



**Governance Committee
Meeting Agenda
Salt Lake City, Utah**

Meeting [link](#), Password: WECC | Dial-in Number: 1-415-655-0003, Attendee Access Code: 2630 236 2386

June 11, 2024, 1:15 to 2:00 p.m. Mountain Time

- 1. Welcome, Call to Order**
- 2. Review WECC Antitrust Policy**
[WECC Antitrust Policy](#).
Please contact WECC legal counsel if you have any questions.
- 3. Approve Agenda**
- 4. Review and Approve Previous Meeting Minutes**
Approval Item: Meeting Minutes from March 12, 2024
- 5. Review Previous Action Items—Chris Albrecht**
- 6. Principles of Corporate Governance—Felicia Marcus**
Approval Item: Board of Directors Principles of Corporate Governance
- 7. Knowledge Transfer and Onboarding—Felicia Marcus**
Approval Item: Knowledge Transfer and Onboarding document
- 8. Responsibility and Accountability Matrix—Chris Albrecht**
Approval Item: Responsibility and Accountability Matrix
- 9. Discuss Board Self-Evaluation Results—Felicia Marcus**
- 10. Public Comment**
- 11. Review GC Work Plan**
- 12. Review New Action Items**
- 13. Review Upcoming Meetings**



GC Meeting Agenda—June 11, 2024

December 10, 2024.....	Salt Lake City, Utah
March 11, 2025.....	Salt Lake City, Utah
June 10, 2025.....	Salt Lake City, Utah

14. Adjourn





Governance Committee
DRAFT Meeting Minutes
March 12, 2024
Salt Lake City, Utah

1. Welcome, Call to Order

Felicia Marcus, Governance Committee (GC) Chair, called the meeting to order at 10:15 a.m. MT on March 12, 2024. A quorum was present to conduct business. A list of attendees is attached as Exhibit A.

2. Review WECC Antitrust Policy

Chris Albrecht, Assistant General Counsel, read aloud the WECC Antitrust Policy statement. The meeting agenda included a link to the posted policy.

3. Approve Agenda

Ms. Marcus introduced the proposed meeting agenda.

On a motion by Gary Leidich, the GC approved the agenda.

4. Review and Approve Previous Meeting Minutes

Ms. Marcus introduced the minutes from the meeting on December 5, 2023.

On a motion by Ric Campbell, the GC approved the minutes from December 5, 2023.

5. Review Previous Action Items

Mr. Albrecht reviewed previous action items.

The committee asked that the Principles of Corporate Governance be recirculated, and that feedback be provided to Mr. Albrecht before the June 11, 2024, meeting.

6. Review 2024 Work Plan

Ms. Marcus reviewed the 2024 work plan.

7. Review Standards of Conduct

Mr. Albrecht reviewed proposed revisions to the Standards of Conduct and noted that, because they are part of the Bylaws, any edits would require changes to the Bylaws. The committee voiced support in removing the Standards of Conduct from the Bylaws and commented that the upcoming Section 4.9 review could result in a subsequent Bylaws review.



GC Meeting Minutes—March 12, 2024

8. Public Comment

No comments were made.

9. Review New Action Items

- Provide the redlined Principles of Corporate Governance document to the committee and request feedback be provided before the June 11, 2024, meeting.
 - Assigned To: Chris Albrecht and Governance Committee
 - Due Date: June 11, 2024

10. Upcoming Meetings

June 11, 2024..... Salt Lake City, Utah

December 5, 2024..... Salt Lake City, Utah

11. Adjourn

Ms. Marcus adjourned the meeting without objection at 10:31 a.m.



GC Meeting Minutes—March 12, 2024

Exhibit A: Attendance List

Members in Attendance

Ric Campbell	Member
Gary Leidich.....	Member
Felicia Marcus (virtual).....	Chair
Joe McArthur.....	Member





Governance Committee Meeting
Approval Item
Principles of Corporate Governance
June 11, 2024

Approval

Resolved, that the Governance Committee (GC), at its meeting on June 11, 2024, recommends changes to the Principles of Corporate Governance as presented and attached for approval by the Board of Directors (Board).

Background

The Board adopted the Principles of Corporate Governance to provide a framework for the general governance of WECC, the Board, and Board committees. The GC is responsible for reviewing the Principles of Corporate Governance biennially and recommending changes for Board approval. The GC directed and recommends the following changes:

- Board members will be guided by WECC's Business Travel and Expense Policy in booking their travel and in seeking reimbursement for travel-related expenses;
- The Board may seek input from the Human Resources and Compensation Committee (HRCC) when determining the annual performance and compensation of the CEO; and
- The addition of a new Section 2.11 – Director Training, which provides for the training of all new directors in accordance with the "Director Knowledge Transfer and Onboarding" document and annual training for all directors on the applicable Standards of Conduct.

Issues and Risks

There are no known issues or risks.

Board of Directors Principles of Corporate Governance

1. Principles of Corporate Governance

Under Utah law, the Western Electricity Coordinating Council (WECC) is managed under the direction of an independent Board of Directors (Board). The Board establishes broad corporate policies and authorizes various types of transactions, but it is not involved in day-to-day management and operations. Its various responsibilities include the selection, evaluation, and compensation of the chief executive officer (CEO), the understanding and approval of corporate strategies, and the understanding of the major issues and risks WECC faces.

The mission of the Board is to foster the long-term success and corporate sustainability of WECC consistent with its responsibilities to members, other stakeholders, governmental authorities, and end-use customers. The Board performs a central role in achieving this goal by ensuring that management is capable of performing its duties and achieving its objectives consistent with WECC's strategic plan and core values.

Directors also have the obligation to ensure that WECC's disclosures include accurate information that fairly presents WECC and its operations to stakeholders and the public in conformity with applicable laws and regulations. This is also consistent with the Internal Revenue Service's designation of WECC as a tax-exempt social welfare organization under Section 501(c)(4) of the Internal Revenue Code.

The Board has adopted the following Principles of Corporate Governance to provide a framework for the general governance of WECC and its Board and committees.

2. Board of Directors

2.1. Role of the Board of Directors

The Board, elected by the members to act on behalf of a broad and diverse stakeholder community, acts,

as fiduciaries, to further WECC's vision and mission for a reliable Bulk Electric System. Each director has a responsibility to be open and honest, though respectful, in communications with others and to be fair and impartial in all aspects of deliberations and decision-making. Each director has a responsibility to constructively engage in furthering WECC's mission, including a responsibility to raise issues or viewpoints of importance to that mission, even when those issues or viewpoints are not unanimously (or fully) embraced by the members and stakeholders.

The directors are independent. Directors shall promote the independence of the Board to represent the best interests of WECC, its members, and stakeholders as a whole. Directors are committed to representing the long-term interests of WECC.

The Board takes overall responsibility for the oversight and monitoring of WECC's enterprise risk management. The CEO has primary responsibility for notifying the Board of any issue that could have a material effect on the operational or financial condition of WECC, as well as on its regulatory and legal status. The CEO or designee will present to the Board, at least semiannually, a risk management report that includes a risk dashboard analysis.

The CEO will ensure additional risk management reports are provided as needed to ensure timely communication of potential material risks.

2.2. Conflicts of Interest

Directors are expected to adhere to the law and to the highest ethical standards in their own conduct and ensure that WECC operates to further its stated objectives in compliance with legal requirements and the highest ethical standards. The Board expects directors to act ethically at all times and to acknowledge directors' adherence to WECC's Standards of Conduct. If an actual or potential conflict of interest arises, the director must promptly inform the general counsel. If a conflict exists that cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business, or professional interests.

Except for mementos and meals typically given for or in connection with a speech, retirement, or similar occasion, a director may not accept any gift, regardless of monetary value or source, given because of the director's position at WECC. Under all circumstances, directors are encouraged to seek guidance on this matter from WECC's General Counsel.

2.3. Board and Board Committee Effectiveness and Assessment

The Board will perform a biennial self-evaluation of its effectiveness and that of its committees. The Governance Committee shall evaluate biennially, in the off years when no evaluation is occurring, the thoroughness and effectiveness of the Board self-assessment process. The purpose of this evaluation is to increase the efficiency and competence of the Board as a whole and to gather opinions and information regarding areas in which the Board believes that its performance could be improved.

Each committee of the Board will biennially evaluate its performance in a similar self-evaluation process with a view toward improving its efficiency and competence. Any significant change that a committee proposes with regard to its charter or its operations shall be presented to the Board of directors for its approval. Committee assessments are open to the public.

Board and Committee evaluations should occur before the Board meeting held in conjunction with the Annual Member Meeting with results reported at the Board meeting.

2.4. Director Term Limits

An individual may not serve as a WECC director for more than four three-year terms. This limitation, however, will not be applied to preclude a director from continuing to serve during a holdover period, to cure a procedural vacancy, or to serve as a temporary director (as each of these circumstances are addressed in the WECC Bylaws) for a period which would extend beyond this limitation.

2.5. Process for Selection of Board of Directors Chair and Vice Chair

On an annual basis before the Board meeting held in conjunction with the Annual Member Meeting, the Board will begin the process for selecting a chair and vice chair from the Board members. Any Board member, except the

CEO, is eligible to serve in these positions. The process for selecting a new chair and vice chair will be led by the previous chair, vice chair, or most senior tenured director, whoever is available in this rank order.

It is intended that the director serving as chair serve a maximum of three consecutive one-year terms, assuming director satisfaction with the chair's performance.

Performance feedback will be given to the chair and vice chair throughout the year. At the time of the annual election, Board members will review the performance of the chair and vice chair considering their receptivity to feedback and the transparency of their leadership to the rest of the Board members, including regularity and full disclosure of activities undertaken on behalf of the Board. The chair and vice chair acknowledge their status as equal peers to other Board members.

Candidates for chair and vice chair may be determined by self-nomination or nomination by other Board members. Criteria for consideration include a desire to serve, demonstrated leadership experience, and broad support by other Board members.

While elections for the chair and vice chair positions are separate, it is the intent of the Board that the vice chair progress to the chair position when deemed highly effective by peers. The Board acknowledges the benefits of continuity and stability resulting from this progression.

The vice chair supports and collaborates with the chair and assumes the chair's duties if the chair is unable to serve or if the chair position becomes vacant.

If more than one candidate is put forth for either chair or vice chair, the Board will hold a special Executive Session, without candidates present, to determine the candidate of choice. Discussion of the candidates during the Executive Session will be led by the previous chair, vice chair, or most senior tenured director, whoever is available in this rank order.

The final vote for chair and vice chair should occur in open session at the Board meeting held in conjunction with the Annual Member Meeting.

2.6. Duties and Responsibilities of the Chair

The chair is a peer of the other directors and each director has an equal voice in matters before the Board. However, the chair has the additional responsibility to plan, coordinate, and conduct the business of the Board. The chair will receive communications from stakeholders on behalf of the Board and provide timely reports of those communications to all directors. The chair must be unbiased in the conduct of Board business, but is free to express personal opinion, as are all directors. The chair, in consultation with the CEO and the directors, will prepare the agenda for each meeting. As provided in the Bylaws and committee charters, the chair may make committee appointments and assignments after reasonable consultation with all directors.

2.7. External Communications

The Board is committed to active communication with stakeholders. Such communications are usually most appropriate and useful in conjunction with meetings of the Board, the Member Advisory Committee, at the Annual Meeting, or at meetings scheduled by state or federal regulators. Directors should be attentive to stakeholder concerns in performing their mission and responsibilities. Directors should advise the CEO and the other Board members of any significant communications.

Regarding communication to the Board: Anyone who has a concern about WECC's conduct may communicate that concern directly to the Board of Directors. Communications may also be submitted in writing to the General Counsel. WECC's compliance hotline is published on WECC's website. It can be used by employees and stakeholders to anonymously report alleged illegal, inappropriate, or unethical activity.

Individual directors should act in a manner that recognizes that they do not represent WECC, unless authorized to do so by the chair or the CEO. The Board recognizes that a third party may initiate a communication directly with a director on Board or WECC business without notice to the other directors. On such occasions, a director may indicate that he or she is a WECC director, provided that this is done for identification purposes and provided that opinions expressed and statements made are attributed solely to the individual involved rather than to the Board or WECC. Directors may state WECC policy where this can be done accurately. They may also describe WECC activities, plans and involvement where this can be done accurately and is consistent with requirements to maintain confidentiality. The director who is involved in such communication must promptly report the substance of the discussion to the CEO and to the full Board no later than its next regularly scheduled meeting.

Except as authorized above, the Board chair and CEO, or any person authorized by them, shall represent WECC and speak on its behalf on all matters.

2.8. Board and Committee Meetings

The Board and committees established by the Board may meet face-to-face or remotely, by videoconference or teleconference. When traveling for face-to-face meetings (or when traveling on other WECC business), members of the Board will be guided by WECC's Business Travel and Expense Policy in booking their travel and in seeking reimbursement for travel-related expenses.

Meetings (face-to-face and by teleconference) of the Board and of committees established by the Board are open to the public, subject to reasonable limitations such as the availability and size of meeting facilities. A meeting may be held in or adjourned to closed session if the subject matter of the meeting so warrants, consistent with the provisions of WECC's Bylaws and these Principles of Corporate Governance.

In general, a meeting of the Board or any committee established by the Board shall be conducted as follows:

- **Open Meeting.** WECC members and the public may attend and observe the deliberations of the Board or any committee during such meetings.
- **Closed Session.** WECC members and the public may not attend or observe the deliberations of the Board or committees. The Board or committee may invite or excuse particular persons—including staff and executive management—as necessary to further the business of the Board or committee.

Such closed sessions shall be held as necessary to:

1. Consider the employment, evaluation of performance, or dismissal of an employee of WECC and to deliberate regarding decisions that the Board may be called upon to make regarding the nomination, qualification, appointment, or removal of a member of the Board of Directors;
2. Discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and
3. Receive and discuss any information that is privileged, trade secret, cybersecurity related, critical energy infrastructure information (as defined by the Federal Energy Regulatory Commission), protected from

public disclosure by law, or that the Board determines should be confidential to protect a legitimate public interest.¹

2.9. Relationship of the CEO to the Board

The directors and CEO should at all times maintain a close professional relationship while avoiding a personal relationship that could lead to, or be perceived as, causing a conflict of interest regarding the respective roles of the director and the CEO. However, the CEO is at all times free to seek professional development advice and mentoring from any director.

2.10. Assessment and Compensation of Chief Executive Officer and Other Officers

The annual performance and related compensation, including any bonus, of WECC's CEO shall be determined by the Board. The Board may seek input from the Human Resources and Compensation Committee to assist the Board in making these determinations. . In its deliberations, the Board shall make use of market data as it deems appropriate. The Board chair will communicate the Board's assessment to the CEO.

The CEO shall recommend annual compensation for WECC's other officers to the HRCC. The HRCC shall provide its recommendations for the annual compensation for each officer to the Board for approval. The HRCC shall make use of market data as it deems appropriate, and shall also consider the degree to which WECC and the officer have achieved established goals.

The Board will oversee the creation and administration of a management succession plan to ensure business continuity as it relates to the position of the CEO. In addition, the Board will monitor similar succession plans both for officers and other executive positions to be established and administered by the CEO. All succession plans will be reviewed on a regular basis by the HRCC. These same succession plans will be reviewed in summary form by the entire Board in executive session at least annually.

2.11. Director Training

New directors will be trained in accordance with the "Director Knowledge Transfer and Onboarding" document approved by the Governance Committee and available in Diligent. All directors will receive annual training from the General Counsel on the "Standards of Conduct for Members of the WECC Board of Directors."

3. Amendment

The Board may amend these Guiding Principles and Principles of Corporate Governance, if needed. The Governance Committee shall review these Guiding Principles and Principles of Corporate Governance, at least biennially, and recommend any amendments to the Board.

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.

<Public>

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

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1. Consider the employment, evaluation of performance, or dismissal of an employee of WECC and to deliberate regarding decisions that the Board may be called upon to make regarding the nomination, qualification, appointment, or removal of a member of the Board of Directors;
2. Discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and
3. Receive and discuss any information that is privileged, trade secret, cybersecurity related, critical energy infrastructure information (as defined by the Federal Energy Regulatory Commission), protected from

public disclosure by law, or that the Board determines should be confidential to protect a legitimate public interest.¹

2.9. Relationship of the CEO to the Board

The directors and CEO should at all times maintain a close professional relationship while avoiding a personal relationship that could lead to, or be perceived as, causing a conflict of interest regarding the respective roles of the director and the CEO. However, the CEO is at all times free to seek professional development advice and mentoring from any director.

2.10. Assessment and Compensation of Chief Executive Officer and Other Officers

The annual performance and related compensation, including any bonus, of WECC's CEO shall be determined by the Board. ~~The Board may seek input from the Human Resources and Compensation Committee to assist the Board in making these determinations. after review and recommendation by the HRCC.~~ In its deliberations, the ~~HRCC Board~~ shall make use of market data as it deems appropriate. The Board chair ~~and HRCC chair~~ will communicate the Board's assessment to the CEO.

The CEO shall recommend annual compensation for WECC's other officers to the HRCC. The HRCC shall provide its recommendations for the annual compensation for each officer to the Board for approval. The HRCC shall make use of market data as it deems appropriate, and shall also consider the degree to which WECC and the officer have achieved established goals.

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2.11. Director Training

New directors will be trained in accordance with the "Director Knowledge Transfer and Onboarding" document approved by the Governance Committee and available in Diligent. All directors will receive annual training from the General Counsel on the "Standards of Conduct for Members of the WECC Board of Directors."

3. Amendment

The Board may amend these Guiding Principles and Principles of Corporate Governance, if needed. The Governance Committee shall review these Guiding Principles and Principles of Corporate Governance, at least biennially, and recommend any amendments to the Board.

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.

<Public>

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Governance Committee Meeting
Approval Item
Knowledge Transfer and Onboarding
June 11, 2024

Approval

Resolved, that the Governance Committee (GC), at its meeting on June 11, 2024, approves the changes to the Knowledge Transfer and Onboarding document as presented and attached.

Background

The Knowledge Transfer and Onboarding document was developed by the GC in 2023 to prepare for upcoming turnover on the Board of Directors (Board) by developing best practices to preserve the knowledge of exiting Directors and to onboard new Directors so they are prepared to act effectively on behalf of WECC. Staff discussed knowledge transfer and onboarding practices with NERC staff and identified the following proposed changes:

- Consideration of the need for Board discussions (e.g., a virtual call or in-person meeting) to capture important reflections, observations, and insights.
- Strive for continuity by including the previous committee chair on the committee.

Issues and Risks

There are no known issues or risks.



Director Knowledge Transfer and Onboarding

June 11, 2024

Introduction

As the terms of current Board directors expire and new directors join WECC, it is important to preserve the knowledge of exiting directors and to onboard new directors in such a way that they are prepared to act on behalf of WECC effectively and efficiently. To this end, the Governance Committee has identified the following best practices for director knowledge transfer and onboarding.

The owner of this document is the General Counsel/Corporate Secretary, who is responsible for reviewing and updating this document as necessary.

Best Practices

1. Assign a mentor (e.g., board chair and/or other onboarding director) for new directors and schedule regular check-ins to discuss current key issues and provide opportunities for general questions about WECC.
2. Provide new directors a library of important documents, including:
 - Delegation agreement
 - Bylaws (including SOC)
 - Committee charters
 - Corporate governance principles
 - Strategic plan
 - Corporate goals and scorecard
 - Minutes and materials from the last year of Board meetings (and for any assigned committee)
 - Annual business plan and budget
 - Names, bios, and contact info for Board members and executives
 - Org chart
 - Schedule of board, committee, and significant non-WECC meetings (e.g., MAC and WIRAB) and other key events to consider (e.g., WIRAB-CREPC)
 - WECC Glossary of Acronyms
 - Training suggestions (e.g., Grid Fundamentals)
 - Any other documents identified by board committees specific to their committee (e.g., the responsibility accountability matrix).
3. Ask current directors, committees, or committee chairs to annually identify and record important reflections, observations, and insights collected throughout the year, and provide those insights to all directors via Diligent. Consider the need for Board discussions (e.g., a virtual call or in person meeting) to capture reflections, observations, and insights at least once each year.

Director Knowledge Transfer and Onboarding

4. Schedule meetings for new directors with key people the director needs to meet (e.g., other directors and executives). Consider in-person, on-site visits for these meetings.
5. Provide new directors an orientation addressing:
 - Regulatory structure overview
 - An overview of company departments and operations
 - An overview of Board committees and practice
 - Website and board portal tour
 - Key stakeholders the director needs to know (MAC, WIRAB, etc.)
 - Policies applicable to Board members (e.g., travel expense reimbursement)
 - Fiduciary responsibilities training.
6. Strive for continued continuity of at least two directors (including the previous committee chair or a prior member as chair) on each board committee.
 - Suggest this not be required in charters to preserve flexibility



Director Knowledge Transfer and Onboarding

~~September 12, 2023~~ June 11, 2024

Introduction

As the terms of current Board directors expire and new directors join WECC, it is important to preserve the knowledge of exiting directors and to onboard new directors in such a way that they are prepared to act on behalf of WECC effectively and efficiently. To this end, the Governance Committee has identified the following best practices for director knowledge transfer and onboarding.

The owner of this document is the General Counsel/Corporate Secretary, who is responsible for reviewing and updating this document as necessary.

Best Practices

1. Assign a mentor (e.g., board chair and/or other onboarding director) for new directors and schedule regular check-ins to discuss current key issues and ~~with~~ provide opportunities for general questions about WECC.
2. Provide new directors a library of important documents, including:
 - Delegation agreement~~;~~
 - Bylaws (including SOC)~~;~~
 - Committee charters~~;~~
 - Corporate governance principles~~;~~
 - Strategic plan~~;~~
 - Corporate goals and scorecard~~;~~
 - Minutes and materials from the last year of Board meetings (and for any assigned committee)~~;~~
 - Annual business plan and budget~~;~~
 - Names, bios, and contact info for Board members and executives~~;~~
 - Org chart~~;~~
 - Schedule of board, ~~and~~ committee, and significant non-WECC meetings (e.g., MAC and WIRAB) and other key events to consider (e.g., WIRAB-CREPC), if any,
 - WECC Glossary of Acronyms
 - Training suggestions (e.g., Grid Fundamentals)~~;~~ ~~and~~
 - Any other documents identified by board committees specific to their committee (e.g., the responsibility accountability matrix).
3. Ask current directors, committees, or committee chairs to annually identify and record important reflections, observations, and insights collected throughout the year, and provide those insights to all directors via Diligent. Consider the need for Board discussions (e.g., a virtual call or in person meeting) to capture reflections, observations, and insights at least once each year.

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 - Fiduciary responsibilities training.
6. Strive for continued continuity of at least two directors (including the previous committee chair or a prior member as chair) on each board committee.
 - Suggest this not be required in charters to preserve flexibility~~7~~



Governance Committee Meeting

Approval Item

Responsibility and Accountability Matrix

June 11, 2024

Approval

Resolved, that the Governance Committee (GC), at its meeting on June 11, 2024, recommends for Board of Directors (Board) approval the changes to Responsibility and Accountability Matrix (RAM) as presented and attached.

Background

The RAM was developed during the 2015 Section 4.9 Review to document the relationship among various WECC activities and groups. The GC Charter directs the GC to review the RAM annually. Staff reviewed the RAM and proposed the following changes for GC and Board consideration:

- For the Business Plan and Budget, stakeholders are “consulted” (not “informed”) given WECC’s annual posting of the Business Plan and Budget for stakeholder comment;
- For CEO Compensation, the HRCC is “consulted” (not “responsible”) and the Board is “responsible” consistent with recent changes to the HRCC Charter and proposed changes to the Principles of Corporate Governance; and

Issues and Risks

There are no known issues or risks.



Electric Reliability and Security for the West

Responsibility and Accountability Matrix

Legend	
A	Accountable/Approver: Ultimately answerable for the activity or decision
R	Responsible/Recommend: Responsible for action/implementation
C	Consult: Consulted prior to a final decision or action
I	Inform: Inform after a decision is made

Governance	Stakeholder	Member Rep	MAC	Technical Committee	JGC	VP	CEO	Board Committee	Board
Amend Bylaws	C	A	C				R		R/A
Strategic Planning	I	I	C	I	I	R	R		A
Corporate Goals						R	R	R (HRCC)	A
Reliability Risk Priorities	C	C	C	C	C	R	R		A
Business Plan & Budget	C	I	C	I	I	R	R	R (FAC)	A
Corporate Policy						R	A		I
Director Election		A						R (NC)	
Director Compensation			A					R (NC)	
Board Effectiveness (MAC)			A						I
Board Effectiveness (Board)								R (GC)	A
Board Policy (not applicable to members)							R	R (GC)	A

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Responsibility and Accountability Matrix

Governance	Stakeholder	Member Rep	MAC	Technical Committee	JGC	VP	CEO	Board Committee	Board
Board Policy (applicable to members)	C	C	R	C			R	R (GC)	A
CEO Compensation							I	C (HRCC)	R/A
Compensation of VPs						I	R	R (HRCC)	A
Guidelines & Technical Papers	C	C	I	R/A	I	C	C		C
Staff Technical Papers	I	I	I	C	I	R	A		I
Resource Allocation and budget management						R	A	I (FAC)	
Standards Development	C							R (WSC)	A
Regional Criteria	C							R (WSC)	A
Special Reliability Assessments	I		I	I		R	A		I

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Responsibility and Accountability Matrix

Group

Stakeholders

Individuals and entities that have an interest in the business of WECC, but do not belong to one of the other participant categories (e.g., not a Member, MAC representative, technical committee representative). This group includes statutorily recognized bodies such as the Western Interconnection Regional Advisory Board (WIRAB), as well as members of the public who may desire to respond to public postings.

Member Representative/Alternate Member Representative (Member Rep)

The authorized, designated representative of each WECC Member, or designated alternate or proxy, is the only person authorized to cast the Member's vote with respect to Bylaws amendments, and Director and MAC Representative elections and is the only person authorized to submit comments to WECC on the members behalf. Consultation and information activities are performed via public postings and emails to the Member Rep.

Member Advisory Committee (MAC)

As described in the WECC Bylaws, the MAC is responsible for providing policy advice to the WECC Board of Directors. The MAC executes its responsibilities and accountabilities through the formal, collective action of its members in accordance with the WECC Bylaws. In providing policy advice to the Board, the MAC represents the views of the WECC Membership as a whole.

Technical Committee

Collectively, this refers to the Reliability Assessment Committee (RAC) and Reliability Risk Committee (RRC). Technical committee responsibility and accountability for each listed activity is determined by the nature of the activity with reference to each committee's charter. Where the committee is responsible, appropriate action should be taken by the whole committee. For those activities for which a committee is consulted, communication will typically occur through the committee chair who is then responsible for appropriate dissemination of information. For instance, the RRC may have no formal role in approval of a Board policy not related to the RRC's chartered responsibilities, but the Board Policy process recognizes a consultative role for the RRC, so staff would



Responsibility and Accountability Matrix

communicate proposed revisions to the RRC chair for further dissemination and, as appropriate, the communication back to staff of RRC member feedback.

Joint Guidance Committee (JGC)

A chartered committee created by the Board of Directors and charged, generally, with ensuring the work of the Reliability Assessment Committee (RAC), Reliability Risk Committee (RRC) and their subgroups are aligned with WECC's strategic direction, objectives, and the priorities approved by the Board.

Vice President (VP)

The Vice Presidents of WECC are appointed by the Board of Directors. VPs are not officers of WECC unless appointed as officers by the WECC Board of Directors. The relevant VP for each activity listed is determined by the nature of the activity, as determined by the CEO. Alternatively, VP responsibility and accountability may refer collectively to all WECC VPs as members of the WECC executive management team.

Chief Executive Officer (CEO)

The WECC CEO is appointed by the WECC Board of Directors.

Board Committee

A committee created and chartered by the WECC Board of Directors for a specified purpose, chaired by a member of the WECC Board of Directors.

Board of Directors (Board)

The WECC Board takes formal action as a body in accordance with the WECC Bylaws.



Responsibility and Accountability Matrix

Role

A = ACCOUNTABLE/APPROVER

"The Buck Stops Here"

The accountable person is the individual or group who is ultimately answerable for the activity or decision. This includes "yes" or "no" authority and veto power. **In most cases, only one "A" can be assigned to an action.**

R = RESPONSIBLE/RECOMMEND

"The Doer"

The "doer" is the individual(s) or group(s) who completes the task. The "doer" is responsible for action/implementation. Responsibility can be shared. The degree of responsibility is determined by the individual with the "A."

C = CONSULT

"In the Loop"

The consult role is the individual(s) or group(s) (typically subject matter experts) to be consulted prior to a final decision or action. This is a predetermined need for two-way communication. Consultation can be direct or by more widespread means such as public posting for comment. For example, consultation may be made with the RRC chair or with the entire RRC membership, depending on the issue. Consultation implies "I'll be informed, and I'll be heard." Consultation does not imply control, nor does it require consensus.

I = INFORM

"Keep in the Picture"

This is the individual(s) who needs to be informed after a decision or action is taken. They may be required to take action as a result of the outcome. It is a one-way communication.



Responsibility and Accountability Matrix

Process Examples

1. **Amend Bylaws**—The WECC Bylaws vest the membership with ultimate authority for Bylaws amendments, either by requiring member approval in the first instance or by permitting members to rescind a Board decision to amend the Bylaws. The amendment process may begin with a member, director, or FERC request to amend. Staff, on behalf of the CEO, may draft the requested amendment for consideration and comment to other potential stakeholders, as appropriate. In accordance with the Bylaws, the amendment will be posted in advance of Board and member approval.
2. **Strategy**—The Board is accountable for ensuring a reasonable strategy is developed and executed to achieve WECC's reliability mission. The CEO and the executive team develop and draft WECC's strategy, with a mechanism for stakeholder engagement and feedback. The Board approves the strategy.
3. **Director Compensation**—The process for determining and setting Director compensation levels is described in WECC Bylaws section 6.4.4. Under the direction of the nominating committee, WECC staff initiate a board of director compensation study every two years. The nominating committee uses the study to formulate an annual director compensation recommendation. The nominating committee conveys its recommendation to the MAC. The MAC use the nominating committee's recommendation to set director compensation for the next year.





Electric Reliability and Security for the West

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2024 Board Self-Evaluation Results Governance Committee

May 29, 2024

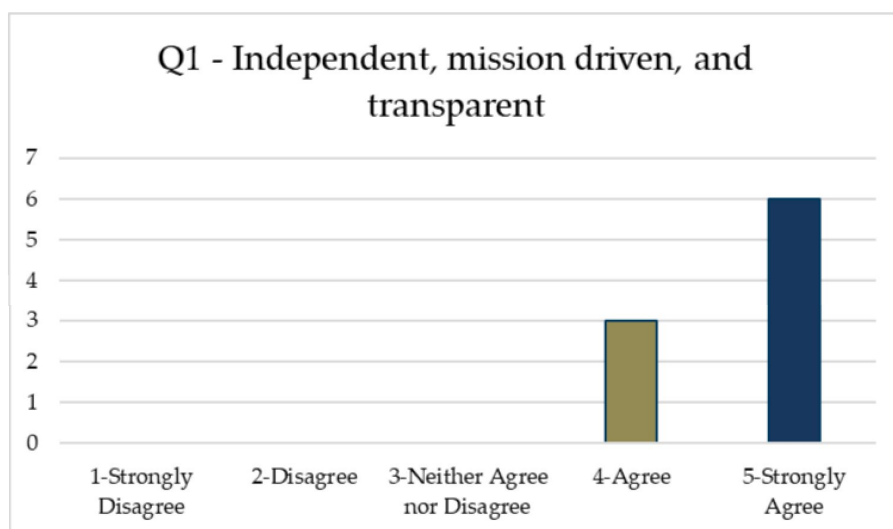
Introduction

The Board of Directors (Board) Principles of Corporate Governance Policy calls for a biennial self-evaluation by the Board and Board committees. The Governance Committee (GC) Charter charges the GC with reviewing the self-evaluation results and recommending education and development opportunities for Board members. The 2024 Board and Board committee self-evaluation results are presented below for GC review and consideration. All confidential comments were removed from this document prior to public posting.

Questions, Responses, and Comments

Question 1

"The Board demonstrates, through its actions, compliance with the 'Principles of Corporate Governance,' a full understanding of the roles and responsibilities of an independent board, and awareness of the organization's mission and acknowledges that WECC is fulfilling its mission and all delegated authorities and responsibilities."



Comments Received

- Mature Board.

2024 Board of Directors Self-Evaluation

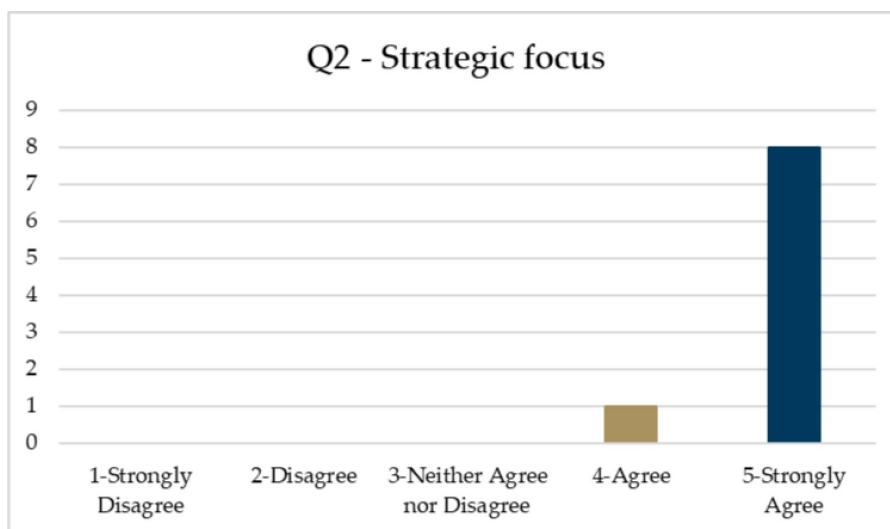
- Strongly agree.
- The Board understands and adheres to its responsibilities for governance of the organization.
- Board demonstrates and takes actions to focus on its responsibilities.
- I'm impressed with the Board's frequent discussion of the appropriate role we should be playing.



2024 Board of Directors Self-Evaluation

Question 2

"The Board oversees development and communication of clear goals, regularly monitors and evaluates progress of strategic goals, and is fully informed of progress by staff."



Comments Received

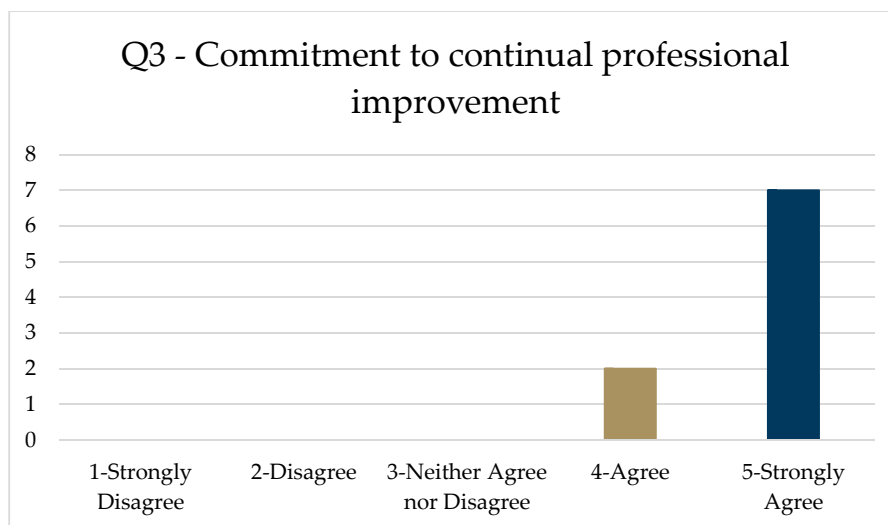
- The Board follows strategic planning process.
- The Board periodically meets with members of the staff to maintain a good working relationship with open lines of communication.
- The Board approves corporate performance goals and receives updates of performance against goals at each Board meeting. The Board had an excellent strategic session in March of this year.
- The Board appears to be taking all of the regular reviews quite seriously and professionally. A good question would be whether we are not asking outside-the-box questions, but we appear to be. I do think opportunities to question ourselves on this might be helpful.



2024 Board of Directors Self-Evaluation

Question 3

"The Board has defined and communicated its expectations and conducts regular evaluations of the CEO. The Board is prepared, interested, and engaged."



Comments Received

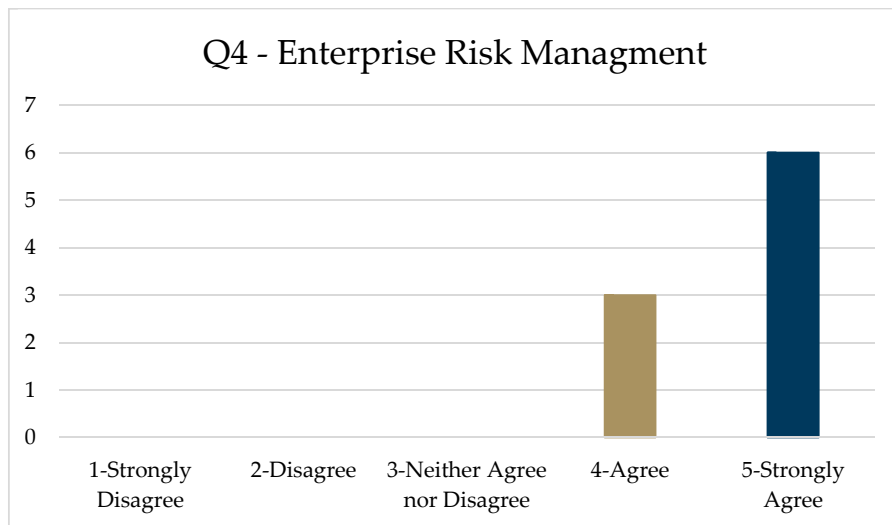
- Some directors are more engaged than others.
- The CEO seeks opportunities for self-improvement from the Board members.
- The Board conducts an annual performance review with the CEO and provides written expectations for the coming year. The CEO provides a regular update on issues during each Board meeting as well as a detailed semiannual self-assessment against her performance objectives. The Board has recently moved responsibility for CEO performance assessment from HRCC to the Board to ensure full engagement of all Directors in the CEO assessment.
- The Board is focused on CEO performance, feedback and routine communication.
- We've spent considerable thoughtful time on this and think we do a good job collectively.



2024 Board of Directors Self-Evaluation

Question 4

"The Board oversees and monitors WECC's enterprise risk management program."



Comments Received

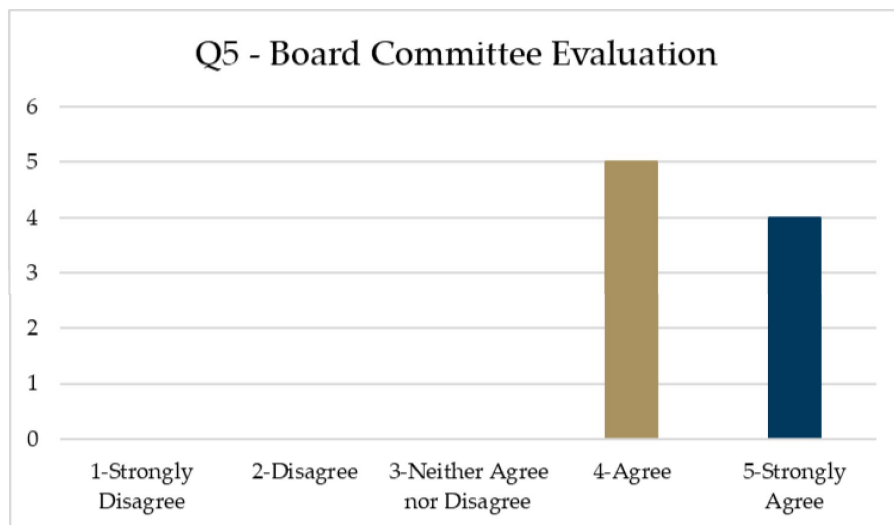
- Quarterly in closed session.
- Strongly agree.
- The Board reviews all enterprise risks in closed session during each Board meeting.
- The Board is presented with routine risk management assessments and forecasts.
- Very good at spotting risks and encouraging candor from staff here.



2024 Board of Directors Self-Evaluation

Question 5

"The committee chair leads effective meetings, materials are provided in advance, and members are prepared and have insightful discussions."



Comments Received

- Competent committee chairs.
- The committee chairs are experienced with working with staff on a regular basis and maintain an open line of communication.
- Committee chairs are well prepared and provide materials to committee members in a timely manner.
- Committee and Board meetings are led in competent manner by the committee chairs.
- Good.



2024 Board of Directors Self-Evaluation

Question 6

“Are there additional areas on which you would like to give feedback?”

Comments Received

- The Board strives to listen to its members to identify new opportunities for improvement.
- Board involvement in ongoing development of positive stakeholder relationships.
- The directors respect each other and work collaboratively together.
- I am very satisfied with the Board’s self-assessment and actions to continuously improve.



2024 Board of Directors Self-Evaluation

Question 7

“Are there comments that need to be raised in a closed session (Board or committee level)?

Directors may mark these comments as “confidential remarks.”

Comments Received

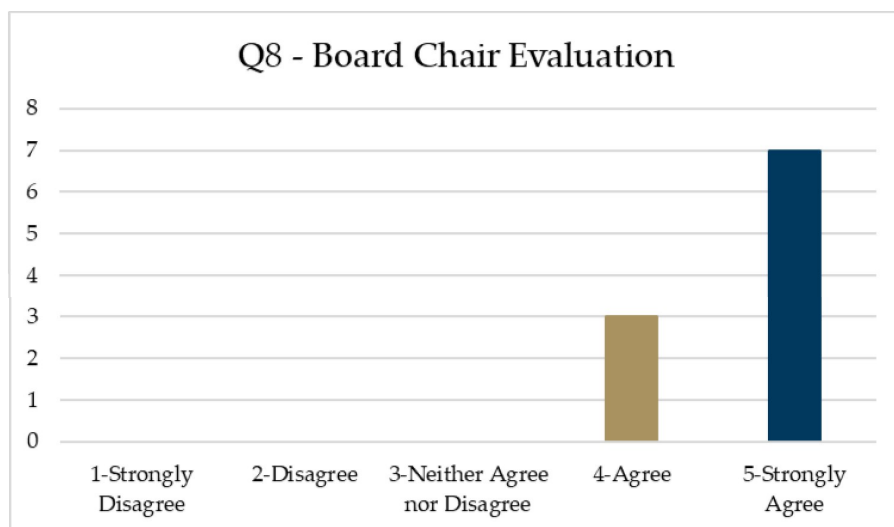
- Closed sessions are valuable.
- Regularly discuss WECC priorities to ensure that we are not simply adding but periodically subtracting as well.



2024 Board of Directors Self-Evaluation

Question 8

“The Board chair effectively plans and coordinates the business of the Board, as an unbiased peer, including seeing and sharing stakeholder input, identifying important topics, leading effective meetings, and fostering meaningful discussion, as contemplated by WECC’s Principles of Corporate Governance Section 2.6.”



Comments Received

Individual comments were provided to the Board chair.





Governance Committee
2024 Work Plan
January 2024

Month	Agenda Items
March 2024	<ul style="list-style-type: none">• 2024 Work Plan*• Standards of Conduct (Bylaws Appendices A and B)
June 2024	<ul style="list-style-type: none">• Principles of Corporate Governance• Knowledge Transfer and Onboarding• Responsibility and Accountability Matrix• Board/Committee Evaluation Results
December 2024	<ul style="list-style-type: none">• Report from MAC on Board Effectiveness Survey• Report from CEO on Delegation Agreement and COIs• Annual Board Policy Review/Approval Recap• GC Charter

*This is a tentative work plan of known topics/agenda items that can be added to or modified as necessary during the year.