

<Limited-Disclosure>



Joint Guidance Committee Charter

Establishment

The Joint Guidance Committee (JGC) was established by and reports to the WECC Board of Directors (Board).

Purpose and Responsibilities

The purpose of the JGC is to ensure the work of the Reliability Assessment Committee (RAC), Reliability Risk Committee (RRC) and their subgroups (collectively the technical committees) is aligned with WECC's strategic direction, objectives, and the priorities approved by the Board. The JGC will advise the CEO in delivering on WECC's mission.

The JGC will:

1. Coordinate with WECC management to ensure technical committee work aligns with WECC's strategic objectives and Reliability Risk Priorities.
 - a. Advise technical committees on three-year work plans and ensure the plans adequately outline how they intend to support strategic objectives. The JGC will do this through all appropriate means ~~necessary, for example, holding strategic alignment meetings, etc., including holding an annual strategic alignment meeting with the leadership of the RRC, RAC, and their subgroups to discuss how to ensure~~ the technical committees' work plans align with the Board's strategic direction and priorities, identify key work areas and potential gaps, and share expectations for group work plans.
 - b. Make recommendations to the RAC or RRC for necessary alignment, structure, or support changes.
 - c. The JGC will review, modify if necessary, and ultimately endorse committee work plans.
2. Ensure existing reliability issues are being adequately addressed by technical committees as needed, and if not, initiate technical committee work to address them.
 - a. Conduct a gap-and-overlap analysis to identify areas where the committees need to initiate work, merge duplicate work, or coordinate complementary work.
 - b. This includes creating and overseeing ad hoc groups as necessary to address known or emerging risks to reliability.

Commented [RV1]: Suggest removing this language to allow JGC space to decide the most appropriate means and not be locked into a solution (i.e., an annual meeting).

- c. Identify reliability issues that require cross-functional strategies and assign which technical committee(s) will begin work to address them.
3. Manage processes and oversee governance of the technical committees to ensure timely work completion and minimize time spent on process and governance matters.
 - a. Develop criteria and requirements for creating new groups other than those created by WECC management. The JGC will ratify the creation of new groups approved by the RRC or RAC.
 - b. Ensure overall strategic and tactical communication and collaboration among the technical committees.
 - c. Oversee the WECC Committee Leadership Training for chairs and vice chairs of the technical committees.
 - d. Set charter requirements that are consistent across the technical committees. Hear petition, by a committee, to alter the requirements if it can be demonstrated that the base requirements would interfere with the group's work.
 - e. Endorse all technical committee charters.
4. Ensure continuous improvement of the technical committee structure. Regularly review and adjust the technical committee structure as appropriate, and advise the Board and WECC CEO of the results.
 - a. Conduct a three-year rolling review of each technical committee that reports to the JGC, RAC, or RRC to determine whether that group is still necessary or should be dissolved. The JGC will notify the Board and WECC CEO of changes to the technical committee structure not requiring Board approval.
5. Advise the Board and WECC CEO on strategic direction—for example, priorities defined through the WECC strategic and multi-year planning processes.
6. Perform other duties as assigned by the Board or the WECC CEO.

Committee Composition and Governance

1. Membership

- a. The JGC will be composed of the following voting members:
 - i. One member from the leadership of each of the RAC, RRC, and Member Advisory Committee (MAC). The chair (or co-chairs) of the respective groups will select their member.



- ii. One member appointed by the Western Interconnection Regional Advisory Body (WIRAB) chair.
- iii. Six at-large members, one representing each of the five WECC member classes and one representing international members.
 - 1) At-large class members must be members of the class they represent. They will be ~~appointed~~^{nominated} by the MAC representatives from that class ~~and elected by the WECC Member Representatives from that class at the annual class meetings.~~
 - 2) The international at-large member will be selected by the international MAC representatives.
 - 3) ~~Appointment of a~~At-large members ~~appointments~~ will occur at the annual class meetings.
 - 3)4) At-large members will serve staggered terms of two years or until a successor has been elected. At-large members may serve multiple terms.
- b. The JGC will also include two WECC executives, appointed by the WECC CEO, as non-voting members.
 - i. The WECC CEO will select these members who will serve as long as assigned by the WECC CEO.
- c. Notice of member appointments will be given to the co-chairs (or their designee).

Commented [RV2]: Question for the JGC: Do we need the at-large members to be elected at the annual meeting? Is there support for changing this to the at-large members are appointed by the MAC class representatives in consultation with the member class. A few thoughts in support of this change include:
 - The MAC's standard practice is to consult with the member classes, without the need for elections
 - There is a lot going on during the annual meeting, and adding this to the election adds to the activity but may also create confusion

2. Member Vacancy

- a. ~~Any JGC member may resign from their position at any time by giving written notice to the JGC chairs. The vacancy will be effective on the date provided in the notice.~~
- b. ~~When a vacancy for the MAC, RRC, or RAC, or WIRAB seats occurs, the vacant seat will be filled by the co-chair or vice chair from the respective group. If a co-chair or vice chair is not available, the JGC will request a new appointment from the appropriate organization.~~
- c. ~~When a vacancy for the WIRAB seat occurs, WIRAB will appoint a new representative.~~
- d. ~~When a vacancy for an at-large member seat occurs more than four~~4 months from the WECC annual meeting, the JGC will ~~seek appointment from the appropriate MAC member class representatives.~~
 - i. ~~For the international at large member, seek an appointment from the MAC international members in accordance with the membership section above.~~
 - iii. ~~For the WECC Member Class at large members, seek an appointment by the MAC member representatives of the respective class. The appointed at large member will~~

Commented [RV3]: Question for the JGC: Do we want a vacancy clause about consecutive missed meetings? E.g., the MAC charter says that missing 4 consecutive meetings may be a vacancy and that the chair will make that determination. We put something similar into the technical committee charter template.

Commented [EB4]: WIRAB appoints its representative per the membership description above, so it will not default to the chair or vice chair.

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~~serve on an interim basis until the next annual meeting, at which time they may seek election to the full two-year term.~~

Commented [RV5]: Removed because there is now no difference in how the international and class members are selected.

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2.3. Leadership

- a. The JGC will have two co-chairs as follows:
 - i. One chair from the committees following the rotation order: RAC, RRC, MAC.
 - ii. One chair who is a WECC executive member, as selected by the WECC CEO.
- b. The co-chairs will manage the committee and its meetings.
- c. The co-chairs will hold office for a term of one year, or until a successor co-chair has been duly appointed. The co-chairs may serve multiple terms.
- d. The CEO will assign a liaison to work with the co-chairs in managing the committee and its meetings, planning the agenda, and coordinating efforts with the other technical committees to ensure alignment with WECC staff work plans and priorities.
- e. WECC management will assign a WECC staff member to prepare minutes of JGC meetings for the committee's approval.

3.4. Meetings

- a. The JGC will meet as often as required to carry out its responsibilities.
 - i. Meetings will be held according to the WECC Meeting Policy.
 - ii. JGC meetings may be in-person, virtual, a combination of the two (hybrid), or by conference call, as determined by the co-chairs.
 - iii. Meetings will be open to the public except as otherwise approved by the Board.
- b. A quorum for meetings will be a majority of committee voting members.
- c. The JGC will strive to make all decisions by consensus. If consensus is not possible, action taken by the JGC will require a majority vote of the voting members present.
 - i. All voting members will have an equal vote.
 - ii. Voting may be by any means the chair determines appropriate.
 - iii. JGC members may not vote by proxy or absentee ballot.
- d. WECC will give notice to each member of the JGC of the time and place of all meetings and will post notice of all meetings on the WECC website. Notice will be given no less than:
 - i. 30 days before in-person and hybrid meetings.
 - ii. 10 days before virtual meetings and conference calls.



- e. An agenda and the items for which action may be taken, will be included with the notice:
 - i. 21 days before in-person and hybrid meetings.
 - ii. Three days before virtual meetings and conference calls.
- f. Any person who wants notice of JGC meetings may notify the WECC liaison. WECC will then email a copy of the notice and agenda of future meetings to that person when the committee members receive the notice and agenda.

Reporting

The JGC will report to the Board on its activities and any recommendations.

Review and Changes to the Charter

The JGC will review this charter annually and recommend any changes to the Board.

	Committee	Date
Approved	Board	December 8, 2021
Reviewed	JGC	November 12, 2021