

Member Advisory Committee (MAC)

Communications Principles



155 North 400 West, Suite 200

Salt Lake City, Utah 84103-1114

Purpose

The purpose of this document is to set forth principles with regards to communications from the Members Advisory Committee (MAC).

Contents

This document sets forth principles for the following kind of communications:

- MAC communications with the WECC Board

MAC Communications with the WECC Board

A primary purpose of the MAC is to determine and communicate to the WECC Board member class positions on matters before the WECC Board.

WECC Bylaws Section 8.2.1.1 requires the Board Chair and MAC Chair to “...develop guiding principles and procedures as necessary, to ensure open, effective, and efficient dialog between the MAC and Board.” Attachment 1 to this document is the approved WECC Board/MAC Guiding Principles for the WECC Board Chair and the WECC MAC Chair.

WECC Bylaws Sections 8.5.5 and 8.5.11 require the MAC to:

- maintain regular contact with the members of their Member Class as issues are considered by the MAC;
- make reasonable good faith efforts to present and discuss both majority and minority opinions from their Member Class on matters before the MAC; and
- present to the WECC Board dissenting opinions and rationales in conjunction with the respective MAC advice or recommendations.

The MAC will employ the following principles in carrying out its duties:

1. MAC members will strive to ensure that all positions communicated to them by representatives from their member class are brought into the MAC’s deliberations on issues.
2. MAC members will work with the MAC Chair to ensure that member class positions are included in the materials that the MAC will present to the WECC Board. Templates for MAC communications to the Board are included as Appendices 2 and 3 to this document.
3. Communications from the MAC to the Board will reflect the following principles:

MAC Communications Principles

- The MAC shall strive to communicate with the Board using materials that are as short and as complete as possible, with a goal to provide the Board with a concise summary of MAC deliberations on an issue that will guide the Board in its deliberations on the same issue.
- MAC members whose votes are in the minority are encouraged to provide minority positions in writing to the MAC Chair. To facilitate effective communication from the MAC Chair to the Board, minority positions should be short but fully descriptive – bullets or single sentences where possible, and no longer than a single page. Minority positions should focus on the differences between the minority position and the majority position adopted by the MAC.
- In presenting issues to the Board, the MAC Chair will:
 - i. Provide the MAC voting results, if a vote was taken. If the MAC vote was not unanimous, the MAC Chair shall present the result by Member Class.
 - ii. Provide summaries of the MAC majority and minority opinions, ideally through bullet points. The summary will include a focus on and contrast the differences in the positions.
 - iii. Answer, on behalf of the MAC, any questions from the Board. The MAC Chair may solicit input from other members of the MAC that are present at the Board meeting, as necessary.

Appendix 1 – WECC Board/MAC Guiding Principles & Procedures

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. Zerkel*

DATE: *6/25/2014*

WECC MAC Chair: *James R. Shetler*

DATE: *6/25/2014*

Appendix 2 – Board Report Template

Member Advisory Committee (MAC)

Committee Report

Name, MAC Chair

Month XX, Year



155 North 400 West, Suite 200

Salt Lake City, Utah 84103-1114

Highlights

- Title – page #
- Title – page #
- Title – page #

Strategic Purpose

Describe the purpose and function(s) of this committee. This information generally comes directly from the committee charter.

The Member Advisory Committee (MAC) is comprised of Member representatives (see Attachment C) elected by the Member Classes, or subclasses, as set forth in the WECC Bylaws and shall advise the Board on any matters the Board requests the committee to evaluate or consider; and advise the Board on matters as the MAC deems appropriate, based upon input the MAC obtains from the Member Classes.

WECC Board Action Items

Describe the action items and the reason the request is valid (e.g., in accordance with the committee charter). Be specific with the requests and include full names, titles, and external organization names.

Current Year Goals

- Be brief with the goals;
- More information can be included in the sections below;
- These goals should be specific.

Major Accomplishments and Planned Activities

1. Title

Description of the accomplishment or activity.

2. Title

Description of the accomplishment or activity.

Risks to Success and Mitigation Strategies

- 1. Title (does not need to directly coordinate with the major accomplishments and planned activities section subtitles above)**

Description of the risks to success.

Description of the mitigation strategies.

Appendix 3 – Board Presentation Template



WECC MAC Committee Update

Name, MAC Chair

Title Slide

2

New

- Include This Slide If There Are New Items
 - Address only pertinent issues

New Item Slide

3

Concluded/Resolved

- Include For Overview Of Concluded/Resolved Items
 - Address resolution outcome
 - Details can be addressed in subject slide

Concluded Item Slide

4

Major Activities

- Provide Overview Of the Major Activities Since Previous Report
 - Details of major activities can be addressed in subject slide

Major Activities Slide

Subject Slide

- Use One Slide For Each Major Subject
 - Address process and key outcomes

Subject Slide