

Section 4.9 Work Group

Meeting Minutes

Virtual

July 10, 2025

2:00 to 4:00 p.m. Mountain Time

1. Welcome, Call to Order

Ian McKay, GC Section 4.9 Work Group Chair, called the meeting to order at 2:05 p.m. MT on July 10, 2025. A quorum was present to conduct business. A list of attendees is attached as Exhibit A.

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.

3. Approve Agenda

Mr. McKay introduced the proposed meeting agenda.

On a motion by Sarah Mugel, the GC Section 4.9 Work Group approved the agenda.

4. Review and Approve Previous Meeting Minutes

Mr. McKay introduced the minutes from the meeting on April 9, 2025.

On a motion by Sarah Mugel, the GC Section 4.9 Work Group approved the minutes from April 9, 2025.

5. Review Previous Action Items

Mr. Albrecht reviewed action items carried over from the GC Section 4.9 Work Group meeting on April 9, 2025. All action items except one (recommendations for the final report) were completed.

6. Review Comments Submitted on Bylaws Revisions and Discuss Potential Changes

Jeff Droubay, Vice President and General Counsel, reviewed and led discussions on revisions to the Bylaws made since the last meeting. The main areas of discussion included updating the number of participants required to call general, special member, and class meetings and the number of member votes needed to approve member actions. The group also discussed defining what actions can come out of class meetings, requirements for removal of directors, types of bylaws amendments the Board of Directors (Board) can make without member approval, what bylaws amendments can be made by members, and member bylaws appeal initiations.

The conversation concluded with a discussion on the type (e.g., a fixed number vs setting a percentage) and number of member votes needed to take different actions.

Key decisions and changes made include:

- Clarification that Member actions require approval of both (1) a majority vote of those Members voting, and (2) a majority vote of those Members voting in at least three (3) of the five (5) Member Classes.
- Removal of a director by the Members, a Member appeal of Board revisions to the bylaws, and Member revisions of the bylaws without prior Board approval must in each case be approved by a vote of both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those Members voting in at least three (3) of the five (5) Member Classes).

7. Next Steps

Mr. McKay stated that the revised bylaws will be sent to outside counsel for review and a meeting will be held by August 20 to consider recommending the amended Bylaws for Board approval.

8. Public Comment

No comments were made.

9. Review New Action Items

- Clarify member voting thresholds throughout the bylaws
 - Assigned To: Jeff Droubay and Chris Albrecht
 - Due Date: August 20, 2025
- Include in the final Section 4.9 Work Group Report, a recommendation for WECC management to undertake the stakeholder engagement model and technical committee charter review work.
 - Assigned To: Ian McKay
 - Due Date: At conclusion of work group work

10. Review Upcoming Meetings

Mr. McKay informed the work group there are no scheduled meetings but one will be scheduled prior to August 20, 2025.

11. Adjourn

Mr. McKay adjourned the meeting without objection at 3:20 pm



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
Mary Throne	Member