



Human Resources and Compensation Committee
Open Meeting Agenda
Salt Lake City, UT

Meeting [link](#), Password: WECC | Dial-in Number: 1-415-655-0003, Attendee Access Code: 2870 368 0512

December 10, 2024 11:45 to 12:15 pm Mountain Time

- 1. Welcome, Call to Order—Felicia Marcus**
- 2. Review WECC Antitrust Policy—Trisha Brimhall**
[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 June 11, 2024
- 5. Review Previous Action Items—Trisha Brimhall**
- 6. Review HRCC Charter—Trisha Brimhall and Felicia Marcus**
Approval Item: Recommend HRCC Charter for Board Approval
- 7. 2025 Corporate Officers Appointment—Felicia Marcus**
Approval Item: Recommend (Re)appointment of Corporate Officers for Board Approval
- 8. 2025 Corporate Scorecard—Melanie Frye and Jeff Droubay**
Approval Item: Recommend 2025 Corporate Scorecard for Board Approval
- 9. Year-End HR Report—Trisha Brimhall**
- 10. Public Comment**
- 11. Review New Action Items—Trisha Brimhall**
- 12. Review Upcoming Meetings**



HRCC Meeting Agenda—December 10, 2024

June 10, 2025.....	Salt Lake City, UT
December 9, 2025.....	Salt Lake City, UT

13. Adjourn





Human Resources and Compensation Committee

DRAFT Meeting Minutes

June 11, 2024

Salt Lake City, Utah

1. Welcome, Call to Order

Shelley Longmuir, Human Resources and Compensation Committee (HRCC) Chair, called the meeting to order at 10:30 a.m. MT on June 11, 2024. A quorum was present to conduct business. A list of attendees is attached as Exhibit A.

2. Review WECC Antitrust Policy

Jillian Lessner, Vice President and Chief Financial and Administrative Officer, read aloud the WECC Antitrust Policy statement. The meeting agenda included a link to the posted policy.

3. Approve Agenda

Ms. Longmuir introduced the proposed meeting agenda.

On a motion by Jim Avery, the HRCC approved the agenda.

4. Review and Approve Previous Meeting Minutes

Ms. Longmuir introduced the minutes from the meeting on March 12, 2024.

On a motion by Felicia Marcus, the HRCC approved the minutes from March 12, 2024.

5. Review Previous Action Items

There were no previous action items to report.

6. HR Annual Review Update

Ms. Lessner provided a mid-year update on the Utah and U.S. labor markets and reviewed WECC turnover trends, recruiting and retention initiatives, distributed workforce locations and state laws, policy management, and workforce demographics.

7. Engagement and Retention

Ms. Lessner and Melanie Frye, President and CEO, reported on efforts to engage and retain staff, that includes an intentional focus on leadership culture, diversity, equity, and inclusion, workforce development, non-financial engagement, reboarding, and monitoring compensation and benefit structures. Ms. Frye highlighted a new Parental Leave Policy.



HRCC Meeting Minutes—June 11, 2024

Ms. Lessner closed by providing an update on the bench strength percentages of high and medium criticality tasks.

Ms. Lessner and Ms. Frye responded to questions on staff clarity of the culture and streamlining messaging for employees.

8. Public Comment

No comments were made.

9. Review New Action Items

There were no new action items created during this meeting.

10. Upcoming Meetings

December 10, 2024..... Salt Lake City, Utah

June 10, 2024..... Salt Lake City, Utah

December 9, 2024..... Salt Lake City, Utah

11. Adjourn

Ms. Longmuir adjourned the meeting without objection at 11:00 a.m.



HRCC Meeting Minutes—June 11, 2024

Exhibit A: Attendance List

Members in Attendance

Jim Avery	Member
Shelley Longmuir	Chair
Felicia Marcus	Member





**Human Resources and Compensation Committee
Recommendation Item**

**Human Resources and Compensation Committee
Charter**

December 10, 2024

HRCC Resolution

Resolved, that the Human Resources and Compensation Committee (HRCC), at its meeting on December 10, 2024, recommends that the WECC Board of Directors (Board), approve the HRCC Charter as presented and attached.

Background

A clean and redlined version of the proposed HRCC Charter are included in the Board package. Initial review of the charter was performed by WECC legal with a subsequent review by the HRCC and a recommendation for Board approval expected at the December 10, 2024 HRCC meeting.

Proposed revisions are as follows:

- Minor editorial changes throughout;
- Clarification to CEO selection, input to CEO salary recommendations, and selection and compensation of officers and/or vice presidents;
- Remove language on assigning staff to prepare meeting minutes;
- Clarification on voting requirements and meeting participation;
- Clarification of HRCC submission of ballots;
- Updates to meeting notices, materials posting, and approval requirements for both open and closed sessions; and
- Changing the charter review requirement to “as needed but at least biennially.”



**Human Resources and
Compensation Committee
Charter**

Establishment and Authority

The Human Resources and Compensation Committee (HRCC) was established by the WECC Board of Directors (Board).

Purpose and Responsibilities

The purpose of the HRCC is to report to and assist the Board by overseeing the policies, plans, and programs of Human Resources, including employee compensation and benefit plans, officer compensation plans, personnel development, and succession plans for key positions, as well as other matters as directed by the Board or this charter.

To carry out its oversight responsibilities, the HRCC will:

1. Review and advise the Board on risks to WECC including:
 - a. Compliance with HR corporate policies;
 - b. Compensation and benefit programs;
 - c. Senior succession planning;
 - d. Workforce diversity, staffing, and retention;
 - e. Training and development;
 - f. Occupational health and safety; and
 - g. Respect in the workplace.
2. Oversee and monitor the management and administration of 401(k) and 457(b) plans. This includes oversight of actions and decisions of the CEO and General Counsel, who serve as the Investment Committee and the Plan Administration Committee for the 401(k) and 457(b) plans. The HRCC will report the results of its plan administration oversight and monitoring annually to the Board.
3. Recruit and recommend for Board approval, the selection and compensation of a new CEO, as needed.

4. Annually, at the request of the Board chair, the HRCC may provide input to the Board for consideration when the Board completes its performance assessment and salary adjustment for the CEO.
5. Review and recommend for Board approval, after recommendation by and consultation with the CEO, the selection, as needed, and compensation of new corporate officers and/or vice presidents.
6. Review and recommend for Board approval:
 - a. Corporate officer/vice president compensation plans, including incentive and at-risk-pay plans;
 - b. Corporate and individual CEO goals;
 - c. Corporate officer/vice president employment agreements, special compensation awards, retention bonus agreements, or severance agreements after consultation with the CEO. (The CEO will inform the HRCC of retention bonus agreements that the CEO has approved for employees below the corporate officer level.); and
 - d. Removal of the CEO, any corporate officer, or any vice president if it serves the best interests of the company.
7. The HRCC will have authority and responsibility to appoint, retain, compensate, evaluate and, when appropriate, terminate the business relationship with external legal, compensation, leadership development, or other consultants who—in the opinion of the HRCC—are necessary to assist the HRCC in conducting its business. The HRCC oversees the contract management, qualifications, independence, and performance of external consultants engaged on behalf of the HRCC.
8. Perform other duties as requested by the Board.

Committee Composition and Governance

1. Membership

- a. The HRCC will be composed of at least three members of the Board, appointed by the chair of the Board, and in consultation with the Board.
- b. Each member of the HRCC will serve until a successor is appointed, unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill the position.
- c. No member of the HRCC may participate as an HRCC member at any time that the HRCC 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 HRCC 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 HRCC member to serve as the committee chair.
- b. The HRCC chair will manage the HRCC and its meetings.
- c. The HRCC chair may appoint a steering committee to address specific assignments as necessary.

3. Meetings

- a. The HRCC must meet a minimum of twice per year or as often as required to carry out its responsibilities. Meetings will be held according to the WECC [Meeting Policy](#) and may be in person or by telephone or web conference as determined by the chair.
- b. The HRCC 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 HRCC require an affirmative vote of a majority of HRCC members.
- c. HRCC members may not vote by proxy or absentee ballot, but HRCC members may participate in meetings, including casting votes, by telephone conference or any other means of communication that enables all members participating in a meeting to simultaneously hear one another.
- d. Email notice of the time and place of all meetings will be provided to each member of the HRCC 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 by a majority of HRCC 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 documents approved by the HRCC may differ from those that are posted.
- e. The HRCC chair may call for a closed session of the HRCC to address any of the items enumerated in subsection f below. The HRCC chair will permit any Director to monitor such closed sessions, except those Directors who are conflicted in accordance with sections 7.6.1.1 of the Bylaws or where the HRCC determines that a Director would have a perceived or actual conflict of interest.



- f. The HRCC may meet in closed session to:
 - i. Consider the employment, evaluation of performance, or dismissal of an employee of WECC;
 - ii. Discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and
 - iii. Receive and discuss any information that is privileged, trade secret, cybersecurity, critical energy infrastructure information (as defined by FERC), protected from public disclosure by law, or that the committee determines should be confidential to protect a legitimate public interest.

Reporting

The HRCC will report at least annually to the Board on its activities and any recommendations.

Review and Changes to the Charter

The HRCC will review this charter biennially and recommend any changes to the Board. Modifications to this charter must be approved by the Board.

Approved by the WECC Board of Directors:



<Public>



**Human Resources and
Compensation Committee
Charter**

Establishment and Authority

The Human Resources and Compensation Committee (HRCC) was established by the WECC Board of Directors (Board).

Purpose and Responsibilities

The purpose of the HRCC is to report to and assist the Board by overseeing the policies, plans, and programs of Human Resources, including employee compensation and benefit plans, officer compensation plans, personnel development, and succession plans for key positions, as well as other matters as directed by the Board or this charter.

To carry out its oversight responsibilities, the HRCC will:

1. Review and advise the Board on risks to WECC including:
 - a. Compliance with HR corporate policies;
 - b. Compensation and benefit programs;
 - c. Senior succession planning;
 - d. Workforce diversity, staffing, and retention;
 - e. Training and development;
 - f. Occupational health and safety; and
 - g. Respect in the workplace.
2. Oversee and monitor the management and administration of 401(k) and 457(b) plans. This includes oversight of actions and decisions of the CEO and General Counsel, who serve as the Investment Committee and the Plan Administration Committee for the 401(k) and 457(b) plans. The HRCC will report the results of its plan administration oversight and monitoring annually to the Board.
3. Recruit and recommend for Board approval, the selection and compensation of a new CEO, as needed.

<Public>

HRCC Charter

4. Annually, ~~at the request of the Board~~ Chair, the HRCC may provide input to the Board for consideration when the Board completes its performance assessment and salary adjustment for the CEO.
5. Review and recommend for Board approval, after ~~consultation-recommendation by and~~ consultation with the CEO, the selection, ~~as needed~~, and compensation of new corporate officers and/or vice presidents, ~~then conduct annual compensation reviews of current corporate officers~~.
6. Review and recommend for Board approval:
 - a. Executive Corporate officer/vice president compensation plans, including incentive and at-risk-pay plans;
 - b. Corporate and individual CEO goals;
 - c. Corporate ~~officer-officer/vice president~~ employment agreements, special compensation awards, retention bonus agreements, or severance agreements after consultation with the CEO. (The CEO will inform the HRCC of retention bonus agreements that the CEO has approved for employees below the corporate officer level.); and
 - d. Removal of the CEO, any corporate officer, or any vice president if it serves the best interests of the company.
7. The HRCC will have ~~the sole~~ authority and responsibility to appoint, retain, compensate, evaluate and, when appropriate, terminate the business relationship with external legal, compensation, leadership development, or other consultants who—in the opinion of the HRCC—are necessary to assist the HRCC in conducting its business. The HRCC oversees the contract management, qualifications, independence, and performance of external consultants engaged on behalf of the HRCC.
- 7.8. Perform other duties as requested by the Board.

Committee Composition and Governance

1. Membership

- a. The HRCC will be composed of ~~not fewer than~~ at least three members of the Board, appointed by the chair of the Board, and in consultation with the Board.
- b. Each member of the HRCC will serve until a successor is appointed, unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill the position.
- c. No member of the HRCC may participate as an HRCC member at any time that the HRCC may consider any recommendation to the Board that would directly affect the continued



<Public>

HRCC Charter

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 HRCC 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 HRCC member to serve as the committee chair. ~~The chair will assign a committee member or a member of the WECC staff to prepare HRCC meeting minutes for legal review followed by the committee's approval.~~
- b. The HRCC chair will manage the HRCC and its meetings.
- c. The HRCC chair may appoint a steering committee to address specific assignments as necessary.

3. Meetings

- a. The HRCC must meet a minimum of twice per year or as often as required to carry out its responsibilities. Meetings will be held according to the WECC [Meeting Policy](#) and may be in person or by telephone or web conference as determined by the chair.
- b. The HRCC 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 HRCC requires an affirmative vote of a majority of ~~assigned~~ HRCC members.

~~4.c.~~ HRCC members may not vote by proxy or absentee ballot, but HRCC members may participate in meetings, including casting votes, by telephone conference or any other means of communication, that enables all members participating in a meeting to simultaneously hear one another.

~~a.d.~~ The HRCC chair will provide (or cause to be provided) email notice of the time and place of all meetings will be provided to each member of the HRCC 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 by a majority of HRCC members. An agenda, including identification of the items for which action may be taken, will be made available at that time 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 documents approved by the HRCC may differ from what those that are is posted.



<Public>

HRCC Charter

~~b.e.~~ The HRCC chair may call for a closed session of the HRCC to address any of the items enumerated in subsection f below, when necessary to protect sensitive or confidential information or to receive attorney-client communications. The HRCC chair will permit any Director to monitor such closed sessions, except those Directors who are conflicted in accordance with sections 7.6.1.1 of the Bylaws or where the HRCC determines that a Director would have a perceived or actual conflict of interest, ~~to monitor such closed sessions.~~

~~c.f.~~ The HRCC chair will provide (or cause to be provided) email notice of the time and place of all closed session meetings to each member of the HRCC 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 quorum of the committee. This notice will include an agenda of the items for which action may be taken.

~~d.g.~~ The HRCC may meet in closed session to:

- i. Consider the employment, evaluation of performance, or dismissal of an employee of WECC;
- ii. Discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and
- iii. Receive and discuss any information that is privileged, trade secret, cybersecurity, critical energy infrastructure information (as defined by FERC), protected from public disclosure by law, or that the committee determines should be confidential to protect a legitimate public interest.

Reporting

The HRCC will report at least annually to the Board on its activities and any recommendations.

Review and Changes to the Charter

The HRCC will review this charter ~~annually~~ biannually and recommend any changes to the Board. Modifications to this charter must be approved by the Board.

Approved by the WECC Board of Directors: September 08, 2021





Human Resources and Compensation Committee

Approval Item

2025 Corporate Scorecard

December 10, 2024

HRCC Resolution

Resolved, that the Human Resources and Compensation Committee (HRCC), based on the recommendation of the CEO at its meeting on December 10, 2024, recommends that the WECC Board of Directors approve the 2025 Corporate Scorecard as presented and attached.

Background

WECC's 2025 Corporate Scorecard sets annual corporate goals in five impact areas with corresponding metrics, targets, and initiatives. The scorecard aligns business performance with the achievement of WECC's mission, vision, and strategy. Board approval of the Corporate Scorecard demonstrates corporate governance and Board oversight.

Issues and Risks

Board approval of the Corporate Scorecard demonstrates Board oversight of organizational performance. The Scorecard provides the Board with visibility into WECC's achievement of its delegated responsibilities, sound business practices, impact on industry, effective and efficient processes, and successes in the organization through quarterly and annual reporting.

<Public>

DRAFT 2025 Corporate Scorecard

December 2024



Impact Area 1

Risk Mitigation: We are an organization aligned around risk reduction. Our holistic risk-based approach uses all the tools and skills available to deliver comprehensive risk mitigation strategies.

Metrics	Targets	Initiatives
1. Number of Reliability Risk Priorities (RRP)s that have a set of <i>comprehensive/holistic</i> mitigation strategies.	1. 1	1. Move toward our vision of a holistic risk-based approach by piloting a multi-year integrated oversight and risk mitigation strategy for Inverter Based Resources (IBR). This strategy will be a model for other RRP's and the comprehensive, holistic strategies developed for them.
2. % reduction in violation inventory that is over two years old as of 1/1/25.	2. 25%	2. Enhance WECC's capability to receive and incorporate technical advice from stakeholders in support of our holistic risk management process by targeted engagement with identified stakeholder groups.
3. % of newly registered IBR entities that WECC has, within 90 days of registration, conducted outreach discussion with the entity's primary compliance contact and, as applicable, initiated a Self-Certification of the entity to confirm its reliability and security foundation supports its compliance obligations.	3. 90%	3. Improve resource adequacy assessments (RA) by expanding energy assessment capabilities and using results from transfer capability analysis to better model transmission constraints.
4. % of completed mitigation and treatment strategies to address RRP's (identified for the given year).	4. 100%	4. Implement a collaborative extreme weather preparedness assurance program to facilitate best practices sharing and assessment of interconnection-wide readiness.

Impact Area 2

Partnership: We are sought after as a partner to address the most challenging reliability issues. We identify concerns and facilitate solutions with input from diverse and often conflicting stakeholder perspectives, focusing our resources on risks that pose the greatest threat to reliability and security.

Metrics	Targets	Initiatives
1. % increase in new products initiated in collaboration with stakeholders	1. 10%	1. Implement a strategy for increasing engagement and responsiveness directly with WECC Member Representatives that specifically identifies the value to both WECC and WECC Members from such increased engagement.
2. % reduction of the priority power flow model shortcomings identified in the previous year's operating cases versus the current year's operating cases.	2. 20%	2. Increase the focus on risk mitigation across the Interconnection by implementing a single risk treatment strategy tracker that tracks, updates, and informs staff and stakeholders of prioritized treatment strategies that address known and emerging reliability and security risks within the Western Interconnection.
3. # of requests to participate about Western Interconnection reliability in collaborative groups/forums.	3. 8	

<Public>

Draft 2025 Corporate Scorecard

Impact Area 3

Perspective: Our insights, analyses, and outreach promote industry action. We are renowned for providing clear and actionable communications supported by data and rigorous analysis.

Metrics	Targets	Initiatives
1. # of WECC recommendations for industry action that are specific, targeted, and tracked.	1. 3	1. To further drive the rigor and quality of our analytical work, optimize our current industry-standard data management platform to create organization-wide governance around data management. This initiative will align with the ERO Enterprise Analytics strategy.
2. % of applicable stakeholders that have taken action to address WECC recommendations.	2. 50%	2. Increase the impact of the recommendations contained in our technical work by ensuring the recommendations are actionable by industry and then following up with industry to verify progress on those recommendations. This initiative will include a recommendation vetting and tracking tool.
3. # of WECC products/trainings/outreach efforts that are newly created or enhanced/improved to align to WECC's stakeholder outreach strategy and RRP.	3. 7	3. Elevate our outreach by developing a holistic social media strategy including, but not limited to targeted messaging through video presentations embedded in our products and posted separately to social media.
4. # of WECC multimedia products developed and posted regarding WECC's products to increase their reach and impact.	4. 5	

Impact Area 4

Independence: Our resource and technology neutral, interconnection-wide perspective is respected and trusted to provide confidence to decision-makers that they have an independent partner to rely on.

Metrics	Targets	Initiatives
1. # of external citations of or references to our technical work in identified publications or forums.	1. 12	1. Implement an appropriate stakeholder relationship management tool to track engagement partners and activities that can assist in WECC's Mission.
2. # of requests to participate in or collaborate with targeted industry groups focused on reliability initiatives and topics	2. 6	2. Develop metrics using data from the relationship management tool that enable us to measure our impact and respond quickly to the needs of stakeholders with the ability to mitigate key risks to reliability in the West. These metrics will include the tracking of citations, speaking engagements, collaborative partnerships, executive outreach, and outreach to identified stakeholders etc.
3. # of products that target a specific/identified group of decision-makers to educate them on one or more of our identified RRP.	3. 5	3. Increase our impact and credibility with decision-makers by creating a series of Bulk Power Grid Reliability basics video presentations with non-technical decision-makers, legislators, etc. as the target audience.



<Public>

Draft 2025 Corporate Scorecard

Impact Area 5

People: Our highly skilled and engaged employees are champions for reliability.

Metrics	Targets	Initiatives
<ol style="list-style-type: none"> Voluntary employee turnover % of critical skills covered by staff expertise # of processes improved % of statutory budgeted expenditures 	<ol style="list-style-type: none"> <15% 75% 10 +/-3% 	<ol style="list-style-type: none"> Further enhance employee engagement by: <ol style="list-style-type: none"> Assembling a cross-functional team to develop and implement plans to improve two Denison indices, including milestones and monitoring. Develop and roll out a stay interview process to collect data related to employee engagement and departure risks which includes action plans for addressing data gathered during the interviews. Build upon current college recruitment strategy by developing an internship program to create a pipeline of candidates, introduce students to WECC, and augment existing staff skillsets.



<Public>



Year-End HR Report

December 10, 2024

Trisha Brimhall
Director, HR, People, &
Culture

<Public>

Employee Retention & Engagement Highlights

- Annual Voluntary Turnover 8%
- Knowledge Transfer Tracking & Processes
- Denison Culture & Engagement Survey
- Benefits Utilization: 89%
- No Hotline Complaints



<Public>

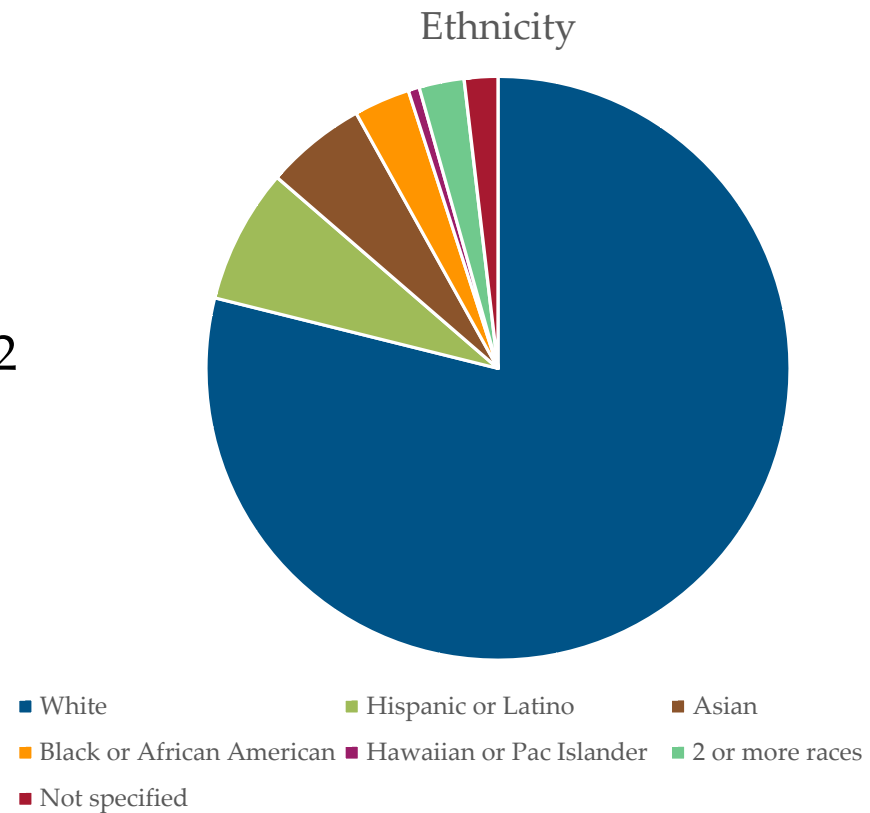
Employee Retention & Engagement Highlights

- Training & Development
 - Crucial Conversations Workshop
 - Learn Abouts
 - Manager Training
 - Self-Care with E-Colors
 - WECC's Compensation Philosophy
 - Performance Documentation
 - FMLA/ADA Compliance
 - Giving and Receiving Feedback

<Public>

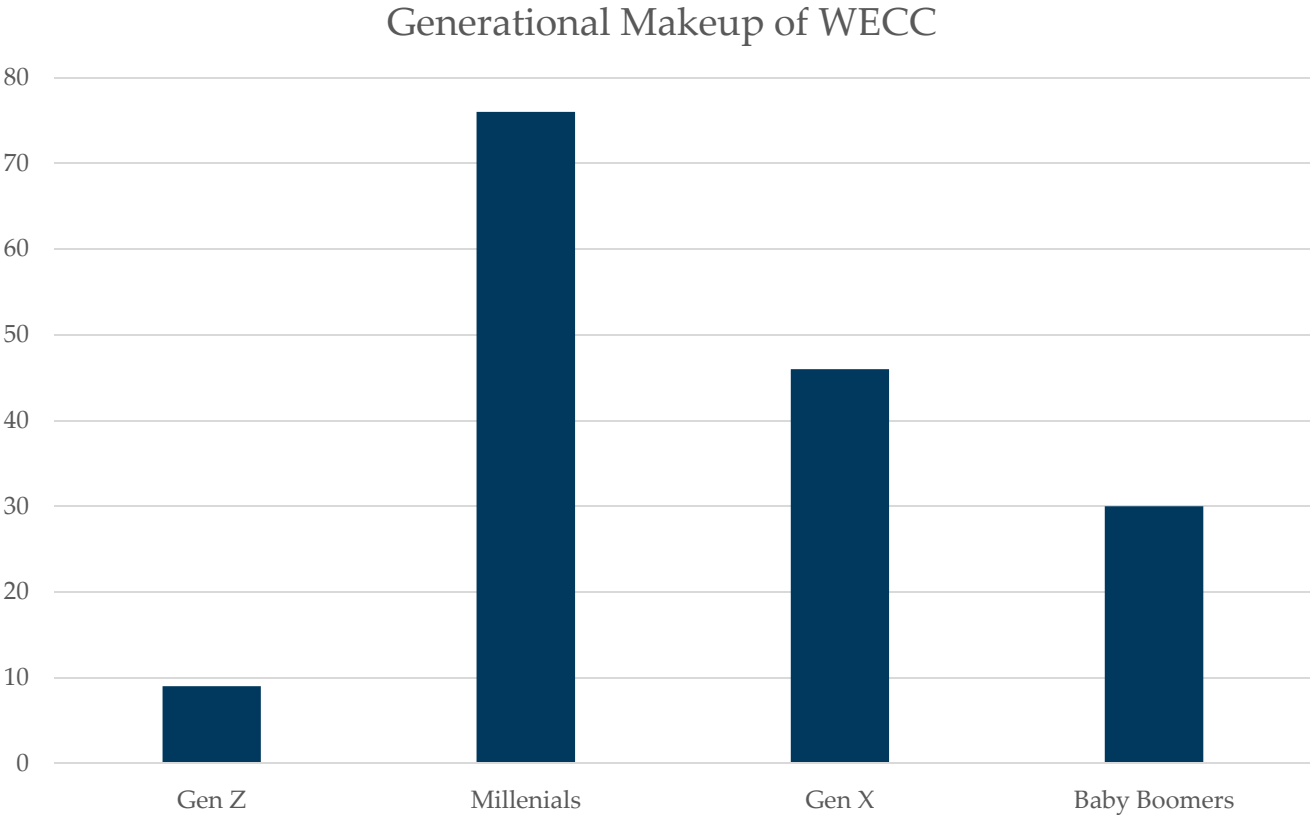
Workforce Metrics

- Total Headcount: 161
 - Total Males: 102
 - Total Females: 59
 - Total Number of Veterans: 12
- YTD Positions Filled: 31



<Public>

Workforce Metrics



<Public>

