

WECC Board / MAC

Guiding Principles & Procedures

Guiding Principles

1. The WECC Board of Directors ("Board") and Member Advisory Committee ("MAC") support open and transparent communications.
2. The WECC Board desires that major decisions facing the Board are informed by input from the membership as provided by the MAC.
3. The WECC MAC has the obligation to ensure that the membership concerns are properly communicated to the WECC Board and issues and decisions facing WECC are properly communicated to the membership.
4. The WECC Board and WECC MAC recognize that oversight of the Board budget is the responsibility of the Board. However, the Board-approved Compensation Guidelines require periodic joint Board budget review by the Board Chair and MAC Chair. The MAC and Nominating Committee ("NC") also require total Board compensation information on an annual basis in order to establish Board compensation for the coming year. Therefore, the WECC Board and WECC MAC agree to share high-level Board expenditure information to ensure the MAC and NC receive the information necessary to carry out these limited responsibilities.

Procedures

1. The chairs of the WECC Board and MAC will establish routine communications to keep each other informed of major issues and concerns.
2. The chairs of the WECC Board and MAC will coordinate the development of the Board work plans to ensure items are known well in advance of planned Board action to permit MAC review and discussion. Board work plans will be issued in advance of the upcoming year to identify major known Board actions (e.g. – business plan and budget review) that will be taken. These will be updated at least quarterly.
3. Background information on major issues before the Board will be issued with enough advance notice to allow review and discussion by the MAC and, where appropriate, engagement with the membership.
4. Prior to each regularly scheduled Board meeting, the Board Chair and MAC Chair will meet to review year-to-date Board expenditure as compared to the Board budget. This review will include per-Director expense and compensation figures shared only with the MAC Chair *in camera*. The MAC Chair will not share this Director-specific information with the MAC or any

- other stakeholder. The MAC Chair will provide a general report to the MAC concerning overall year-to-date Board expenditure compared to budget.
5. In order to perform its annual role in establishing Board compensation levels for the coming year, by January 15th each year, staff will provide the Nominating Committee total Board compensation figures for the prior calendar year.

Having discussed and reviewed these Guiding Principles and Procedures ("Principles & Procedures"), the undersigned hereby agree that the relationship between the WECC Board and the MAC shall be guided by these Principles & Procedures, in accordance with the WECC Bylaws, as may be amended from time to time.

WECC Board Chair: Gary R. Zerk

DATE: 6/25/2014

WECC MAC Chair: James R. Sheela

DATE: 6/25/2014