as is reasonable under the circumstances as approved in writing by a majority of MAC members.
  - c. An agenda, including identification of the items for which action may be taken, will be provided to the MAC and Board and posted to the website with the meeting notice.



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2. Approval item documents should also be provided to the MAC and Board and posted to the website in advance of the meeting, when possible, but approvals by the MAC may differ from what is provided and posted. For closed sessions, the agenda and approval item documents will be provided to the MAC and Board but will not be posted to the website.
  3. Meetings and associated agendas should be designed to prioritize discussion of timely matters relevant to the reliability and security of the Western Interconnection, including recent, ongoing, and forthcoming studies or analyses.
    - a. Background information on major issues will be issued with enough advance notice to allow review and discussion by the MAC and, where appropriate, engagement with the membership.
    - b. The MAC will prioritize discussion about member views on major issues to ensure membership concerns are properly heard by the MAC and to support the MAC's responsibility to inform and influence the Board.
    - c. Administrative concerns must be addressed efficiently to prioritize discussion of major issues.
  4. Whenever the MAC chair finds (or upon request to the MAC chair from any five MAC members) that there is urgent business needing MAC consideration or action before the next regularly scheduled meeting, a special meeting will be called within at least three-business-days' notice to all MAC members and WECC Directors, which notice may be by email or similar. WECC website posting of the notice for the meeting with required and supporting documents will occur at least one business day before the special meeting.
  5. A MAC quorum must be established before official business can be conducted. Quorum must be a majority of MAC members being present, including at least one MAC member from each member class and one international jurisdiction MAC member.
  6. A meeting failing quorum may proceed with general discussion and status reports. However, the chair must postpone any agenda items proposed for approval. Official business may begin at any time upon achieving quorum.
  7. A decision of the MAC must be by a simple majority vote of those committee members present in person unless otherwise required in this charter or the Bylaws.
  8. All MAC members may participate in any meeting of the MAC, including casting votes, by teleconference or by telephone, or by any other means that enables simultaneous discussion. Every MAC member participating in a meeting in this way will be deemed present in person at the meeting.
  9. Except as provided elsewhere in this charter, all regular and special meetings of the MAC will be open to observation by any WECC member, Director, or any member of the public.
  10. If a quorum exists at a meeting, a MAC open meeting may close and reconvene in closed session after an affirmative vote of two-thirds of the MAC members present in the following instances:

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- a. To receive and discuss confidential attorney-client-privileged information from WECC's counsel; or
    - b. To receive and discuss any other information that is privileged, confidential, proprietary, trade secret, or protected from public disclosure by law.
  11. Closed sessions of the MAC may not be attended by a MAC member under the following circumstances:
    - a. When the qualification or performance of the MAC member is being discussed;
    - b. When the MAC member is employed by an entity that is or is likely to become a party to the litigation or legal issue being discussed; or
    - c. When the MAC chair determines that the MAC member would have a conflict of interest by becoming privy to the privileged or confidential information that is to be presented to or discussed by the MAC in closed session.
  12. Any member of the Board may attend a closed session of the MAC unless the topic considered by the MAC concerns the Director.
  13. Before adjourning to a closed session, the MAC chair will announce the purpose of the closed session in a way that gives the public an understanding of the general subject matter to be discussed, but that does not reveal privileged, confidential, or sensitive personal information. The closed session will be limited in scope to the publicly stated purpose of the closed session. After the closed session has ended, the MAC chair will give the public a general description of the business conducted during the closed session without breaching the confidentiality of the information used in the session.
  14. All MAC members and any others present at a closed session must maintain the confidentiality of the information, discussions, and decisions made in closed session. Unless otherwise required, all MAC members and closed-session attendees must complete a confidentiality agreement provided by WECC's general counsel. The MAC chair must appoint a secretary for the closed session to take minutes of the closed session, which will be delivered to the WECC corporate secretary. The corporate secretary or delegate will keep minutes of the closed session confidential.
  15. MAC member activities will be self-funded by WECC members with respect to labor and travel expenses unless otherwise provided by policy or the Bylaws.

## Electronic Voting

1. The Chair may initiate an electronic vote for the MAC if:
  - a. The issue has been discussed at least once in a MAC meeting.
  - b. The resolution to be voted on is drafted as a "yes-or-no" vote.
2. WECC staff will conduct the electronic vote as follows:



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- a. Notify all MAC members, by email, at least seven calendar days before the vote will be taken with the resolution to be voted on, all relevant background documents, and the timeline for the vote.
  - b. Upon objection of five or more MAC members within seven calendar days of the notice, the electronic vote will not be conducted.
  - c. Allow at least three business days for MAC members to vote.
  - d. Send one reminder, if necessary, to try to reach a quorum in the vote.
3. The requirements for quorum must be met for the vote to be valid.

## MAC Subcommittees, Work Groups, and Liaisons

1. The MAC may create, by majority vote, subcommittees and work groups as necessary to carry out its business affairs. The MAC chair may appoint one or more MAC members or other people to participate in MAC subcommittees or work groups as full voting members or as non-voting advisory members.
2. Subcommittees will have no definite disbandment requirement and will address recurring business affairs that need MAC action. The MAC will approve a charter defining the scope and purpose of any such subcommittee and other instruction that the MAC sees fit.
3. Work groups of the MAC disband after completing assigned specific tasks as documented in the MAC meeting minutes.
4. Subcommittee and work group meetings will be open to observation by any WECC member, Director, or member of the public, with the following limitations:
  - a. Meeting schedules will be posted on the WECC website with as much notice as practical.
  - b. Any public participation will be decided by the subcommittee or work group chair.
  - c. The ability of a MAC subcommittee to meet in closed session must be established in advance and contained in the charter approved by the MAC. The subcommittee charter will mandate that each closed meeting be approved in advance by the MAC. All closed meetings will follow charter requirements for a closed meeting.
  - d. The ability of a MAC work group to meet in closed session will be established by resolution in advance during a MAC meeting. The resolution will require the meeting to follow charter requirements for a closed meeting.
5. The MAC chair will appoint MAC member liaisons to other committees and liaisons will perform the duties described in the "MAC Liaisons to Other WECC Committees" document.  
<https://www.wecc.org/wecc-document/1276>.

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## Nominating Committee

1. The MAC will select four voting, and two non-voting liaison members for the Nominating Committee following “Nomination, Selection and Compensation of Directors” Section in the bylaws and these provisions:
  - a. Each member class and the international jurisdiction MAC members will elect their respective Nominating Committee members. The MAC chair will notify the Board chair of the selections.
  - b. MAC members of the Nominating Committee must not be from the same member class.
  - c. Among Classes 1, 2, and 3, the class represented on the Nominating Committee as a non-voting liaison will rotate each year in numerical order, repeating at Class 1 following Class 3.

## Reporting

The MAC will report to the Board as described in “Committees” Section the WECC Bylaws.

The MAC chair or designee will attend the Board’s meetings to provide advice, clarification, or responses to Directors’ questions. The Board and MAC chairs will develop guiding principles and procedures as necessary to ensure open, effective, and efficient dialogue between the MAC and Board. The Board and MAC chairs may amend those guiding principles and procedures.

## Review and Changes to the Charter

The MAC will review this charter as needed, but at least biennially, and recommend any changes to the Board.

	Committee	Date
<b>Approved</b>	Board	<b>March 12, 2025</b>
<b>Reviewed</b>	MAC	<b>March 11, 2025</b>

