



DRAFT Board of Directors Meeting
Approval Item
Section 4.9 Review Scope
December XX, 2024

Board Resolution

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

- The Review will consist of a comprehensive review and update of the WECC Bylaws.
- The Governance Committee (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.
- The 4.9 Review work will be completed and a final report submitted to the Board on or before XXX XX, 2025.

Background

Section 4.9 of WECC's Bylaws requires the Board, in collaboration with the MAC and WIRAB, to conduct a review every five (5) years of whether WECC is fulfilling its purposes consistent with its Vision and Mission.