



1. Approve Consent Agenda

The Board approved a consent agenda consisting of:

Approval Item: Meeting Minutes from September 17, 2024

2. Approve WECC Long-term Strategy

Resolved, that the WECC Board of Directors (Board), acting at the meeting of the Board on December 11, 2024, approves the WECC Long-term Strategy as presented and recommended here.

3. Approve Finance and Audit Committee (FAC) Charter

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Finance and Audit Committee (FAC) at the meeting of the Board on December 11, 2024, approves the Finance and Audit Committee (FAC) Charter as presented and attached.

4. Approve Governance Committee (GC) Charter

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Governance Committee (GC) at the meeting of the Board on December 11, 2024, accepts the Governance Committee (GC) Charter as presented and attached.

5. Approve Section 4.9 Review Work Group Composition and Scope

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Governance Committee (GC) at the meeting of the Board on December 11, 2024, aware of the Board's responsibility under Bylaws Section 4.9 to conduct a Structure and Governance Review (Review) of the organization in 2025, hereby approves the following:

- The Review will consist of a comprehensive review and update of the WECC Bylaws.
- The GC will conduct the review with the participation of the following individuals: Chris Parker representing the Member Advisory Committee, Mary Throne and Laura Rennick representing the Western Interconnection Reliability Advisory Board (WIRAB), WECC's Chief Executive Officer and President and WECC's General Counsel.

- The Section 4.9 Review meetings will be convened as separate and distinct meetings of the GC. All associated meeting materials will be referenced as “Governance Committee Section 4.9 Review 2024-25”.
- Meetings will be open to the public unless there is a need to share confidential, sensitive, or privileged information, as defined by section 7.6.1 of the WECC Bylaws, in which case, such matters may be discussed in closed session upon an affirmative vote of a majority of the participants present to convene in closed session.
- The Section 4.9 Review work will be supported by WECC legal counsel and other WECC staff as required.
- The GC Chair will regularly brief and take direction from the Board.

6. Approve Human Resources and Compensation Committee (HRCC) Charter

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Human Resources and Compensation Committee (HRCC) at the meeting of the Board on December 11, 2024, approves the Human Resources and Compensation Committee (HRCC) Charter as presented and attached.

7. Approve Appointment of Officers

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Human Resources and Compensation Committee (HRCC) at the meeting of the Board on December 11, 2024, approves the re-appointment of the following officers of the corporation, as presented and indicated as follows:

- Melanie Frye, President and Chief Executive Officer
- Jillian Lessner, Vice President, Chief Financial & Administrative Officer
- Branden Sudduth, Vice President, Reliability Planning & Performance Analysis
- Jeff Droubay, Vice President, General Counsel and Corporate Secretary
- Kris Raper, Vice President, Strategic Engagement and External Affairs
- Steve Noess, Vice President, Reliability & Security Oversight

8. Approve 2025 Corporate Scorecard

Resolved, that the WECC Board of Directors (Board), acting upon the recommendation of the Human Resources and Compensation Committee (HRCC), at the meeting of the Board on December 11, 2024, approves the 2025 Corporate Scorecard, as presented and attached.

