

## **1. Welcome, Call to Order**

Ian McKay, Governance Committee Section 4.9 Work Group Chair, called the meeting to order at 10:45 a.m. MT on March 11, 2025. A quorum was present to conduct business. A list of attendees is attached as Exhibit A. Brittany Huggins, Assistant Corporate Secretary, served as minute taker.

## **2. Review WECC Antitrust Policy**

Chris Albrecht, Assistant General Counsel, read aloud the WECC Antitrust Policy statement. The policy can be found on [wecc.org](http://wecc.org).

## **3. Approve Agenda**

Mr. McKay introduced the proposed meeting agenda.

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

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

Mr. McKay introduced the minutes from the meeting on January 14, 2025.

**On a motion by Chris Parker, the work group approved the minutes from January 14, 2025.**

## **5. Review Previous Action Items**

Mr. Albrecht reviewed previous action items. All previous action items were completed.

## **6. Discussion of Proposed Bylaws Amendments**

Jeff Droubay, Vice President and General Counsel, reviewed and led discussions on revisions to the Bylaws made since the last meeting. Main areas of discussion included Section 4.9 elimination, removing the requirement for an Annual Members meeting, Board of Directors (Board) qualifications, Board term limitations, director removal, and procedures for filling vacant director seats. Mr. Droubay reviewed a whitepaper on stakeholder engagement that posed the question if there is a more effective stakeholder engagement model for WECC. He will circulate the whitepaper, and the work group will discuss at the next meeting.

Mr. Droubay closed by presenting for consideration removing the Section 5.8 minimum participation requirement for members and the Section 5.1.1 quorum requirement. Votes would

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instead take place without a quorum requirement and would be decided by those members voting, except as otherwise identified in the Bylaws.

### 7. Next Steps

Mr. McKay reported that the white paper and revised bylaws will be circulated to the work group and a meeting will be scheduled within 4 weeks.

### 8. Public Comment

No comments were made.

### 9. Review New Action Items

- Circulate White paper on Stakeholder Engagement and revised bylaws, and include them on the next Section 4.9 Work Group agenda.
  - Assigned To: Jeff Droubay
  - Due Date: April 1, 2025
- Send doodle poll and schedule next Section 4.9 meeting.
  - Assigned To: Brittany Huggins
  - Due Date: March 21, 2025

### 10. Upcoming Meetings

Mr. McKay commented that there are no scheduled meetings and reminded the work group that one will be scheduled soon.

### 11. Adjourn

Mr. McKay adjourned the meeting without objection at 11:45 a.m.



## Section 4.9 Work Group Meeting Minutes—March 11, 2025

### Exhibit A: Attendance List

#### Members in Attendance

James Avery .....	Member
Ric Campbell .....	Member
Jeff Droubay .....	Member
Melanie Frye.....	Member
Ian McKay.....	Chair
Sarah Mugel.....	Member
Chris Parker.....	Member
Laura Rennick .....	Member

#### Members Not in Attendance

Mary Throne.....	Member
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