



## Governance Committee

Meeting Agenda  
Salt Lake City, Utah

[Link](#), Password: WECC  
Dial-in Number: 1-415-655-0003  
Attendee Access Code: 2867 946 3841

### December 9, 2025

1:10 to 1:40 p.m. Mountain Time

1. **Welcome, Call to Order—Sarah Mugal**
2. **Review WECC Antitrust Policy—Chris Albrecht**

The WECC Antitrust Policy can be found on [wecc.org](http://wecc.org).  
Please contact WECC legal counsel if you have any questions.
3. **Approve Agenda**
4. **Review and Approve Previous Meeting Minutes**

*Approval Item: Minutes of the meeting on June 10, 2025*
5. **Review Previous Action Items—Chris Albrecht**
6. **Member Advisory Committee (MAC) Board Effectiveness Survey—Chris Parker, MAC Chair**
7. **Delegation Agreement and COI Report—Melanie Frye and Jeff Droubay**
8. **Board Policy Review and Recap—Chris Albrecht**
9. **Antitrust Policy Changes Review—Chris Albrecht**
10. **Public Comment**
11. **Review New Action Items**
12. **Review Upcoming Meetings**

March 10, 2026 .....	Salt Lake City, Utah
June 9, 2026.....	Salt Lake City, Utah
December 7, 2026.....	Salt Lake City, Utah

<Public>

---

## 13. Adjourn





## **Governance Committee**

Meeting Minutes  
Salt Lake City, Utah

### **June 10, 2025**

1:00 to 1:20 p.m. Mountain Time

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

Ian McKay, Governance Committee (GC) Chair, called the meeting to order at 1:00 p.m. MT on June 10, 2025. A quorum was present to conduct business. A list of attendees is attached as Exhibit A. Chris Albrecht, Assistant General Counsel, served as secretary.

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

Mr. Albrecht 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. He asked that topic items 6 and 7 be reversed.

**On a motion by Jim Avery, the GC approved the agenda, as amended.**

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

Mr. McKay introduced the minutes of the meeting on March 11, 2025.

**On a motion by Ric Campbell, the GC approved the minutes of the meeting on March 11, 2025.**

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

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

#### **6. Director Development and Education**

Mr. Albrecht summarized Board director development resources that the GC and Board can consider for director development as needed. The GC discussed what the goal and needs are for director development and commented that within the next couple of years the Board composition will be fairly new in tenure and the goals and development needs will change. With the Board composition changing, the GC agreed that there is minimal value in spending a lot of money on Board development or assessments. Historically, the Board has taken responsibility in seeking development opportunities and there are options within WECC and industry for further development (i.e. CREPC-WIRAB, Grid Fundamental, and industry symposiums). The GC agreed

that for the time being directors should pursue development individually, but to continue discussing each year.

**7. Board/Committee Self-Evaluation**

The GC reviewed the Board assessment questions and process and reiterated the importance of comments within both the Board self-evaluation and the Member Advisory Committee (MAC) Board Effectiveness Survey. The committee asked that WECC staff confirm there is an option to provide individual committee evaluations and to update the language in the assessment that a comment was required for any rating “3” or lower.

**8. Public Comment**

No comments were received.

**9. Review New Action Items**

- Ensure the Board self-evaluation has an option for individual committee feedback.
  - Assigned To: Chris Albrecht
  - Due Date: September 17, 2025
- Update Board Self-evaluation instructions that comments are required for any rating lower than “3.”
  - Assigned To: Chris Albrecht
  - Due Date: September 17, 2025

**10. Review Upcoming Meetings**

December 9, 2025.....Salt Lake City, Utah  
March 10, 2026 .....Salt Lake City, Utah  
June 9, 2026.....Salt Lake City, Utah

**11. Adjourn**

Mr. McKay adjourned the meeting at 1:20 p.m.

<Public>

---

Exhibit A: Attendance List

Members in Attendance

Jim Avery .....	Member
Ric Campbel .....	Member
Ian McKay .....	Chair
Sarah Mugel .....	Member



<Public>



## 2025 Board Effectiveness Survey

Member Advisory Committee

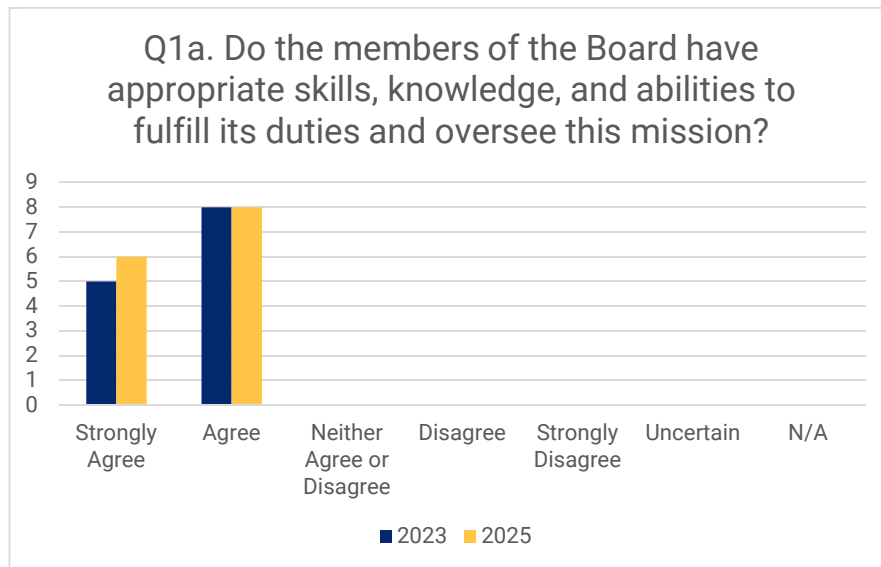
December 9, 2025

### MAC Board Effectiveness Survey

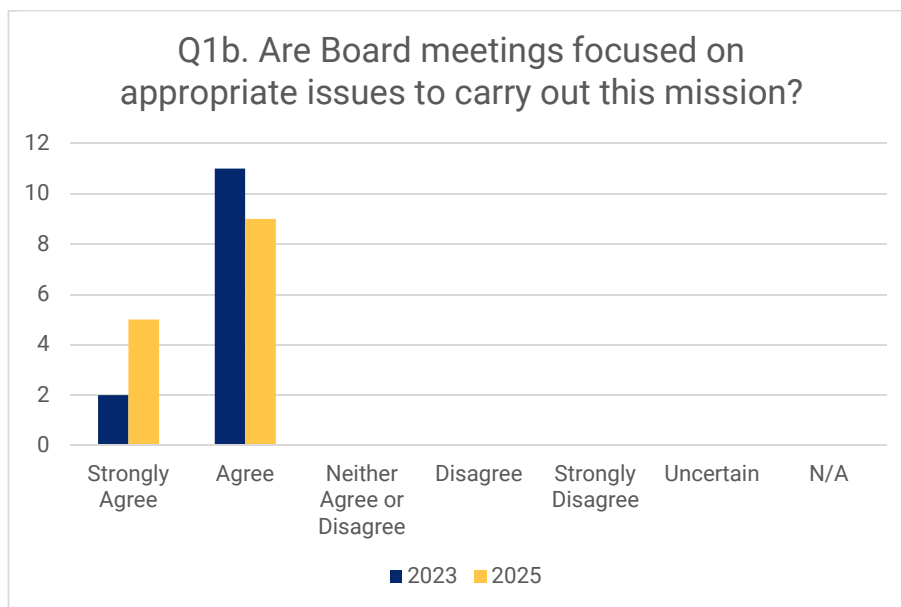
The Member Advisory Committee (MAC) Board Effectiveness Survey is administered biennially. A total of 13 MAC members and WIRAB participated in the survey. Overall, the results are “strongly agree,” and “agree” responses. Included is a 2023 comparison and supporting comments (when provided). The survey was conducted anonymously.

### Section I: WECC Board Performance

Question 1—WECC’s mission is “to effectively and efficiently mitigate risks to the reliability and security of the Western Interconnection’s bulk power system.”



&lt;Public&gt;

**Q1a Comments received:**

The collaborative work of the Nominating Committee has done an excellent job in nominating Board members with the appropriate spectrum of skills to effectively govern this organization.

NC strives to find and nominate diverse and highly knowledgeable director candidates

This is my first year on the MAC but have been previously attending board meetings to stay in-tune with regulator and industry.

I strongly agree that the members of the Board possess the appropriate skills, knowledge, and abilities to effectively fulfill their duties and oversee the mission. Their diverse expertise and commitment to WECC's goals ensure well-informed decision-making and strategic guidance.

**WIRAB Comments:**

WIRAB agrees that the WECC Board possesses the necessary skills, knowledge, and abilities to fulfill its responsibilities and effectively oversee WECC's mission. The Board demonstrates strong governance and strategic oversight, which are critical for maintaining an effective Regional Entity. However, a potential gap exists in the Board's direct director expertise regarding emerging challenges that are transforming the Western Interconnection. Notably, the increasing integration of Inverter-Based Resources (IBRs) introduces complex reliability concerns, including grid-forming capabilities, fault ride-through performance, and reduced system inertia. A deep understanding of these technical issues is essential to ensure system stability during disturbances. Similarly, the rapid growth of large load interconnections, such as data centers, poses localized reliability risks and places additional stress on transmission infrastructure. Expertise in the planning and operational impacts of these high-demand facilities will enable the Board to anticipate and mitigate vulnerabilities effectively. Addressing these gaps may strengthen the Board's ability to guide WECC through a period of significant transformation, ensuring that reliability standards and risk mitigation strategies remain robust, adaptive, and forward-looking.



&lt;Public&gt;

**Q1b Comments received:**

Yes, the Board meetings, at which the Board takes input from management, the MAC, WIRAB, and the technical committees, appropriately focus the Board on carrying out its mission.

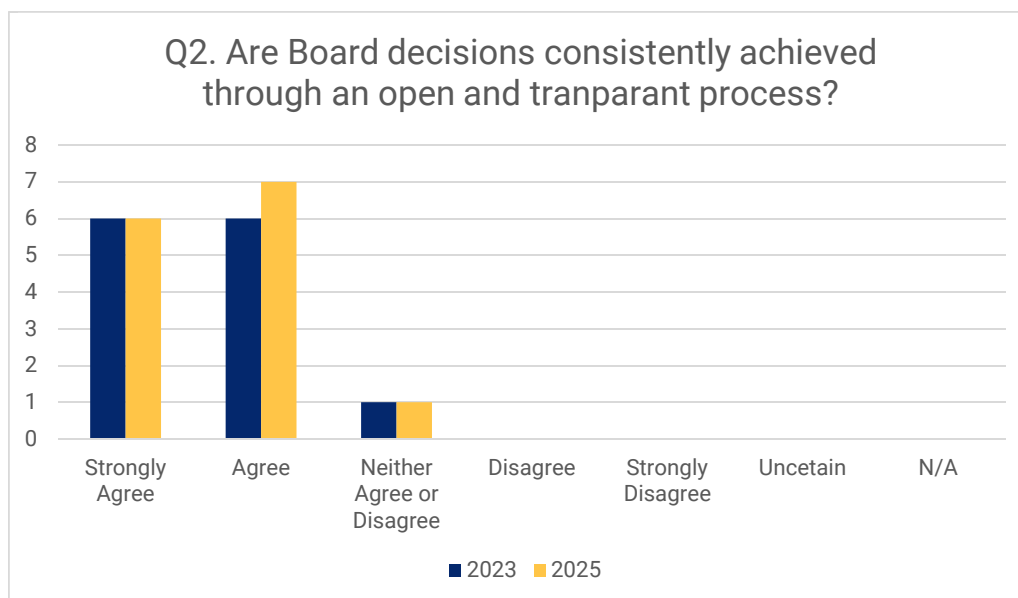
Technical Session topics and substance are carefully selected and highly relevant. WIRAB updates on the board agenda address critical issues and recommendations; technical committee reports are of major value on pressing planning and analysis challenges.

I agree that WECC Board meetings are generally focused on the appropriate issues to carry out the organization's mission. The Board consistently addresses key topics related to system reliability, risk management, and stakeholder engagement. Moving forward, it will be important for the Board to continue prioritizing oversight of risks to the Western Interconnection and actively requesting detailed information on emerging threats to ensure it stays informed on current and emerging risks and how WECC is addressing them.

**WIRAB Comments:**

WIRAB strongly agrees that the WECC Board meetings primarily focus on ensuring the organization is well-managed and adequately resourced to fulfill its mission. These meetings consistently address critical areas that support organizational effectiveness. They include the development and review of business plans and budgets, oversight of staff management and overall organizational performance, and monitoring compliance and enforcement programs. Additionally, the Board engages in reliability assessments and performance analysis to ensure that WECC continues to meet its objectives. Finally, WECC's technical sessions allow the Board to dive into an important topic being considered in industry, allowing the Board to consider the issue strategically for the organization. While more time could be devoted to all these issues, by concentrating on these priorities, the Board helps maintain a strong foundation for WECC to achieve its mission effectively.

## Question 2—Are Board decisions consistently achieved through an open and transparent process?





&lt;Public&gt;

---

**Q2 Comments received:**

The public Board process is very open and transparent. Some Board deliberations occur in closed session. While this is appropriate, it does not allow full transparency into the Board's decision making process.

WREGIS evolution is an excellent example of an open inclusive transparent process. It does seem some aspects of the things that really matter (i.e., cyber threats, extreme events, sub-region system performance) may be unnecessarily conducted in closed session or closed technical subcommittee meetings. Very little is reported to open sessions about this substantive content.

I agree that Board decisions are consistently achieved through an open and transparent process. The Board fosters open dialogue during public meetings, which allows for diverse perspectives and thoughtful discussion. I encourage the Board to keep this up! This transparency and engagement are essential to building trust and providing insight into their decision making.

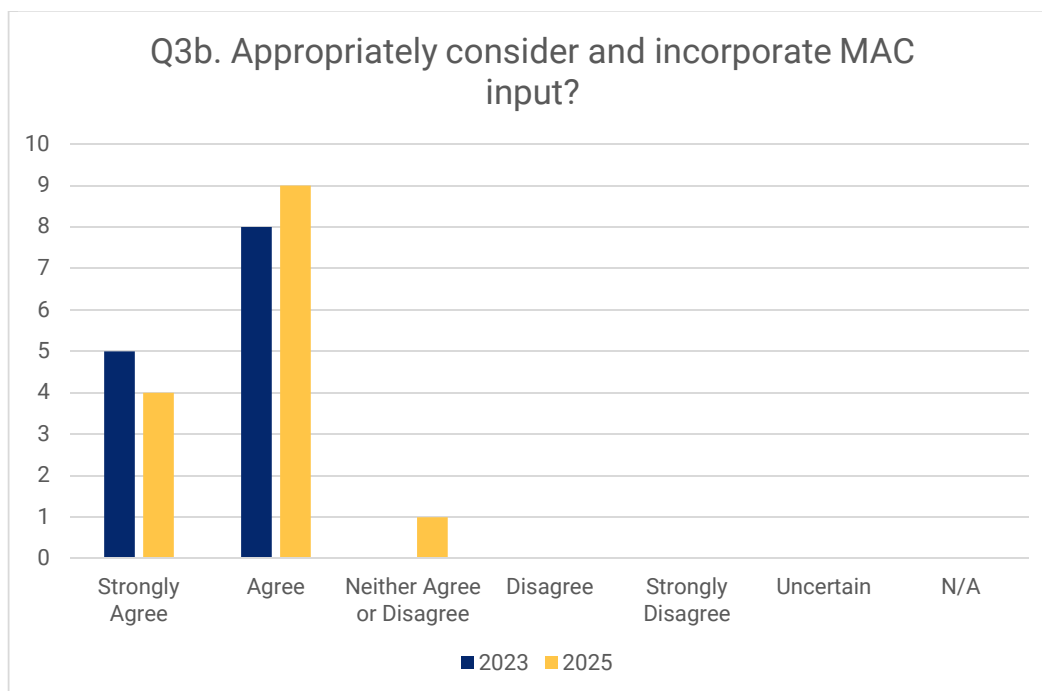
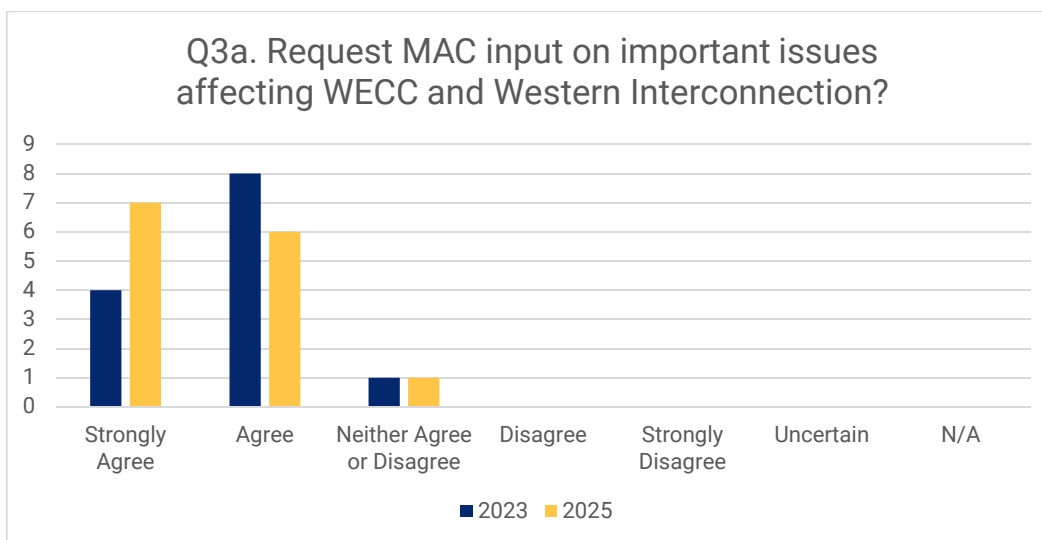
**WIRAB Comments:**

WIRAB agrees that the Board generally conducts its decision-making through an open and transparent process, offering clear explanations of its rationale during public sessions. While some matters must be addressed in closed sessions due to confidentiality requirements, the Board consistently provides thorough summaries and clarifications of these discussions, helping stakeholders stay informed. Over time, Board meetings have become more efficient, which can sometimes give the impression that decisions receive less deliberation in open sessions. This shift reflects the organization's maturation and a more streamlined approach to WECC's work. However, this efficiency has coincided with a decline in stakeholder attendance, underscoring the need for WECC to enhance its post-meeting communications. Providing comprehensive explanations of decisions, especially for those not present, will help maintain transparency and stakeholder engagement. Transparency remains essential to fostering trust and upholding the integrity of governance. Open decision-making promotes accountability, encourages active participation, and ensures alignment with WECC's mission to mitigate reliability risks. As the energy landscape continues to evolve, a sustained commitment to transparency will be vital in reinforcing confidence in the Board's ability to address emerging challenges effectively.



&lt;Public&gt;

### Question 3—Does the Board appropriately interact with the MAC in the following ways?



#### Q3a Comments: received:

It may be that the Board's willingness to engage the MAC - which they have done quite well the last few years - is a function of who the Board chair is.



&lt;Public&gt;

I neither agree nor disagree because I have not had sufficient experience or time on the Members Advisory Committee (MAC) to fully assess the extent to which the Board requests input on important issues affecting WECC and the Western Interconnection. While there may be some engagement, it is difficult to evaluate whether it is consistently comprehensive or effective.

#### **WIRAB Comments:**

Assuming this question also pertains to WIRAB's input, WIRAB agrees the Board appropriately interacts with the MAC/WIRAB by requesting input on important issues affecting WECC and the Western Interconnection. The Board routinely seeks WIRAB's input on matters of strategic importance, and this engagement reflects a recognition of WIRAB's advisory value in shaping policy and governance decisions, for example WECC 4.9 Review, Risk Priorities, and Long-term Strategy. Typically, the Board presents specific items to WIRAB for feedback well in advance of decision-making, allowing WIRAB members time to deliberate and develop a collective position. However, challenges can arise when new information is introduced late in the process or when deliberations evolve rapidly. In such cases, WIRAB relies on the judgment and expertise of its leadership and staff to represent the group's consensus effectively and in alignment with its mission. Overall, the Board's engagement with WIRAB reflects a strong foundation of collaboration and respect for stakeholder input. WIRAB staff will continue to work diligently with the WECC Board to ensure WIRAB's Advice remains impactful and aligned with the evolving needs of the Western Interconnection.

#### **Q3b Comments: received:**

I just started as a MAC member but feel that the MAC and board are synchronized on relevant topics.

A good example of this is the MBS affecting outcomes on the budget in 2025

Yes, see response to question 2.

I'm not sure yet, as I haven't had enough experience working with the MAC to fully understand how the Board considers and incorporates their input. It would be helpful to see more clear communication about how MAC feedback is used in Board decisions so I can better assess this.

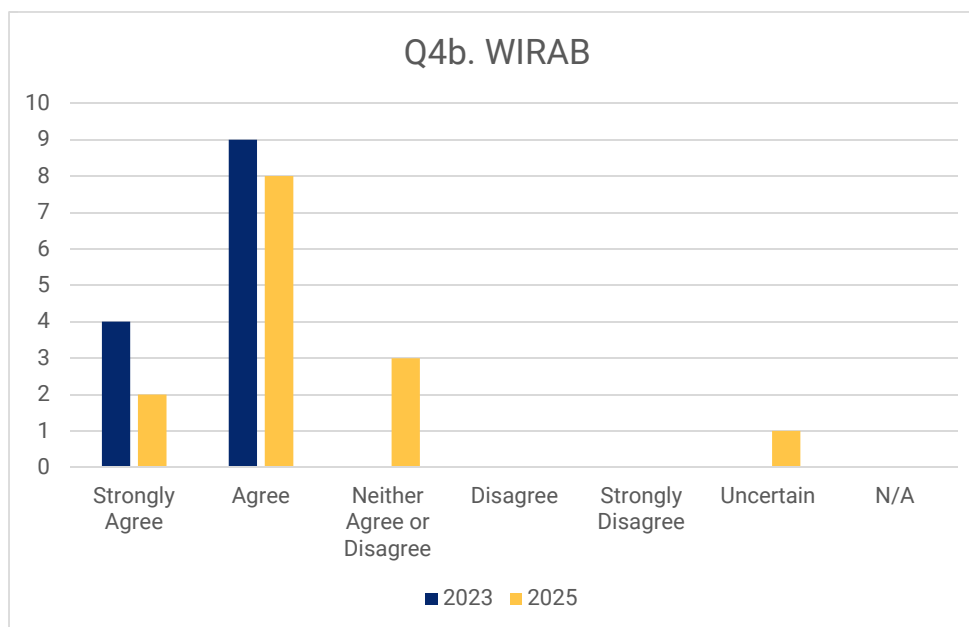
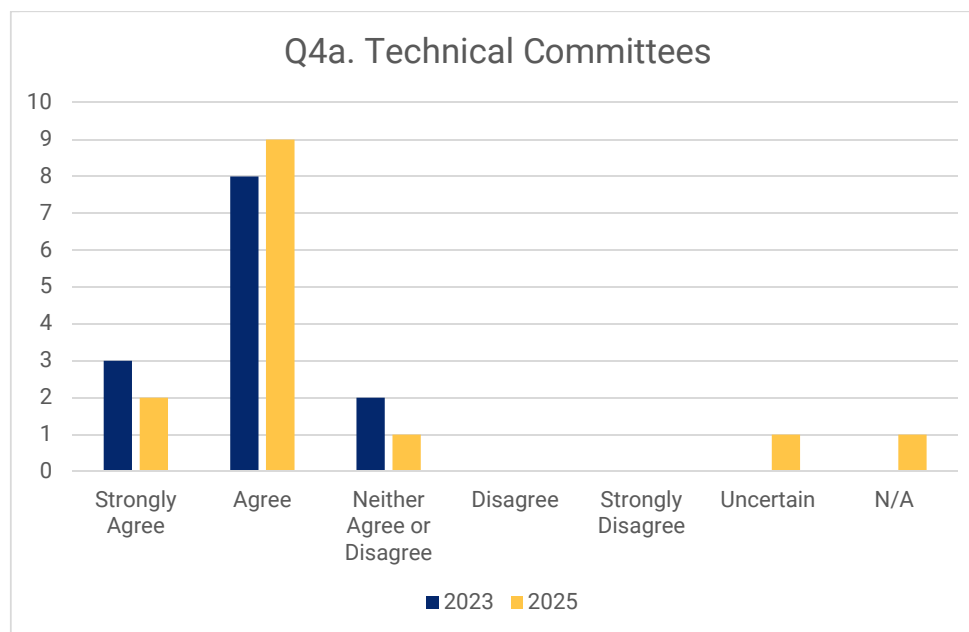
#### **WIRAB Comments:**

WIRAB agrees the WECC Board appropriately considers and incorporates MAC input in its decision-making. Because MAC meetings are typically held in conjunction with the Board and prior to its business meeting, the Board has an opportunity to hear MAC deliberations and factor them into decisions. As a result, the MAC update during the business meeting often serves as a formality rather than providing new information. That said, some MAC Chairs do an excellent job summarizing discussions for the Board ahead of final decisions. The MAC's diverse membership brings a range of perspectives, but there is no formal process for presenting majority and minority opinions to the Board, nor does the Board have a policy for weighing those views. This flexibility can be positive, allowing freedom in how information is shared.

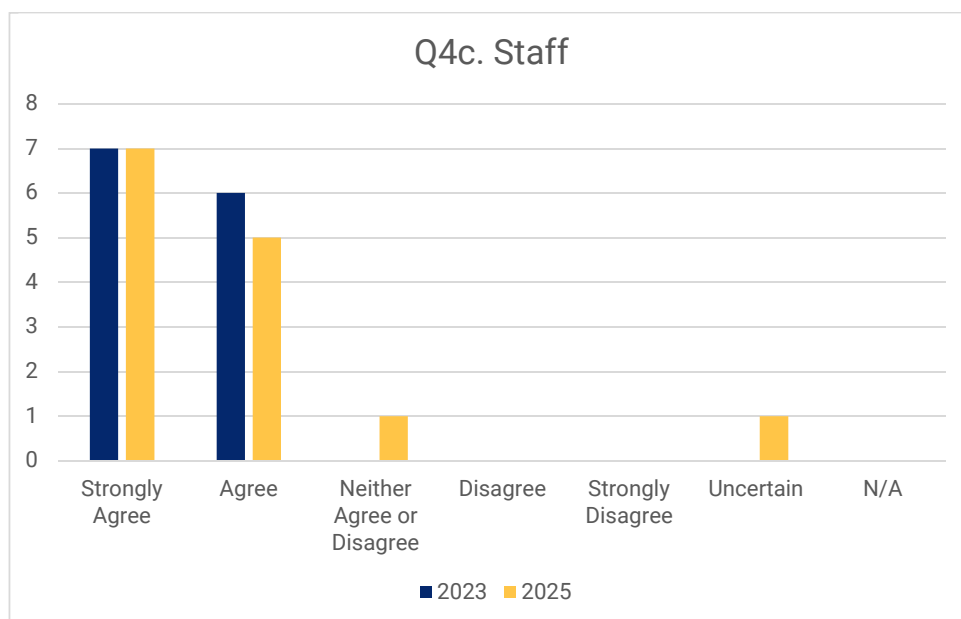


&lt;Public&gt;

## Question 4—Does the Board appropriately incorporate input from the following key entities in making its decisions?



&lt;Public&gt;

**Q4a Comments received:**

This is true for the WSC with respect to standards and most recently the evolution of the Reliability Risk Priorities process. Generally, though, excellent technical committee work does not come to the Board for "decision". The WI could benefit from the Board being more determinative on key concerns such as resource adequacy.

I am not aware of how recommendations from technical committees are managed.

I agree that the Board appropriately considers and incorporates input from the technical committees in its decision-making process. The expertise provided by these committees is valuable in ensuring informed decisions that address the technical complexities and reliability needs of the Western Interconnection, a, and I think the Board incorporate committee input wisely.

**WIRAB Comments:**

WIRAB neither agrees nor disagrees that the Board appropriately consider and incorporate input from the technical committees in making its decisions. The WECC Technical Committees perform essential analytical and evaluative work for WECC. These committees conduct rigorous reliability assessments, identify emerging risks, and recommend mitigation strategies. Their work provides a critical technical foundation for the Board's strategic decision-making, particularly in setting risk priorities and allocating resources to address reliability challenges. While the committees clearly supply valuable data and technical analysis, it is unclear whether their input is consistently weighted as an independent voice rather than filtered through organizational or policy perspectives. This concern is underscored by the fact that Technical Committee updates occur at the end of Board meetings. As a result, the committees may not influence current issues before the Board but instead impact longer-term strategic decisions. To strengthen governance, the Board should explicitly demonstrate how



&lt;Public&gt;

technical recommendations influence final decisions and ensure these committees have a protected role in shaping reliability priorities.

#### **Q4b Comments received:**

WIRAB's leadership, staff and strong technical work has had a major contribution to Board deliberations. Good examples include strategic planning, risk priorities, annual budgets and inverter-based resource analytics.

I don't follow WIRAB topics and input as much as MAC topics but I get the sense that they are very involved

I agree that the Board appropriately considers and incorporates input from WIRAB in its decision-making. WIRAB's separate reports and thorough analysis provide valuable perspectives that enhance the Board's understanding of regional issues and challenges.

#### **WIRAB Comments:**

WIRAB agrees that its input is thoughtfully considered and incorporated by the Board. WIRAB acknowledges that individual Board members actively seek WIRAB's Advice when it is submitted for consideration, demonstrating a genuine commitment to seeking WIRAB's expertise and engagement. Unlike the MAC, WIRAB operates independently and does not meet in conjunction with the Board. Instead, WIRAB relies on its technical staff to prepare written Advice grounded in long-standing principles and state/provincial perspectives on the public interest. To further enhance the effectiveness of this advisory role, WIRAB seeks guidance from the Board on how it can provide even greater value within existing constraints and opportunities. Would the Board benefit from more frequent written Advice? Would increased verbal engagement during meetings improve collaboration? Could prepared remarks delivered in advance help facilitate more meaningful dialogue? Strengthening these interactions would ensure that WIRAB's contributions remain timely, relevant, and impactful, supporting WECC's mission to promote reliability and public interest across the Western Interconnection.

#### **Q4c Comments received:**

I assume yes but have no direct knowledge.

Again, the answer is yes. But what "decisions" does the Board actually make, other than approving the budget and some HR matters? For the most part the staff conducts analyses and prepares documents that it briefs the Board on--no Board approval or decision is entailed in the major RAPA activities.

WECC Officer briefings to WECC Board appear informative, cordial, and collaborative

I think sometimes the Board accepts WECC Staff input without enough questions and verification. Many Boards do this.

#### **WIRAB Comments:**

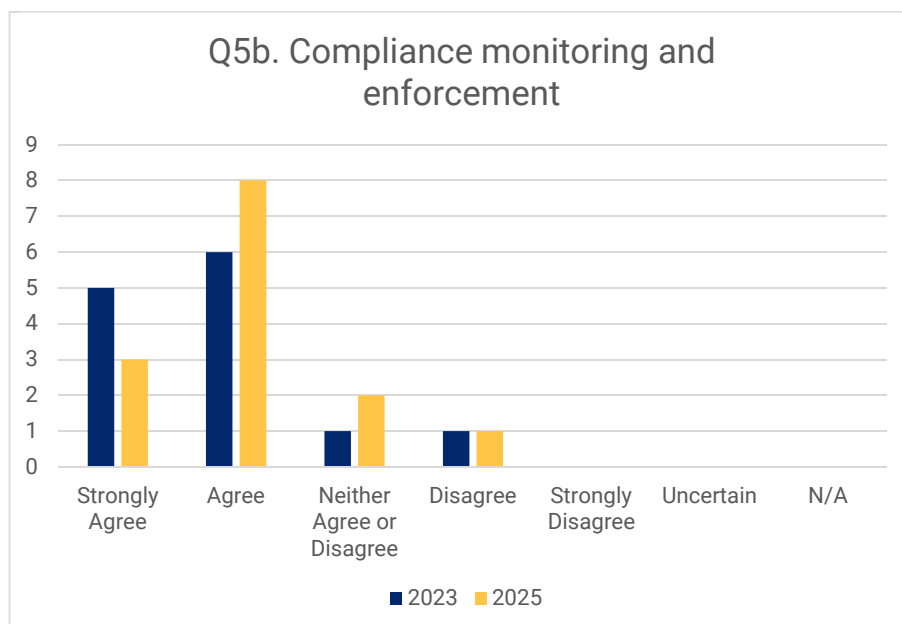
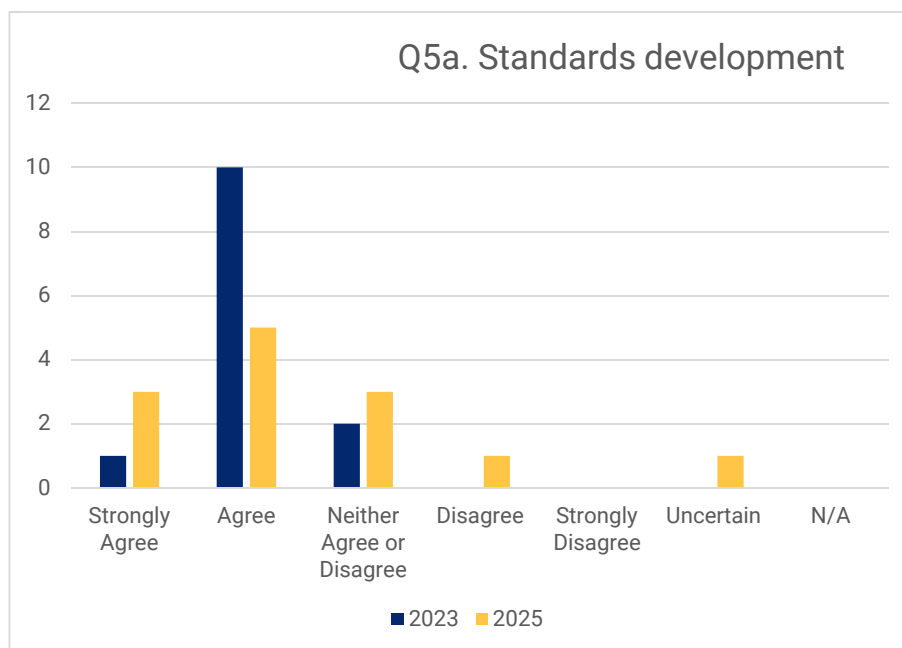
WIRAB strongly agrees that the Board appropriately considers and incorporates input from WECC staff when making decisions. The WECC staff consistently demonstrates a high level of professionalism and expertise in their work. Their presentations and recommendations are well-prepared, data-driven, and clearly aligned with the organization's strategic objectives. This ensures that the Board has access to accurate, timely, and relevant information to support informed decision-making. Moreover, WECC staff actively engages with stakeholders,



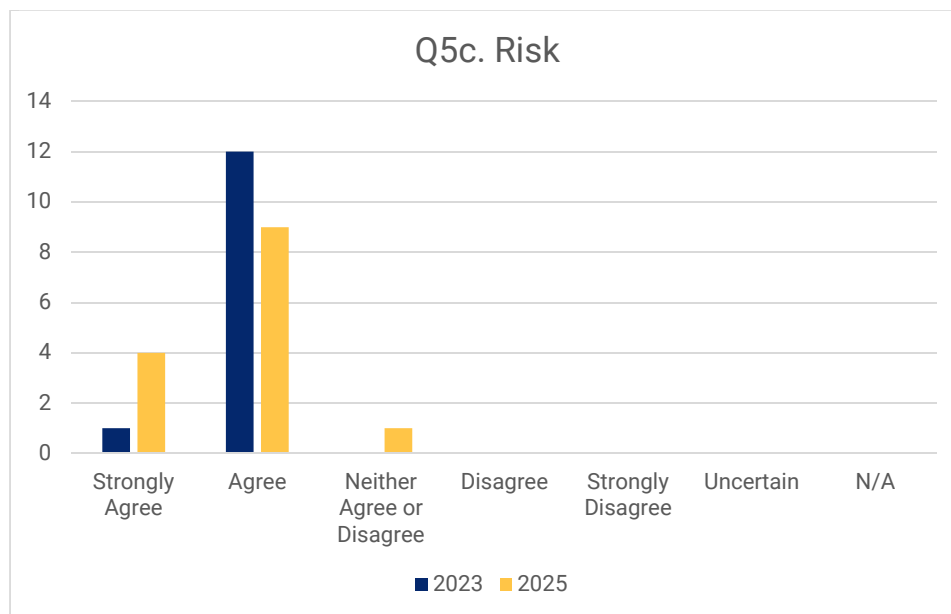
&lt;Public&gt;

including WIRAB, and provides comprehensive analyses that reflect diverse perspectives, which further strengthens the quality of input provided to the Board. Their ability to communicate complex technical issues in a clear and concise manner fosters transparency and trust in the decision-making process. Overall, the collaboration between the Board and WECC staff is effective and contributes significantly to the organization's mission and governance.

### Question 5—Is the Board effective at monitoring each of the following?



&lt;Public&gt;

**Q5a Comments received:**

I think this could be an area for some improvement. How standards under development at NERC will impact WECC in particular would be helpful to better understand.

The WSC and staff carry a major load here, effectively. This will become of even higher significance as NERC's stand setting process evolves. A centralized, continent-wide standards development and approval initiative will reduce WI ability to affect outcomes.

I neither agree nor disagree on the Board's effectiveness in monitoring standards development. Given recent pending changes in the standards development process, it will be important for the Board to pay close attention to this area to ensure they understand how new Standards impact reliability risk and the additional burden placed on WECC members to comply with the new Standards. Ongoing monitoring and adaptation will be key as the process evolves.

I don't think they do this other than getting an update on current activities. There is improvement needed from WECC staff on SD activities that could help such as collaboration with membership on commenting and voting.

**WIRAB Comments:**

WIRAB agrees that the Board is effective at monitoring standards development. The Board demonstrates a strong commitment to overseeing the process and ensuring that reliability standards are developed in a transparent and accountable manner. While the standards development process is highly technical and requires specialized expertise, the Board's role in providing oversight and guidance is critical to maintaining confidence in the outcomes. It is particularly important that the WECC Standards Committee reflects a diverse range of perspectives, including technical experts, stakeholders, and public representatives. This diversity helps ensure that standards are not only technically sound but also aligned with broader reliability and public interest





&lt;Public&gt;

---

objectives. By fostering inclusivity and transparency, the Board strengthens trust in the standards development process and supports the integrity of the reliability framework across the region. The Board should continue to ensure that the WECC Standards Committee maintains a diverse range of perspectives, that not only includes industry technical experts, but representatives that represent the public interest.

**Q5b Comments received:**

Management's regular public presentation to the Board, and the Board's discussion of that presentation, creates the perception that the Board is effectively overseeing the CMEP.

Although a report is provided at each Board meeting, penalty outcomes and individual utility performance are reported in closed session.

I disagree that the Board is currently effective at monitoring Compliance Monitoring and Enforcement (CMEP). Since CMEP activities account for approximately 60% of the WECC budget, it is critical that the Board pays closer attention to this area to ensure proper oversight and accountability. A better understanding of the CMEP processes will also help the Board evaluate WECC's other risk mitigation strategies more effectively.

**WIRAB Comments:**

WIRAB strongly agrees that the Board is effective in monitoring the Compliance Monitoring and Enforcement Program (CMEP). The Board chair consistently emphasizes that CMEP is WECC's "bread and butter" and a core responsibility under the Delegation Agreement with NERC. This focus is evident in the Board's actions, including allocating resources to reduce processing backlogs and supporting program improvements that strengthen reliability and compliance. The Board also demonstrates a commitment to continuous improvement by encouraging enhancements to CMEP processes and tools, ensuring timely enforcement and helping entities maintain compliance. These efforts reflect strong governance and accountability in fulfilling delegated obligations and promoting reliability across the Western Interconnection.

**Q5c Comments received:**

The development of the risk register and the Reliability Risk Committee, and the Board's incorporation of this work in its Strategic Planning Process has created a process that creates the perception that the Board is effectively identifying and managing reliability risk. The FAC's public consideration of the annual audit also creates to the perception that the Board is effectively managing financial risk. Richard Woodward's impending departure makes it more critical that his insight and experience is replaced to ensure the Board continues to manage financial risk. The Board's reception and discussion of the CEO report also creates the perception that the Board is effectively managing organizational risk.

This is an area continually improving with the formation of the RRC and the emerging risk management effort. Generally, the risk treatment plans and tracking/reporting is an area where time and maturity is still being sought, even at the staff level.

The Board is very engaged in the Technical sessions and the committees.

**WIRAB comments:**

&lt;Public&gt;

WIRAB neither agrees nor disagrees that the Board has been fully effective in monitoring risk. The Board demonstrates some important strengths, particularly in identifying priorities and focusing WECC staff and committee efforts on issues that matter most. It generally concentrates on actions that fall within WECC's scope and is effective at surfacing and highlighting risks, which helps create awareness and guide organizational focus. However, there are areas where improvement is needed. The Board lacks agility in responding to rapidly evolving risks, which can limit its ability to act in a timely manner. Additionally, while risks are identified, the range of mitigation actions available to WECC and the Board remains limited. Finally, the risk monitoring process would benefit from stronger metrics and greater analytical rigor to ensure that risks are not only identified but also measured and tracked effectively. WIRAB looks forward to working with the Board under the newly proposed Risk Management Process which will address many of these challenges.

## Section II: Additional Feedback on Recent Board Performance and Future Improvement

**Question 6—Please provide written comments on the effectiveness of the Board, highlighting specific examples you identify as excelling or needing improvement.**

Increased review of proposed NERC standards impact on WECC would be appreciated.

The recent Board focused on the enhancing reliability and identifying the risks of Western bulk transmission system, as both the resource side and demands side are undergoing significant changes. WECC has led efforts to develop standards, and mitigate the potential risks introduced by IBR and large data center. the Board is highly effective and strategic in fulfilling its duty

Since bifurcation, WECC's independent governance has evolved to its current successful status. WECC's ability to maintain this success will hinge on the Nominating Committee's ability to retain and attract future Board members that possess the acumen and experience the Board has enjoyed to date. Thankfully, WECC's highly collaborative Nominating Committee structure is well positioned to accomplish that.

The board has found a good balance between performance of regular duties and consideration of a range of important oncoming topics.

I see the WECC board meetings containing the proper KPIs for tracking WECC's priority projects. All presentations and updates include and/or are followed with engaging discussions on future state and ideas for moving projects and monitoring forward. It looks effective to me.

The board appears to be operating well and I look forward to seeing what new ideas and approaches come forward with the newer board members.

My interactions with board members suggest a high level of understanding of industry and organizational matters.

### WIRAB Comments:



&lt;Public&gt;

WIRAB finds that the WECC Board remains effective in its core governance responsibilities. The Board provides strong oversight of CMEP, organizational performance, and business planning, and its strategic technical sessions help deepen understanding of emerging issues. The Board has also improved the efficiency of its meetings, resulting in clearer, more focused decision-making. However, opportunities for improvement remain. The Board's ability to respond quickly to fast-evolving risks—such as IBR performance challenges, extreme weather, and rapid large-load growth—is constrained by slow risk management process, limited mitigation levers, and a need for stronger metrics to track risk trends. Additionally, while stakeholder input is regularly solicited, the degree to which it influences decisions is not always clearly communicated, particularly as meeting attendance declines. Finally, as the grid transforms, the Board would benefit from continued development of technical expertise in areas such as inverter-based resources and data center impacts. Strengthening analytical rigor, transparency, and technical depth will enhance the Board's effectiveness in a rapidly changing reliability environment.

## Question 6a—Please provide specific suggestions that would improve the Board's performance over the next two years.

Overall the Board is doing an excellent job and should continue to look for areas of improvement.

Provide a centralized platform that communicates the latest Board updates and the required actions to all committees or sub-committees.

See the answer above regarding the important work ahead for the Nominating Committee. The only other thing might be - where an important topic comes before the Board, the Board agenda could be restructured to allow for MAC, WIRAB and management comments when that item is discussed, rather than as collective input prior to the discussion of that item.

Consider becoming more determinative on high priority risk matters.

Further focus on the rapidly increasing uncertainty on demand growth.

To enhance the Board's performance and strengthen stakeholder engagement, WECC could create opportunities for direct customer interaction during Board meetings. For example: Invite a recently audited entity to share its experience with the audit process, including what worked well and areas for improvement... Or, invite an entity that recently experienced a major system event to present on its engagement with WECC staff during event analysis and lessons learned. These presentations would provide the Board with real-world perspectives, foster transparency, and identify actionable improvements in auditing practices and event analysis processes. This approach would also demonstrate WECC's commitment to continuous improvement and collaboration with its stakeholders.

It could improve transparency if the board periodically presented its philosophy and plan for overseeing different elements of its purview. For example, monitoring standards development.

To improve the Board's performance over the next two years, I encourage more open dialogue and active questioning between Board members and WECC staff during meetings. This increased engagement can foster deeper conversations and ideas, leading to more informed decision-making. Additionally, such interaction helps the MAC better understand the considerations behind the Board's decisions, enhancing transparency and ensuring that diverse perspectives are considered.



&lt;Public&gt;

More public discussion of deliberations and identification of closed session issues, without divulging confidential information.

I honestly cannot think of a way to make the board better. We have lots of new people who will need to get their feet under them and learn more about the board processes.

Direct WECC staff to develop a communication strategy that provides consistency across all communications. It seems that each WECC employee decides how to communicate leading to frustration of members. Direct WECC staff to collaborate with membership on NERC Standard Development. This includes discussing comments and voting positions. WECC doesn't have to vote the same as membership, but it would be helpful to all if WECC and membership understood each others perspectives and reasons for comments and voting positions.

#### **WIRAB Comments:**

1. Strengthen the Risk Management Process Develop clearer metrics, trend indicators, and forward-looking analyses to better track and prioritize emerging risks. Tie risk prioritization more directly to resource allocation and strategic focus. 2. Improve Transparency Around Decisions Provide clearer post-meeting summaries explaining the rationale for decisions and how stakeholder input—MAC, WIRAB, and technical committees—was incorporated. This will help maintain engagement as attendance decreases. 3. Expand Technical Expertise Deepen Board understanding of emerging reliability issues such as IBR integration, data center impacts, and resilience to extreme weather. Use targeted briefings or external experts to support learning. 4. Elevate Technical Committee Input Consider adjusting agendas or processes, when appropriate, so technical committee insights inform decisions more directly. Clarify how their recommendations shape priorities. 5. Enhance Collaboration With WIRAB Identify areas where more frequent written Advice, advance remarks, or additional dialogue could help the Board evaluate public-interest perspectives more effectively.

### **Section III: MAC Evaluation Survey Improvements**

**Question 7—Please provide any suggestions to improve the MAC's assessment of Board performance. What, if any, additional questions or topics should be included in future Board evaluation survey? Are any current questions unnecessary?**

I am wondering whether a Board evaluation survey is an effective way (or only way) to assess the Board's performance. Should we incorporate performance goals, required actions and potential metrics into this evaluation process?

Perhaps the survey could expressly allow space for - but not require - MAC input (which could be positive or critical) on specific Board members?

This is an excellent survey, far improved over the MAC's early products

It is not easy to assess Board performance on CMEP since much of that work necessarily is not public.



<Public>

---

The current survey questions address MAC, WIRAB, and staff input, but do not explicitly consider broader stakeholder engagement (e.g., utilities, WICF, industry partners). Would it be valuable to add a question assessing whether the Board actively seeks and incorporates input from a diverse range of stakeholders beyond formal committees?

None -- The questions are good and consistency in questions facilitates comparison over time.

I think the current survey provides ample opportunity for positive and negative feedback, quantitatively and qualitatively.

**WIRAB Comments:**

Question 4 should also include the Board's interaction with WIRAB in addition to the MAC since this is how WIRAB interpreted the question.



<Public>



# MAC Board Effectiveness Survey Results

**Chris Parker**  
*MAC Chair*

**Electric Reliability  
& Security for the West**

December 9, 2025

<Public>



## MAC Board Effectiveness Survey

---

- Administered biennially (odd years)
- Reviewed for potential updates on the off years
- Comparison results to 2023 (last time the survey was updated)
- WIRAB participation

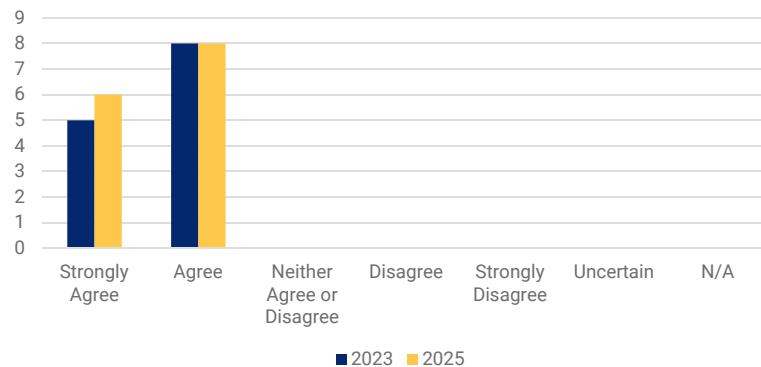
&lt;Public&gt;



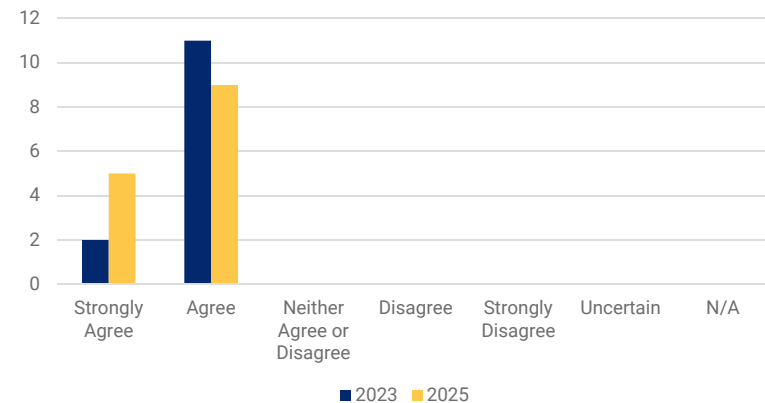
## Question 1

**WECC's mission is "to effectively and efficiently mitigate risks to the reliability and security of the Western Interconnection's bulk power system."**

Q1a. Do the members of the Board have appropriate skills, knowledge, and abilities to fulfill its duties and oversee this mission?



Q1b. Are Board meetings focused on appropriate issues to carry out this mission?



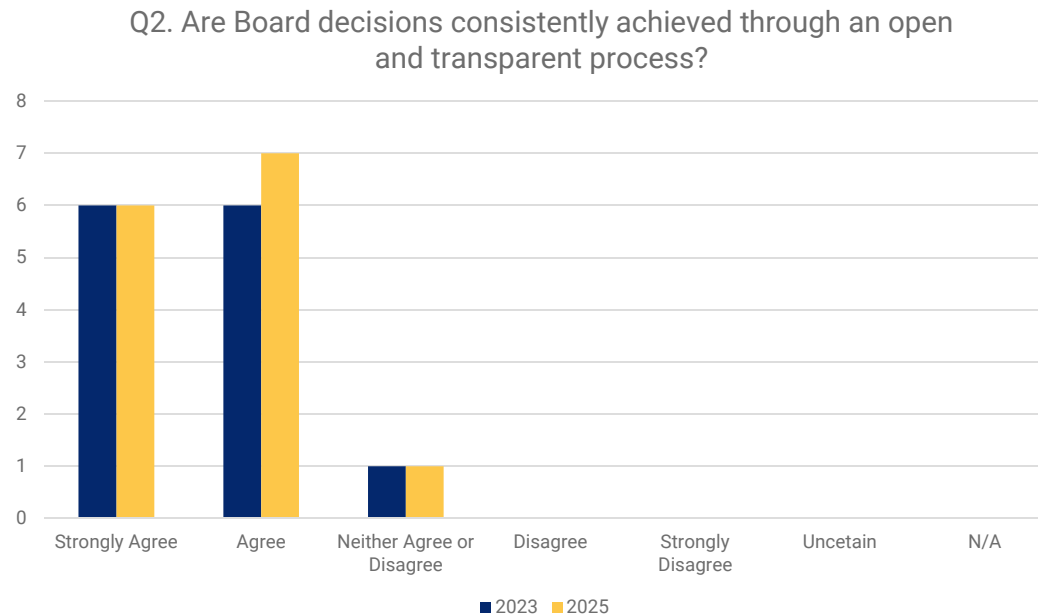


&lt;Public&gt;



## Question 2

### Are Board decisions consistently achieved through an open and transparent process?



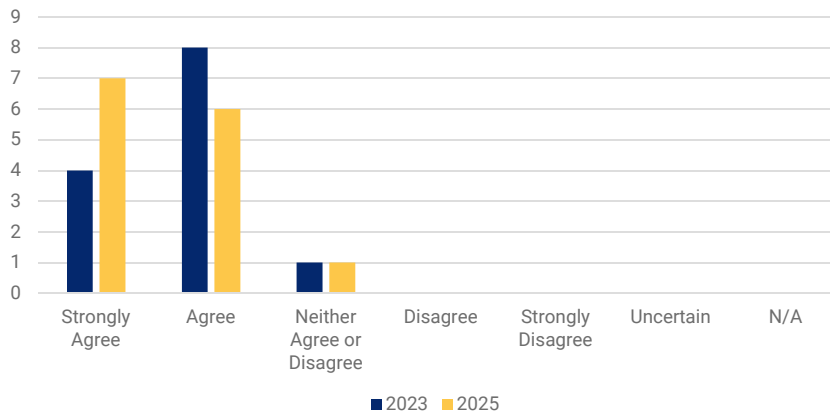
&lt;Public&gt;



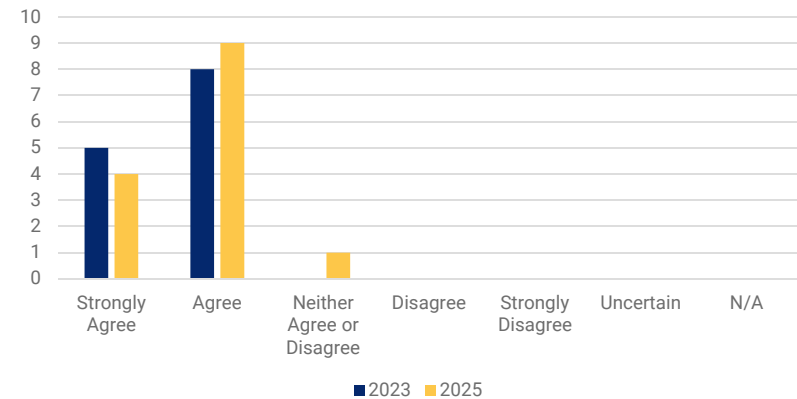
## Question 3

### Does the Board appropriately interact with the MAC in the following ways?

Q3a. Request MAC input on important issues affecting WECC and Western Interconnection?



Q3b. Appropriately consider and incorporate MAC input?

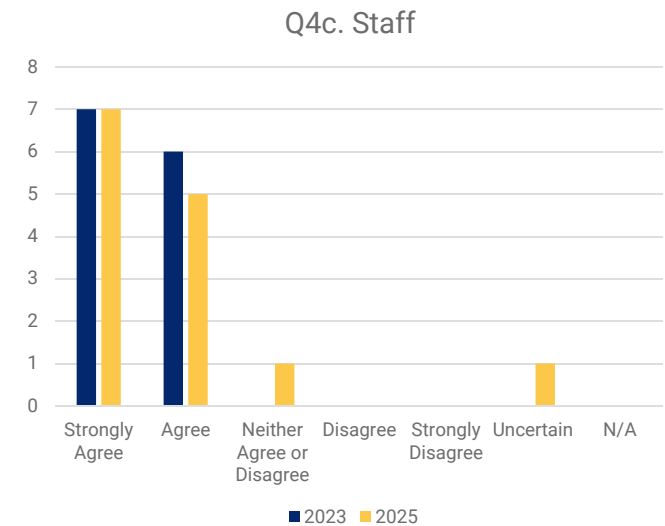
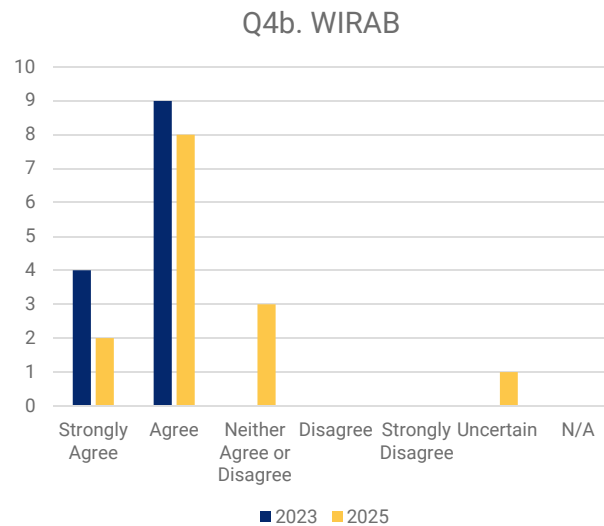
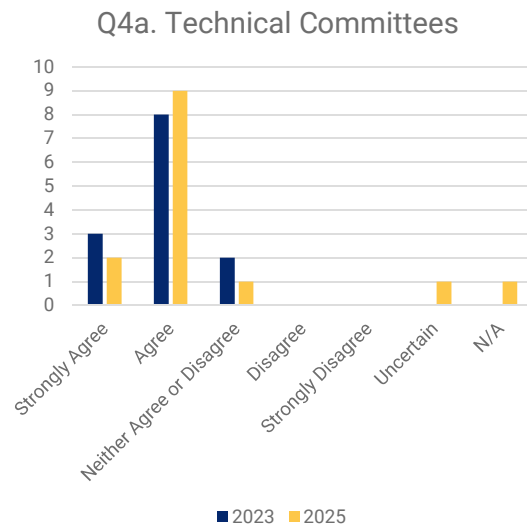


&lt;Public&gt;



## Question 4

**Does the Board appropriately incorporate input from the following key entities in making its decisions?**

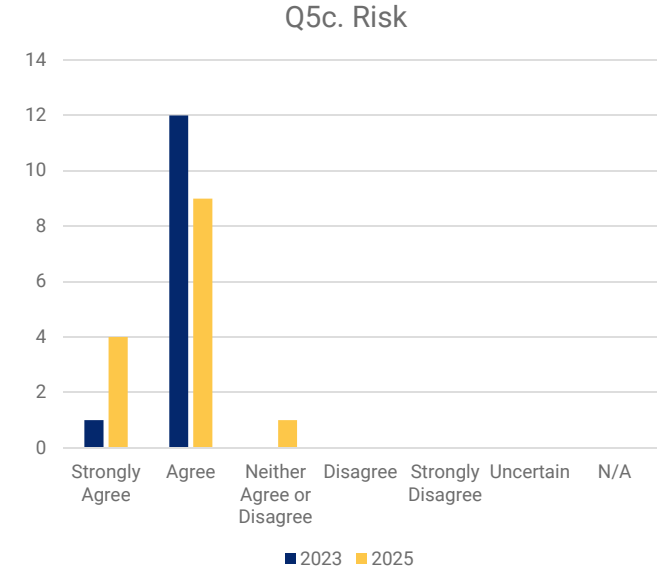
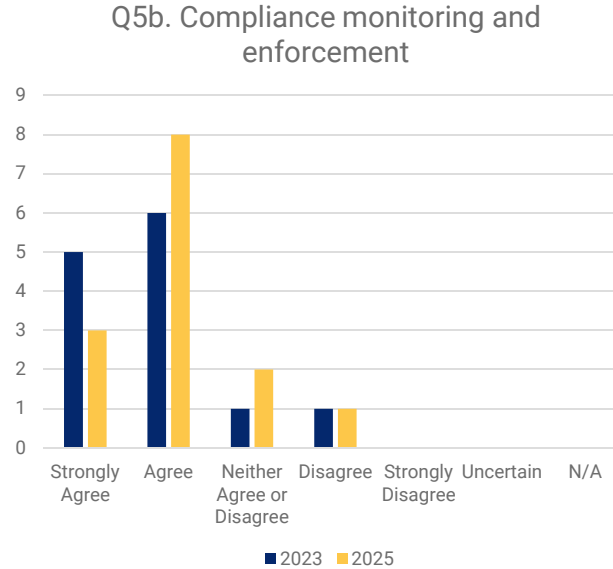
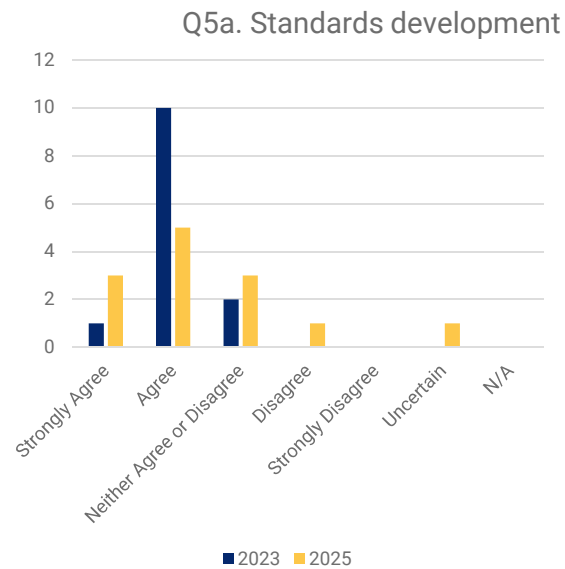


&lt;Public&gt;



## Question 5

Is the Board effective at monitoring each of the following?



<Public>



## Section II: Additional Feedback on Future Improvement

---

- Increased review of proposed NERC standards impact
- Nominating Committee well positioned to retain and attract future Board members
- Good balance between performance and regular duties
- Presentations and discussions are engaging and effective
- Board operating well
- High level of understanding of industry and organizational matters
- Effective in its core governance responsibilities

&lt;Public&gt;



## Specific suggestions to improve performance (over next two years)

---

- Provide centralized platform that communicates the latest Board updates/action to all committees
- Consider restructuring Board agenda to allow MAC, WIRAB, and management comments when the item is discussed
- Be more determinative on high-priority risk matters
- Further focus on rapidly increasing uncertainty on demand growth
- Create opportunities for direct customer interaction during board meetings (e.g., invite recently audited entity to share experience with the audit process)
- Improve transparency by periodically presenting philosophy and plan for overseeing different elements of its purview (e.g., monitoring standards development)
- More public discussion of deliberation and identification of closed session issues
- Direct WECC staff to develop a communication strategy that provides consistency across all communications



[WWW.WECC.ORG](http://WWW.WECC.ORG) | (801) 582-0353



155 N 400 W, Salt Lake City, UT 84103, USA

&lt;Public&gt;



Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
Reliability Standards Development	Support the NERC Reliability Standards Program.	Steve Rueckert has been one of two regional representatives on the NERC Standards Committee since 2008. He offered to accept another two-year term beginning January 1, 2025, and was approved by the Regional Executive group. The Western Interconnection continues to be well represented on NERC standards drafting teams with at least one individual from the Western Interconnection on every active drafting team.
	Facilitate the development of WECC Regional Reliability Standards (RRS).	WECC has a functioning, NERC- and FERC-approved Regional Reliability Standards Development Procedure that meets all the requirements established in the NERC Rules of Procedure.  In 2025, one WECC Regional Reliability Standard was approved for retirement by the WECC Board and was posted for the mandatory NERC public posting. One negative comment was received during the NERC public posting that closed on October 30, 2025. The drafting team will meet soon to develop a response to that comment. WECC also reviewed five Regional Criteria during 2025.
	Facilitate the development of WECC Regional Variances to NERC Reliability Standards.	WECC participates in the periodic review of NERC continent-wide Reliability Standards to identify opportunities to add or remove variances to the standard for the Western Interconnection. During the 2025 standard reviews, no revisions to WECC variances were identified.



&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
Compliance Monitoring and Enforcement	Have in place a Regional Entity Compliance Monitoring and Enforcement Program (CMEP) that (i) conforms to and complies with the NERC uniform Compliance Monitoring and Enforcement Program, Appendix 4C of the Rules of Procedure, except to the extent of any deviations that are stated in the Regional Entity's delegation agreement, and (ii) meets all the attributes set forth in Section 403 of the Rules of Procedure.	WECC's CMEP program meets all requirements of the NERC Rules of Procedure, Section 403 and the Appendix 4C NERC CMEP. There are no deviations stated in the WECC Delegation Agreement.  In 2025, WECC conducted—  28 audits covering 296 requirements 18 spot checks covering 89 requirements Annual self-certifications for 283 entities covering 2,446 requirements Self-certifications with questions for 33 entities covering 198 requirements Self-certifications for 42 new IBR GO/GOPs covering 209 requirements  All monitoring activities were performed using a risk-based approach.
	Have sufficient resources to meet delegated compliance monitoring and enforcement responsibilities, including the necessary professional staff to manage and implement the Regional Entity CMEP.	WECC has the compliance staff and budget resources necessary to meet all its duties. The staff has the right skillsets and is adequately trained. Onboarding and training of new hires, as well as ongoing/annual training for more experienced personnel, receive continuing emphasis.  In 2025, WECC continued a robust hiring program for R&S Oversight, and, as of October 2025, has two vacancies in that department.
	Maintain a compliance staff capable of making all determinations of compliance and noncompliance, to determine penalties, sanctions, and Remedial Action Directives, and to review and accept Mitigation Plans and other Mitigating Activities.	WECC staff has the right skillsets and is adequately trained. Onboarding and training of new hires, as well as ongoing/annual training for more experienced personnel, receive continuing emphasis. WECC performs annual conflict of interest reviews to help ensure monitoring and enforcement staff act without conflicts regarding any entity in the Western Interconnection.
	Maintain and implement a program of proactive compliance audits of bulk power system (BPS) owners, operators, and users responsible for complying with Reliability Standards, in accordance with Appendix 4C of the Rules of Procedure.	To further ERO Enterprise alignment and consistency, WECC uses the ERO Enterprise CMEP Implementation Plan (IP) and no longer maintains a separate WECC CMEP IP. WECC has participated in the ERO Enterprise's CMEP IP development, and the 2026 ERO Enterprise CMEP IP is complete. In addition, 2026 audit planning consistent with the NERC ROP has been developed.

&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
	Apply all penalties and sanctions in accordance with the approved Sanction Guidelines, Appendix 4B of the Rules of Procedure.	WECC follows documented procedures consistent with the Sanction Guidelines for all enforcement actions. WECC communicates with NERC during the disposition process to ensure appropriate determination of monetary and non-monetary penalties.
	Perform Inherent Risk Assessments (IRA) of registered entities to identify areas of focus and the level of effort needed to monitor compliance with enforceable NERC Reliability Standards.	WECC continued to use the ERO Enterprise risk-based approach for developing prioritized risks in its oversight planning process, which highlighted risk objectives and associated scopes for monitoring engagements.
Organization Registration and Certification	Identify those entities that are responsible for compliance with the FERC approved Reliability Standards.	WECC has a NERC-approved registration process that is fully functioning. WECC works closely with entities to gather all required information and to process registration requests promptly. WECC also coordinates closely with NERC on registration issues that arise. With the new registration thresholds for category two inverter-based resources (IBR), WECC expects many new IBRs to register in 2025 and beyond.
	For all geographical or electrical areas of the BPS, the registration process shall ensure that (1) no areas are lacking any entities to perform the duties and tasks identified in and required by the Reliability Standards to the fullest extent practical, and (2) there is no unnecessary duplication of such coverage or of required oversight of such coverage.	WECC has conducted a registration gap analysis to ensure there are no areas lacking entities to perform the required functions. WECC also participates in the ERO Enterprise Multi-Region Registered Entity and Coordinated Oversight programs.  WECC is not aware of any unnecessary duplication of registered function coverage or of the oversight of such functions.

&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
	<p>Ensure that a new entity has the tools, processes, training, and procedures to demonstrate its ability to meet the requirements/sub-requirements of all the Reliability Standards applicable to the function(s) for which it is applying, thereby demonstrating the ability to become certified, then operational.</p>	<p>WECC has a NERC-approved and fully functioning certification program. The Certification team collaborates with teams responsible for risk evaluations and scope creation for entity monitoring audits. The Certification team also exchanges data with the Risk team to address EMS issues, footprint changes, and changes in entity compliance programs.</p>
Reliability Assessment and Performance Analysis	<p>Conduct and report the results of an independent assessment of the overall reliability and adequacy of the Western Interconnection, both as existing and as planned.</p>	<p>WECC supports the development of the NERC-produced LTRA and seasonal assessments.</p> <p>The sixth WECC Western Assessment of Resource Adequacy (Western Assessment) will be released in January 2026. The Western Assessment provides a West-focused look at resource adequacy over the next 10 years.</p> <p>In 2025, WECC worked closely with NERC and the ERO Enterprise to conduct a coordinated pilot for ERO interconnection-wide energy assessments. This pilot was done in preparation for significant enhancements that will be implemented in the 2026 LTRA. These changes build on successes from the Interregional Transfer Capability Study (ITCS) by including the calculation of inter-area transfer capability that will be an input into the energy assessment. Additionally, NERC and the Regions will all be using the same software (SERVM) and a common methodology for conducting the energy assessment.</p> <p>In 2025 the ERO created a new Modeling and Studies Team (MAST) to address the need for strong BPS models to support analyses and assessments. This group reports to the Reliability Assessment and Performance Analysis Steering Group (RAPA-SG) and will ensure that BPS models are available and that appropriate scopes are being used for ERO-wide reliability assessments as envisioned in Section 7 of the Regional Delegation Agreements.</p>

&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
	Analyze off-normal events on the BPS.	<p>Each year, WECC develops two system model validation cases. These cases are used for two purposes: (1) to validate the planning models against system operating measurements, and (2) to provide information for event analysis. In 2025, the first of the cases provided a good match to the event, and the model validation case was provided to stakeholders. The second event case is under development.</p> <p>In addition, WECC has analyzed several other interesting events throughout 2025. WECC led a cross-organization analysis of the Moss Landing Battery Energy Storage System (BESS) fire that took place in January 2025. WECC partnered with members of FERC, NERC, and CAISO on this effort, and the report will be published this month.</p> <p>There were three firm load shed events in CENACE this year resulting in losses from 1,400 MW to 1,700 MW due to undervoltage conditions. This demonstrates a lack of dynamic voltage support available in that part of the system. WECC has looked into these events and extrapolated the load loss that the Western Interconnection could withstand before frequency protection for synchronous generators would start tripping. This analysis helps is understand the system impact to large load reductions.</p> <p>WECC has also seen that, at certain times of the day lining up with reduced time of use electricity rates, there are large load increases. These are programmed loads that turn on at the same time. This large increase and decrease to the system is expected to grow and could become a reliability concern. This is being discussed at regional and national levels.</p>
	Identify the root causes of events that may be precursors of more serious events.	WECC leads the Events Analysis (EA) and Root Cause Analysis process for the Western Interconnection in close collaboration with NERC EA staff. EA staff uses these events to trend root causes of events and look for emerging risks on the system.
	Assess past reliability performance for lessons.	As part of the regional Event Analysis Process, WECC works closely with the affected entity to identify any lessons that can be shared with all entities. In 2025, WECC and it's entities have submitted three lessons learned, which are either being worked on or are completed and published on NERC's website for public distribution. The team has also taken the lead on drafting a report for four IBR reduction events that took place in 2024.
	Distribute findings and lessons to the electric industry to improve reliability performance.	WECC partners with WECC committees and advisory groups and NERC committees to help identify and share lessons that were learned from events and to develop guidelines, host webinars, or modify standards.

&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
	Develop reliability performance benchmarks.	WECC provides the required data and information to NERC in support of reliability performance indicators, and WECC maintains a set of reliability and security indicators specifically for the Western Interconnection that WECC updates quarterly and shares publicly.  WECC continues to develop charts and dashboards to include in the System Performance Data Portal. This is a valuable resource in which WECC provides performance data on several topics through various perspectives.
Event Analysis and Reliability Improvement	Help entities identify and categorize events.	WECC implements NERC's Event Analysis program for the Western Interconnection. WECC works with entities to help identify those events that qualify for the NERC Event Analysis process. WECC then coordinates all scheduling associated with the events and leads the cause coding of Western Interconnection events. WECC also uses input from the Event and Performance Analysis Subcommittee review of events to help in this analysis of events. This allows WECC to help ensure event processing is done in a time-effective manner.
	Provide root cause analysis with the affected entity(ies).	The Event Analysis process includes identifying the root cause(s) of qualifying events. Following the analysis of the event, WECC coordinates and leads the meetings to discuss the Event Analysis findings with the entities and NERC, and develops the final EA report. WECC gives the entity potential corrective actions if applicable. WECC also highlights available resources from industry that provide learning opportunities from events throughout the ERO.
	Identify trends for systemic issues.	WECC collects, validates, and analyzes data from NERC data collection platforms (GADS, DADS, TADS, and MIDAS) and individual data requests by NERC and/or WECC. WECC independently assesses these data with additional data sources and reports them in the System Performance Data Portal. This includes displays and access to the data (subject to confidentiality requirements). WECC publishes an annual report on the MIDAS data and works with the ERO EA team to hold the ERO BES Protection System Misoperation Reduction Workshop. WECC supports NERC and the ERO to develop the annual State of Reliability Report. WECC staff is active in the NERC committee structure, including accepting the positions of chair for the NERC EAS and vice chair for the NERC PAS. WECC staff also participates in and acts as the liaison for many WECC committees.
	Issue lessons learned and guidelines as applicable.	WECC participates in the development of lessons learned through the ERO EA process. WECC works with industry to identify, distribute, and create lessons learned and guidelines or to modify standards or recommend new standards to improve reliability. The WECC EA group has provided presentations for the NERC EAS in 2025 on events in the Western Interconnection for entities throughout the nation to learn from. WECC EA has collaborated on an industry report with FERC, NERC and CAISO on the investigation and analysis of recent BESS failures. WECC has also contributed on a report with NERC and CAISO on the investigation and analysis of four IBR events that occurred in 2024 in the Western Interconnection. The report includes some industry efforts on IBR integration with findings and recommendations on potential corrective actions.

&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
Training and Education	Provide education and training on the application of standards, compliance issues, internal controls, human performance, specialized subject training, and general grid training.	<p>Training and outreach continues to grow within the ERO and across our stakeholder groups. We continuously improve our existing programs as we contemplate new ways to reach more groups for the benefit of reliability.</p> <p>The Power Systems Security Conference was broken into two tracks—one for cybersecurity and one for physical security—so attendees could choose a focus. Attendees are enthusiastic about this training program, and we intend to continue it next year.</p> <p>R&amp;S Workshops have focused on high-level education of CMEP processes, standards, internal controls, and risk mitigation.</p> <p>Our Resource Adequacy Discussion Series was renamed and refocused to "Reliability in the West" to allow us to address broader questions of reliability with our stakeholders. We have received positive feedback on the discussions.</p> <p>Grid Fundamentals continues to be a heavily attended and recommended training program for those newer to the industry.</p>
Situation Awareness	Maintain near-real-time awareness about the conditions and significant occurrences on the Bulk Electric System in the Western Interconnection.	<p>WECC Situation Awareness (SA) staff maintains near-real-time awareness of events in the Western Interconnection and proactively reports information to NERC. WECC also participates in two ERO meetings, one with ERO SA staff, and the other with E-ISAC staff and the regions. The purpose of these meetings is to share awareness of reliability and security threats across North America and to share best practices to help benchmark and improve SA processes.</p> <p>The WECC SA staff provides regular updates on the wildfires posing a risk to the western interconnection. In 2025, WECC SA monitored and reported on events where the grid operators in coordination with the Reliability Coordinator took timely action to avoid cascading outages by posturing the system following wildfire related outages of major transmission facilities, including the de-energization of facilities (PSPS) in High Fire Risk Areas to minimize the risk of equipment caused wildfires and subsequent outages.</p> <p>The SA team publishes a weekly update from May through November focusing on the status of active fires, including those that have the potential to impact the BES, and forecasts for the upcoming week. These updates are helpful to WECC and NERC staff, as well as entities in the Western Interconnection.</p> <p>In addition, WECC SA staff helps develop and publish NERC Alerts, and will also participate in the GridEx VIII significant event exercises, scheduled for November 18–19, 2025.</p>
	Understand system issues when they emerge and coordinate with relevant parties (typically NERC and FERC) about the conditions of the BES.	WECC SA staff maintains near-real-time awareness of events in the Western Interconnection and proactively reports information to NERC and industry when applicable.

&lt;Public&gt;

Delegated or Delegation-related Activity	Primary Activities	2025 Update—Annual Assessment
Infrastructure Security	Work with stakeholders, government agencies, NERC, and the E-ISAC to ensure appropriate event information is being distributed promptly to industry.	<p>WECC shares appropriate information with NERC, E-ISAC, and industry as required (e.g., NERC Alerts, security trends, OE-417/EOP-04 reports). WECC also works with them to help trend and identify any concerns within the Western Interconnection.</p> <p>WECC participates in ERO security-related technical committees, including the E-ISAC Regional Security Advisory Board (RSAG) and the NERC Security Working Group (SWG), and passes relevant security information along to its stakeholders as permitted.</p> <p>WECC works closely with its own infrastructure-related technical committee forums (Cybersecurity Forum and Physical Security Forum) to facilitate the sharing of security threats and best practices with security practitioners representing NERC Registered Entities in the WECC region.</p> <p>WECC held its third annual Power Systems Security Conference in 2025. The conference focused on cybersecurity and physical security topics and received positive feedback from presenters and attendees. WECC has begun planning for continuing the conference in 2026.</p> <p>WECC participated in the E-ISAC GridEx VIII Planning and Subject Matter Expert teams and helped design the GridEx VIII cybersecurity and physical security exercise scenarios. In addition, WECC is planning to support GridEx VIII participants in the WECC region and provide situation awareness information to NERC and the GridEx VIII participants.</p>

<Public>



# Conflict of Interest Report

**Jeff Droubay**

*Vice President and General Counsel*

**Electric Reliability  
& Security for the West**

December 09, 2025



&lt;Public&gt;



## Process Summary

---

- All new hires are vetted for potential conflicts, and any potential conflicts are addressed prior to hiring.
- All employees complete a new conflict of interest form annually.
  - Legal reviews the forms to determine whether there are any new potential conflicts that need to be addressed.
- Managers in Entity Monitoring and Enforcement are given information on employee work history and potential conflicts, so they can be avoided during work assignments.
- Employees occasionally consult with Legal regarding what may or may not be a potential conflict when considering new opportunities outside of WECC.

<Public>



## 2025 Potential Conflicts

---

- Two new hire candidates disclosed that they are on permanent administrative leave from Western Area Power Administration.
  - After review, WECC determined that the circumstances did not present any actual conflict of interest.



[WWW.WECC.ORG](http://WWW.WECC.ORG) | (801) 582-0353



155 N 400 W, Salt Lake City, UT 84103, USA

&lt;Public&gt;



## Board Policies Report

December 2025

Title	Last Approved	Review Cycle	Next Review
Antitrust Policy	11/4/2025	2 Years	11/4/2027
Board Principles of Corporate Governance	5/20/2025	2 Years	5/20/2027
Closed and WIDSA Sessions Policy	1/14/2025	2 Years	1/14/2027
Confidentiality Policy	1/14/2025	2 Years	1/14/2027
Contact Information Policy	1/17/2025	2 Years	1/17/2027
Data Request Process	1/17/2025	2 Years	1/17/2027
Document Categorization Policy	4/22/2025	2 Years	4/22/2027
Enterprise Risk Management Policy	2/10/2025	2 Years	2/10/2027
Information Reporting Policy	10/9/2024	2 Years	10/9/2026
Information Sharing Policy	10/9/2024	2 Years	10/9/2026
Investment Policy Statement	2/10/2025	1 Year	2/10/2026
Meetings Sponsored by WECC	5/15/2025	2 Years	5/15/2027
Regional Criterion: Monitoring Adherence	2/12/2025	3 Years	2/12/2028
Regional Criterion: Obtaining an Exemption	2/12/2025	3 Years	2/12/2028
Records Retention Policy	10/24/2024	2 Years	10/24/2026
Whistleblower Policy	10/9/2024	2 Years	10/9/2026



&lt;Public&gt;

## WECC Antitrust Policy

XX, XX 2025

### 1. Introduction

It is WECC's policy and practice to comply with antitrust laws and avoid all conduct that unreasonably restrains competition. This policy requires the avoidance of any conduct that violates, or that might appear to violate, the antitrust laws. Furthermore, under Section 3(d) of ~~the~~WECC's Delegation Agreement, WECC must adhere to and require that all participants in WECC activities follow and comply with the NERC Antitrust Compliance Guidelines ~~(attached)~~, as amended from time to time.

#### 1.1. Purpose

~~Antitrust laws are complex and subject to court interpretation that can vary over time and from one court to another.~~ The purpose of this ~~policy~~Policy is to provide guidance ~~to WECC participants and employees~~ regarding potential antitrust ~~problems~~issues and risks and to ~~set forth~~provide policies ~~to be followed~~and guidance that WECC participants and members must follow when confronted with ~~respect to~~situations or activities that may involve antitrust considerations.

~~In some instances, this Policy and NERC's Antitrust Compliance Guidelines may contain elements that are stricter than the applicable antitrust laws. If any WECC participant or employee is uncertain about the legal ramifications of a particular course of conduct or has doubts or concerns about whether this Policy is implicated in any situation, you must consult WECC's Legal Counsel immediately.~~

#### 1.2. Document Owner

The owner of this document is ~~the~~WECC's General Counsel. The document owner, or designee, is responsible for:

- Reviewing the policy within the review cycle;
- Making any needed revisions to the policy;
- Obtaining Board approval of any revisions; and
- Ensuring the policy is appropriately distributed, posted and communicated.

#### 1.3. Scope

This policy applies to ~~WECC~~, all WECC Members, Board of Directors, staff, contractors, and meeting attendees ~~(hereinafter "WECC Participants")~~.

Should any WECC Participant deviate from this ~~policy~~Policy, that ~~individual~~WECC Participant is responsible for ~~immediately~~ notifying his or her supervisor and WECC Legal Counsel of the deviation. The ~~individual~~WECC Participant is responsible for documenting a description of the deviation and the reason(s) for it. ~~Individuals~~WECC Participants who are concerned with reporting ~~the a~~ deviation may

Formatted: Indent: Left: 0.01"

&lt;Public&gt;

use the WECC Conflict of Interest and Ethical Issue Reporting Hotline in lieu of reporting to their supervisor and WECC Legal Counsel.

## 1.4. Review Cycle

This document will be reviewed every two years or as needed.

## 2. Policy

### 2.1. General Policy

WECC Participants must only undertake activities for the purpose of promoting and maintaining the reliability and ~~adequacy~~security of the Bulk Power System within the Western Interconnection.

All WECC activities must be carried out within the scope of the mandate for the activity, any applicable charter, and the agenda for the meeting.

No decisions should be made nor any actions taken by WECC Participants for the purpose of giving an industry participant or group of participants a competitive advantage over other participants. In particular, decisions with respect to setting, revising, assessing or enforcing compliance with approved Reliability Standards ~~should~~shall not be influenced by anticompetitive motivations.

From time to time, decisions or actions of WECC or WECC Participants related to reliability may have a negative impact on particular entities and, in that sense, may adversely impact competition. Such instances ~~are unfortunate, but~~ may be unavoidable and necessary for reliability purposes. WECC Participants must ensure there is a legitimate reliability purpose for any such decision or action.

### 2.2. Prohibited Activities

Antitrust laws forbid any agreement between or among competitors regarding prices, availability of service, product design, terms of sale, division of markets, allocation of customers, or any other activity that unreasonably restrains competition. The antitrust laws and the cases interpreting them do not clearly define all circumstances and activities ~~which that~~ are or may give rise to antitrust violations. Notwithstanding this vagueness in the law, certain activities are clearly prohibited. WECC Participants ~~must, at all times, refrain from the~~shall not, at any time following activities when acting on behalf of WECC:

- Discussing ~~ing~~ or entering ~~ing~~ into any agreement between or among competitors regarding prices, availability of service, product design, terms of sale, division of markets, allocation of customers or any other activity that unreasonably restrains competition;
- ~~Engage in d~~Discussions involving pricing information, especially margin (profit) and expectations as to future prices or costs;
- Engage in discussions involving employee or applicant wages, or agree to limit or otherwise fix employee or applicant wages;
- Discuss any agreement to not compete for, hire, or poach each other's employees or agree to not compete for, hire, or poach each other's employees;
- ~~Engage in D~~Discussions regarding marketing strategies;



&lt;Public&gt;

- ~~Engage in~~ discussions regarding how customers and geographical areas are to be divided among competitors or agree how customers and geographical areas are to be divided among competitors;
- ~~Engage in~~ discussions to exclude competitors from markets or agree to exclude competitors from markets; and
- ~~Engage in~~ discussions concerning boycotting or group refusals to deal with competitors, vendors, or suppliers or agree to boycotting or group refusals to deal with competitors, vendors, or suppliers.

There may be other actions that could violate the antitrust laws which are not identified above. Any WECC Participant who is uncertain about the legal ramifications of a particular course of conduct or who has doubts or concerns about whether WECC's Antitrust Policy is being violated ~~should~~must consult ~~WECC Legal~~WECC's General Counsel immediately.

### 2.3. Activities That Are Permitted

Subject to the guidance and restrictions contained in this Policy, WECC Participants may discuss:

- Reliability documents such as Reliability Standards, Regional Criteria, guidelines, reports and white papers;
- Matters relating to the impact of reliability practices on electricity markets and the impact of operating procedures and electricity market operations on the reliability of the Bulk Power System;
- Proposed filings or other communications with state or federal regulatory authorities or other governmental entities; and
- Matters relating to the internal governance, management and operation of WECC, such as nominations for vacant committee positions, budgeting and assessments, and employment matters; and procedural matters such as planning and scheduling meetings.

Any other matters that do not clearly fall within these guidelines ~~should~~must be reviewed with WECC Legal Counsel before being discussed.

### 2.4. Collaboration with NERC and Other Regional Entities

WECC collaborates with NERC and the Regional Entities in carrying out our mission under the terms and conditions of our Regional Delegation Agreement, equivalent Canadian documents, the NERC Rules of Procedure and other applicable documents. In the context of such collaboration, WECC, NERC, and the other Regional Entities will abide by this Policy and NERC's Antitrust Compliance Guidelines.

#### 2.4.2.5. Reference Documents

NERC Antitrust Compliance Guidelines

WECC Delegation Agreement



<<DOCUMENT TITLE>> ANTITRUST POLICY

3

&lt;Public&gt;

### **3. Antitrust Compliance Reminder (EXTERNAL)**

#### **To Be Read Aloud or Included in Agenda of WECC Meetings Attended by Industry Competitors**

Because this event brings together market participants who may be viewed as actual or potential competitors, we must be mindful to conduct the event in a manner that is consistent with the antitrust and competition laws and in accordance with WECC's Antitrust Policy and the NERC Antitrust Compliance Guidelines. This meeting is public—Participants must not disclose confidential, proprietary, or competitively sensitive information in this open session.

Attendees must exercise independent judgment and avoid even the appearance of discussions of agreements or concerted actions that may be viewed as restraining competition. Any company decisions that are informed by your discussions today must be made independently.

This guidance is not intended as legal advice, and each attendee is responsible for seeking their own legal advice with respect to compliance with applicable antitrust and competition laws, but any questions on WECC's Policy may be directed to WECC's General Counsel.





&lt;Public&gt;

#### **4. Antitrust Compliance Reminder (ERO Internal Collaboration)**

##### **To Be Read Aloud or Included in Agenda of NERC ERO Enterprise Meetings with or Between Regional Entities**

NERC and the Regional Entities collaborate to ensure the ERO Enterprise works as one synchronous machine. However, because NERC and Regional Entities are separate organizations that may be deemed as actual or potential competitors, we must be mindful to conduct meetings together in a manner that is consistent with the antitrust and competition laws and the NERC Antitrust Compliance Guidelines and the antitrust policies/guidelines of their respective organizations. Participants should not disclose non-public, proprietary, or competitively sensitive information.

Attendees should exercise independent judgment and avoid even the appearance of discussions of agreements or concerted actions that may be viewed as restraining competition. As a general practice, information should be aggregated and anonymized and should only be shared as it informs each organization's independent decisions. To the extent information is shared, it should be done in a transparent way through the agenda of the pertinent collaboration group meeting and not more broadly than it is useful for that purpose. Finally, avoid discussions involving current or future employees or labor wages or hiring decisions, discussions on benefits and compensation; in any case, all such decisions should be made independently.

This guidance does not affect information sharing by each Regional Entity with NERC for NERC oversight purposes.

This guidance is not intended as legal advice, and each attendee is responsible for seeking their own legal advice with respect to compliance with applicable antitrust and competition laws, but any question on these matters may be directed to your organization's legal counsel.

