



**Member Advisory Committee  
Meeting Agenda  
Salt Lake City, Utah**

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

**December 10, 2024, 3:45 to 5:15 p.m. Mountain Time**

- 1. Welcome, Call to Order—Brian Theaker**
- 2. Review WECC Antitrust Policy—Brittany Huggins**  
[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 November 6, 2024*
- 5. Review Previous Action Items—Brittany Huggins**
- 6. MAC Leadership Remarks—Brian Theaker**
- 7. WECC Executive Remarks—Melanie Frye**
- 8. Technical Session Discussion—Member Advisory Committee**
- 9. MAC Charter—Brian Theaker**  
*Approval Item: Recommend Member Advisory (MAC) Charter for Board Approval*
- 10. 2025 Schedule and Work Plan—Brian Theaker and Brittany Huggins**
- 11. Work Group and Liaison Reports**
  - Section 4.9 Review —Chris Parker
  - Nominating Committee—Duncan Brown
  - Reliability Assessment Committee—Fred Heutte
  - Reliability Risk Committee—Grace Anderson



## MAC Meeting Agenda—December 10, 2024

- Resource Adequacy Advisory Group—Brian Theaker

### 12. Roundtable

### 13. Public Comment

### 14. Review New Action Items

### 15. Resources

Interregional Transfer Capability Study

Western Assessment of Resource Adequacy

\*Resource materials can be found on [wecc.org](http://wecc.org)

### 16. Review Upcoming Meetings

TBD

### 17. Adjourn





**Member Advisory Committee**  
**DRAFT Meeting Minutes**  
**November 6, 2024**  
**Virtual**

**1. Welcome, Call to Order**

Brian Theaker, Member Advisory Committee (MAC) Chair, called the meeting to order at 2:01 p.m. MT on November 6, 2024. A quorum was present to conduct business. A list of attendees is attached as Exhibit A.

**2. Review WECC Antitrust Policy**

Brittany Huggins, Assistant Corporate Secretary, read aloud the WECC Antitrust Policy statement. The meeting agenda included a link to the posted policy.

**3. Approve Agenda**

Mr. Theaker introduced the proposed agenda.

**On a motion by Chris Parker, the MAC approved the agenda.**

**4. Review and Approve Previous Meeting Minutes**

Mr. Theaker introduced the previous meeting minutes from September 18, 2024.

**On a motion by Dale Dunckel, the MAC approved the minutes from September 18, 2024**

**5. Review Previous Action Items**

Ms. Huggins stated there were no previous action items.

**6. MAC Leadership Remarks**

Mr. Theaker congratulated the newly elected MAC members and Board of Directors, thanked the past MAC leadership for their contributions, and voiced appreciation to the MAC members for their willingness to serve on the committee.

**7. Executive Remarks**

Kris Raper, Vice President, Strategic Engagement and External Affairs, notified the MAC that the 2025 Business Plan and Budget (BP&B) was approved by FERC, summarized Resource Adequacy activities, highlighted the NERC Interregional Transfer Capability Study (ITCS), and summarized discussions on efforts to merge the Reliability Risk Priorities and Risk Register work.



## MAC Meeting Minutes—November 6, 2024

### 8. WECC Long-term Strategy

Jeff Droubay, Vice President and General Counsel, provided a summary of the WECC Long-term Strategy (LTS) refresh work, including how it is aligned with the ERO Enterprise Long-term Strategy (ERO LTS), that the actionable items are tied to the scorecard and BP&B, and how the LTS is a three-to-five-year strategy that aligns with the mission and vision. He thanked the MAC and stakeholders for participation on the topic at the September 18, 2024, Technical Session and stated that the LTS will be included as an approval item at the December 11, 2024, Board of Directors (Board) meeting. The MAC commented that the LTS is well written, concise, comprehensive, and has the right level of detail. Some feedback provided was to keep the focus on reliability, have a more self-contained WECC LTS rather than mentioning the ERO LTS, and consider mentioning maintaining governance, commitment to continuous improvement, and the reliability mission within the approved budget.

### 9. December MAC Workshop

Mr. Theaker informed the MAC that the December MAC Workshop will be co-lead by him and Linda Jacobson-Quinn, and the agenda will consist of a team-building activity and discussion about the Section 4.9 Review.

### 10. MAC Charter Review

Mr. Theaker advised the MAC that WECC General Counsel did an initial review of the MAC Charter and proposed revisions were emailed to the full MAC before this meeting. Ms. Huggins provided a summary of the charter revisions, including minor editorial changes, clarification of MAC submission of ballots, correction to election timing, defining MAC leadership terms, updates to meeting and material posting requirements, and changing the charter review to at least biennially or as needed. The charter will be included as a Board approval item at the December 11, 2024, Board meeting, and Mr. Theaker asked the MAC to review the revisions and let him know whether there were additional revisions to consider.

### 11. 2025 Schedule and Work Plan

Ms. Huggins presented a draft 2025 MAC meeting schedule and work plan. The proposed schedule has fewer meeting dates and is based on MAC Charter and Bylaw requirements and what each MAC meeting agenda would consist of, with the option to add a meeting as needed. The committee discussed the proposed change and that paring down the meeting schedule could be positive but cautioned that, because of the size of the MAC, it may be hard to schedule a meeting “as needed.” Grace Anderson, Class 5, suggested that WECC staff could present to



## MAC Meeting Minutes—November 6, 2024

the MAC on the Western Assessment of Resource Adequacy (WARA), ITCS, and the State of the Interconnection (SOTI) report at the January MAC meeting. Mr. Theaker and Ms. Huggins will update the schedule to incorporate MAC feedback and share an updated document before the December 10, 2024, meeting.

### 12. Work Group and Liaison Reports

Presenters reported on the following:

- a. Section 4.9 Review, Chris Parker, Class 5, provided an update on the Section 4.9 Review activities;
- b. Nominating Committee (NC), Duncan Brown, Class 3, provided an update on NC work;
- c. Reliability Assessment Committee (RAC), Fred Heutte, Class 4, who provided an update on the RAC activities;
- d. Reliability Risk Committee, Grace Anderson, Class 5, summarized RRC reliability risk register activities; and
- e. Resource Adequacy Advisory Group (RAAG), Mr. Theaker, summarized ongoing RAAG work.

### 13. Roundtable

Matt Weber, Class 1, asked about a past action item on documenting MAC member representative expectations and role description. Ms. Huggins responded that she met with Mr. Theaker and Michele Beck, previous MAC Chair, and discussed including the information as part of the MAC Resource Guide. Ms. Huggins will draft an updated resource guide before the December 10, 2024, meeting.

Ms. Anderson commented on three areas that the MAC may find some interest; the joint CREPC-WIRAB meetings, a WIRAB study and subsequent recommendations on inverter-based resources (IBR), and a Western Interstate Energy Board (WIEB) proposed 2025 study on large loads.

Tim Kelley, Class 2, asked whether class representatives can send information out to their class members and how to get the distribution list. Ms. Huggins will work with Mr. Kelley on getting the distribution list.

### 14. Public Comment

No comments were made.



## MAC Meeting Minutes—November 6, 2024

### 15. Review New Action Items

- Identify potential items for the Section 4.9 Review consideration
  - Assigned To: MAC
  - Due Date: November 12, 2024
- Review proposed Charter revisions and provide additional suggestions to Brian Theaker and Brittany Huggins
  - Assigned To: MAC
  - Due Date: November 15, 2024
- Consider including topic “Risk Register” on future agenda item
  - Assigned To: Brian Theaker
  - Due Date: December 10, 2024
- Update 2025 Work Plan and schedule
  - Assigned To: Brittany Huggins and Brian Theaker
  - Due Date: December 10, 2024
- Update MAC Resource Guide to include Member role description
  - Assigned To: Brittany Huggins and Brian Theaker
  - Due Date: December 10, 2024

### 16. Review Upcoming Meetings

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

### 17. Adjourn

Mr. Theaker adjourned the meeting without objection at 3:21 p.m.



## MAC Meeting Minutes—November 6, 2024

### Exhibit A: Attendance List

#### Members in Attendance

Grace Anderson ..... Class 5  
Michele Beck..... Class 4  
Duncan Brown ..... Class 3  
Dale Dunckel..... Class 2  
Fred Heutte ..... Class 4  
Tim Kelley..... Class 2  
Yansong Leng..... International  
Chris Parker ..... Vice Chair  
Carrie Simpson ..... Class 3  
Brian Theaker ..... Chair  
Evan Valeriote..... International  
Matt Weber ..... Class 1

#### Members not in Attendance

Jonathan Aust..... Class 1  
Shaun Foster ..... Class 1  
Sophie Hayes..... Class 4  
Patrick O’Connell ..... Class 5  
Linda Jacobson-Quinn ..... Class 2  
Ernesto Olivas ..... International





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## **Member Advisory Committee MAC Leadership Remarks**

Verbal Update

Brian Theaker, Chair

December 10, 2024





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## **Member Advisory Committee**

### **WECC Executive Remarks**

Verbal Update

Melanie Frye, President and CEO

December 10, 2024



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## **Member Advisory Committee Technical Session Discussion**

Discussion

Member Advisory Committee

December 10, 2024



**Member Advisory Committee  
Recommendation Item  
Member Advisory Committee Charter  
December 10, 2024**

## **MAC Resolution**

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*Resolved*, that the Member Advisory Committee (MAC), at its meeting on December 10, 2024, recommends that the WECC Board of Directors (Board), approve the MAC Charter as presented and attached.

## **Background**

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

Proposed revisions are as follows:

- Minor editorial changes include changing “membership” to “member,” capitalization corrections, and general grammar/wording updates;
- Clarification of MAC submission of ballots;
- Correction to elections taking place “in conjunction with” instead of “at” the Annual Members meeting;
- Defining MAC leadership term start and end dates;
- Updates to meeting notice, materials posting, and approval requirements; and
- Changing the charter review requirement to “as needed but at least biennially.”



## Member Advisory Committee Charter

### **Establishment and Authority**

#### **Member Advisory Committee**

##### **Charter**

The WECC Member Advisory Committee (MAC) was established in accordance with Subsection 8.1 of the WECC Bylaws.

##### **Purpose and Responsibilities**

The purpose of the MAC is stated in Subsection 8.1 of the bylaws.

MAC responsibilities include those specified in subsections 4.9 and 8.1 of the WECC Bylaws and the following:

- 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.
- 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.
- Work with the Board to develop and implement the agenda for the Annual Member Meeting.

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, subclass, 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**

## MAC Charter

The MAC will be composed of representative members as described in subsection 8.1.1 of 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, class, or subclass. 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, class, or subclass.

### **Class MAC Members**

- a. In conjunction with the Annual Member Meeting, each member class will elect representative class members for the MAC. Each class may divide into two or three subclasses to elect each class's MAC members. Voting for MAC members may occur in whole or 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 or subclass may establish term limits for MAC class members as determined by the electing class or subclass.
- d. Each class will determine the need for diversity (regarding, for example, geographic and stakeholder issues) within that class, which may lead to the establishment of subclasses. A class may divide into two or three subclasses. Each class must establish or discontinue its subclasses, if any, by majority vote of the members in the class.
- e. Only members of each class or subclass may nominate and vote on candidates for election as MAC member representatives for their respective class or subclass.
- f. A class or subclass candidate need not be a member of the class or subclass, nor an employee of a class or subclass member.



## MAC Charter

g. A quorum of a majority of the members of a class or subclass must be represented to elect a MAC member for the class or subclass; 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.

### **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 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 or subclasses, including taking part in their class or subclass MAC member elections. However, no international jurisdiction representative may



## MAC Charter

be employed by a WECC member that also employs a MAC member class or subclass representative.

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

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, a member class, or a subclass 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, class, or subclass may remove one of their MAC members by submitting in writing their request to the MAC chair and WECC's chief executive officer.

The MAC member's position will be deemed vacant and the vacancy filled according to Section 2c below.

c. In keeping with Selection of Class and International Jurisdiction MAC Members, Section 2b, 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, class, or subclass 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



## MAC Charter

vacated term. Any interim appointment must come from members of the same international jurisdiction, class, or subclass from which the vacancy arose.

b. Promptly conduct a special election for the class, subclass, or international jurisdiction—as applicable—from which the vacancy arose, allowing a reasonable period to select candidates and to organize such an election.

c. If a special election chooses a replacement class or subclass 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 or subclass.

### Leadership

The MAC chair will manage the committee and its meetings.

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.

During a MAC meeting conducting official business, each MAC member represents one vote while present in person as defined in Meetings, Section 7 of the WECC Bylaws.

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 Subsection 4.5 of 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.

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.

WECC staff performs the administrative duties for the MAC, including preparing meeting minutes for MAC approval.





## MAC Charter

### Meetings

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. Email notice of the time and place of all meetings will be provided to each member of the MAC and to WECC's Board, no later than 10 days before the meeting, or upon as much notice as is reasonable under the circumstances as approved by a majority of MAC 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 MAC may differ from what is posted.

2. 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 shall 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.



## MAC Charter

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, not including subclass designations.

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:

- 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



## MAC Charter

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.

Any member of the Board may attend a closed session of the MAC unless the topic considered by the MAC concerns the Director.

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.

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.

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**

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.

WECC staff will conduct the electronic vote as follows:

- 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.



## MAC Charter

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.

The requirements for quorum must be met for the vote to be valid.

### **MAC Subcommittees, Work Groups, and Liaisons**

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.

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.

Work groups of the MAC disband after completing assigned specific tasks as documented in the MAC meeting minutes.

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.

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.



## MAC Charter

<https://www.wecc.org/Corporate/Role%20of%20a%20MAC%20Liaison%20to%20another%20Committee.pdf>

### **Nominating Committee**

The MAC will select four voting, and two non-voting liaison members for the Nominating Committee following Section 6.4.1 of 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 Section 8.1.2 of 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.

**Approved by the WECC Board of Directors: December 6, 2023**



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## Member Advisory Committee Charter

### **Establishment and Authority**

#### **Member Advisory Committee Charter**

The WECC Member Advisory Committee (MAC) was established in accordance with Subsection 8.1 of the WECC Bylaws.

#### **Purpose and Responsibilities**

The purpose of the MAC is stated in Subsection 8.1 of the bylaws.

MAC responsibilities include those specified in ~~Subsections~~subsections 4.9 and 8.1 of the WECC Bylaws and the following:

- Give timely updates and communications to, and get feedback from, ~~the WECC's membership~~Members on issues facing WECC to inform and influence the WECC Board of Directors (Board) in its decisions about those issues.
- 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.
- Work with the Board to develop and implement the agenda for the Annual Member Meeting.

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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, subclass, 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**

155 North 400 West | Suite 200 | Salt Lake City, Utah 84103  
www.wecc.org

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## MAC Charter

The MAC will be composed of representative members as described in [Part subsection 8.1.1](#) of 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, class, or subclass. 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, class, or subclass.

### **Class MAC Members**

- a. ~~At~~ [In conjunction with](#) the Annual Member Meeting, each member class will elect representative class members for the MAC. Each class may divide into two or three subclasses to elect each class's MAC members. [Voting for MAC members may occur in whole or 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 or subclass may establish term limits for MAC class members as determined by the electing class or subclass.
- d. Each class will determine the need for diversity (regarding, for example, geographic and stakeholder issues) within that class, which may lead to the establishment of subclasses. A class may divide into two or three subclasses. Each class must establish or discontinue its subclasses, if any, by majority vote of the members in the class.
- e. Only members of each class or subclass may nominate and vote on candidates for election as MAC member representatives for their respective class or subclass.
- f. A class or subclass candidate need not be a member of the class or subclass, nor an employee of a class or subclass member.



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## MAC Charter

g. A quorum of a majority of the members of a class or subclass must be represented to elect a MAC member for the class or subclass; 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 ~~may be~~ 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 any~~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.

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 that~~ 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 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 or subclasses, including taking part in their class or subclass MAC member elections. However, no international jurisdiction representative may





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## MAC Charter

be employed by a WECC member that also employs a MAC member class or subclass representative.

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

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, a member class, or a subclass 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, class, or subclass may remove one of their MAC members by submitting in writing their request to the MAC chair and WECC's chief executive officer.

c. In keeping with Selection of Class and International Jurisdiction MAC Members, Section 2b, 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.

a. Consult with the members of the affected international jurisdiction, class, or subclass 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, class, or subclass from which the vacancy arose.



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## MAC Charter

b. Promptly conduct a special election for the class, subclass, or international jurisdiction—as applicable—from which the vacancy arose, allowing a reasonable period to select candidates and to organize such an election.

c. If a special election chooses a replacement class or subclass 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 or subclass.

### Leadership

The MAC chair will manage the committee and its meetings.

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.

During a MAC meeting conducting official business, each MAC member represents one vote while present in person as defined in Meetings, Section 7 of the WECC Bylaws.

~~At~~ 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 ~~used~~ defined in Subsection 4.5 of 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 ~~case 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.

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.

WECC staff performs the ~~secretarial-administrative~~ duties for the MAC, including preparing meeting minutes for MAC approval.

### Meetings



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## MAC Charter

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 ~~it~~ includes time and venue, and

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 ~~shall~~ 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 shall be addressed efficiently to prioritize discussion of major issues.

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, not including subclass designations.

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, electronically 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.



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## MAC Charter

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:

- 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.

Any member of the Board may attend a closed session of the MAC unless the topic considered by the MAC concerns the Director.

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.

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



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## MAC Charter

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.

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

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.

WECC staff will conduct the electronic vote as follows:

- a. Notify all MAC members, by email ~~or similar~~, 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.

The requirements for quorum must be met for the vote to be valid.

### MAC Subcommittees, Work Groups, and Liaisons

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.

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 ~~direction-instruction that~~ as the MAC sees fit.

Work groups of the MAC disband after completing assigned specific tasks as documented in the MAC meeting minutes.



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## MAC Charter

Except as provided in Section 6.4.2 of the bylaws, all 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.

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/Corporate/Role%20of%20a%20MAC%20Liaison%20to%20another%20Committee.pdf>

### Nominating Committee

The MAC will select four voting, and two non-voting liaison members for the Nominating Committee following Section 6.4.1 of 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 Section 8.1.2 of 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



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## MAC Charter

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 ~~annually~~ as needed but at least biennially and recommend any changes to the Board.

**Approved by the WECC Board of Directors: December 6, 2023**





**Member Advisory Committee**  
**Proposed 2025 Schedule and Work Plan**  
**December 10, 2024**

## 2025 Schedule and Work Plan

Month	MAC Agenda Items	Class Communication
January	- No scheduled meeting	
February 5, 2025	<ul style="list-style-type: none"> <li>- Kickoff Reliability Risk Priorities (Biennial, last done 2024)</li> <li>- Consider discussion of WARA and SOTI</li> <li>- Work group and liaison reports (NC, 4.9, MBS, RAC, RRC, RAAG)</li> </ul>	Grace Anderson, Class 5
March 12, 2025	<ul style="list-style-type: none"> <li>- Technical Session Discussion</li> <li>- Approve any changes to MAC Board Effectiveness Survey, if needed (even years)</li> <li>- RRP Discussions (even years)</li> <li>- Work group and liaison reports (NC, 4.9, MBS, RAC, RRC, RAAG)</li> </ul>	Shaun Foster, Class 1
April 9, 2025	- Agenda items to be determined, if no topics then meeting will be canceled	Tim Kelley, Class 2
May 14, 2025	<ul style="list-style-type: none"> <li>- Approval of Director Compensation (deadline is <b>May 19</b>) <i>*Can be approved earlier if recommendation is received from NC</i></li> <li>- MBS Recommendation on 2026 Budget <i>*will want recommendation circulated in advance</i></li> <li>- RRP Discussions (2026)</li> <li>- Work group and liaison reports (NC, 4.9, RAC, RRC, RAAG)</li> </ul>	Michele Beck, Class 4
June 10, 2025	<ul style="list-style-type: none"> <li>- Technical Session Discussion</li> <li>- MAC Leadership Election kickoff</li> <li>- Work group and liaison reports (NC, 4.9, RAC, RRC, RAAG)</li> </ul>	Evan Valeriote, International



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## Proposed 2025 MAC Workplan

July 9, 2025	- Agenda items to be determined, if no topics then meeting will be canceled	Duncan Brown, Class 3
August	- No scheduled meeting	
September 17, 2025	<ul style="list-style-type: none"> <li>- Technical Session Discussion</li> <li>- Leadership Elections</li> <li>- Kickoff MAC Board Effectiveness Survey (odd years)</li> <li>- Work group and liaison reports (NC, 4.9, RAC, RRC, RAAG)</li> </ul>	Linda Jacobson-Quinn, Class 2
October	- No scheduled meeting	
November 5, 2025	<ul style="list-style-type: none"> <li>- Charter review to begin via email</li> <li>- Additional agenda items to be determined, if no topics then meeting will be canceled</li> </ul>	Matt Weber, Class 1
December 10, 2025	<ul style="list-style-type: none"> <li>- Technical Session Discussion</li> <li>- Discuss MAC Board Effectiveness Survey Results and share at GC meeting (odd years)</li> <li>- Charter Review and Approval of changes, if needed</li> <li>- Work group and liaison reports (NC, 4.9, RAC, RRC, RAAG)</li> </ul>	Carrie Simpson, Class 3

No meetings scheduled for January, August, and October



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## Proposed 2025 MAC Workplan

### MAC Liaisons to Workgroups or Committees

Committee	Liaison/
BOD Effectiveness Survey	TBD
MAC Budget Subcommittee	C1 – TBD C2 – Dale Dunckel C3 – Brian Theaker C4 – Sophie Hayes C5 – TBD Int'l – TBD
2024-2025 Nominating Committee	C1 – Matt Weber (non-voting) C2 – Tim Kelley C3 – Duncan Brown C4 – Fred Huette C5 – Grace Anderson Int'l – Yansong Leng (non-voting)
Section 4.9 Review	Chris Parker
Leadership Election Workgroup	TBD
Reliability Assessment Committee	Fred Huette
Reliability Risk Committee	Grace Anderson
Resource Adequacy Assessment Advisory Group	Brian Theaker

**Timeline for Key WECC and NERC Studies** *(The release months below are approximate and subject to change as projects move forward.)*

Month (approx.)	Study
March	State of the Interconnection
May	Summer Assessment (NERC) May 15
June	State of Reliability Report (NERC) June 21
August	ERO Risk Priorities Report (odd years) (NERC)
November	Winter Reliability Assessment (NERC)
	ERO CMEP Implementation Plan (NERC)
December	Western Assessment of Resource Adequacy (WARA) 1 <sup>st</sup> week of December
	Long-term Reliability Assessment (NERC)





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## **Member Advisory Committee Work Group and Liaison Reports**

### **Verbal Updates**

Section 4.9 Review—Chris Parker

Nominating Committee—Duncan Brown

Reliability Assessment Committee—Fred Heutte

Reliability Risk Committee—Grace Anderson

Resource Adequacy Advisory Group—Brian Theaker

December 10, 2024