



Governance Committee

Meeting Agenda Salt Lake City, Utah

[Link](#), Password: WECC
Dial-in Number: 1-415-655-0003
Attendee Access Code: 2870 413 3036
Register [here](#) to see the meeting link.

June 10, 2025

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

1. **Welcome, Call to Order—Ian McKay**
2. **Review WECC Antitrust Policy—Chris Albrecht**
The WECC Antitrust Policy can be found on 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 March 11, 2025
5. **Review Previous Action Items—Chris Albrecht**
6. **Board/Committee Self-Evaluation Process Review—Chris Albrecht**
7. **Director Development and Education—Chris Albrecht**
8. **Public Comment**
9. **Review New Action Items**
10. **Review Upcoming Meetings**
December 9, 2025.....Salt Lake City, Utah
March 10, 2026Salt Lake City, Utah
June 9, 2026.....Salt Lake City, Utah
11. **Adjourn**

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Governance Committee
DRAFT Meeting Minutes
March 11, 2025
Salt Lake City, Utah

1. Welcome, Call to Order

Ian McKay, Governance Committee (GC) Chair, called the meeting to order at 10:15 a.m. MT on March 11, 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 Mugal, the GC approved the agenda.

4. Review and Approve Previous Meeting Minutes

Mr. McKay introduced the minutes from the meeting on December 10, 2024.

On a motion by Ric Campbell, the GC approved the minutes from December 10, 2024.

5. Review Previous Action Items

Mr. Albrecht reported that there were no previous action items.

6. Principles of Corporate Governance

Mr. McKay summarized revisions to the Principles of Corporate Governance (PCG), Section 2.5 *Process for Selection of Board of Directors Chair and Vice Chair*. The revisions included clarification on eligibility and the process for selecting the Board chair and vice chair.

On a motion by Ric Campbell, the GC approved the following resolution:

Resolved, that the Governance Committee (GC), at its meeting on March 11, 2025, recommends for Board of Directors (Board) approval changes to the Principles of Corporate Governance as presented and attached.

Additional information is attached as Exhibit B.



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GC Meeting Minutes—March 11, 2025

7. Director Development and Education

Mr. McKay summarized the history of Board membership to the National Association of Corporate Directors (NACD) and posed a question on whether the WECC Board should reconsider membership in the NACD or a like organization.

Joe McArthur, Director, provided additional background on the previous NACD membership and how directors found it was more geared towards for-profit organizations, and they weren't getting the value out of it. The GC commented that it was important to have training on operations, governance, and fiduciary responsibilities and asked that Mr. Albrecht research possible board development and education organizations that could benefit the Board.

8. Public Comment

No comments were made.

9. Review New Action Items

- Review director training and development options and present to the GC.
 - Assigned To: Chris Albrecht
 - Due Date: June 10, 2025

10. Upcoming Meetings

June 10, 2025..... Salt Lake City, Utah

December 9, 2025..... Salt Lake City, Utah

March 10, 2026..... Salt Lake City, Utah

11. Adjourn

Mr. McKay adjourned the meeting without objection at 10:35 a.m.



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GC Meeting Minutes—March 11, 2025

Exhibit A: Attendance List

Members in Attendance

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



Exhibit B: Principles of Corporate Governance

2.5 Process for Selection of Board of Directors Chair and Vice Chair

On an annual basis before the Board meeting held in conjunction with the Annual Member Meeting, the Board will begin the process for selecting a chair and vice chair from the Board members. Any director who has been a member of the WECC Board for at least one three-year term (unless a shorter time is otherwise approved by a majority of all directors), except for the CEO, is eligible to serve in these positions. The process for selecting the Board chair and vice chair will be led by the most recent past chair, previous past chairs, the chair of the Nominating Committee, the chair of the Governance Committee, the chair of the Human Resource and Compensation Committee, or the chair of the Finance and Audit Committee, whoever is available in this rank order. No one who has expressed a desire to be considered for the chair or vice chair position may lead this process.

It is intended that the director serving as chair serve a maximum of three consecutive one-year terms, assuming director satisfaction with the chair's performance.

Performance feedback will be given to the chair and vice chair throughout the year. At the time of the annual election, Board members will review the performance of the chair and vice chair considering their receptivity to feedback and the transparency of their leadership to the rest of the Board members, including regularity and full disclosure of activities undertaken on behalf of the Board. The chair and vice chair acknowledge their status as equal peers to other Board members.

Candidates for chair and vice chair may be determined by self-nomination or nomination by other Board members. Criteria for consideration include a desire to serve, demonstrated leadership experience, and broad support by other Board members.

While elections for the chair and vice chair positions are separate, it is the intent of the Board that the vice chair progress to the chair position when deemed highly effective by peers. The Board acknowledges the benefits of continuity and stability resulting from this progression.

The vice chair supports and collaborates with the chair and assumes the chair's duties if the chair is unable to serve or if the chair position becomes vacant.

If more than one candidate is put forth for either chair or vice chair, the Board will hold a special Executive Session, without candidates present, to determine the candidate of choice. Discussion of the candidates during the Executive Session will be led by the previous chair, vice chair, or most senior tenured director, whoever is available in this rank order.

The final vote for chair and vice chair should occur in open session at the Board meeting held in conjunction with the Annual Member Meeting.



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Board and Committee Self-Evaluation Survey

Board of Directors

Approved December 6, 2023

Resolution

Resolved, that the Board of Directors, at its meeting on December 6, 2023, acting on the recommendation of the Governance Committee, hereby approves the Board and Board Committee evaluation questions as presented herein.

Background

The Governance Committee (GC) Charter and the Board of Directors Principles of Corporate Governance provide that the GC is responsible for periodically evaluating the effectiveness of the Board of Directors (Board) self-evaluation process. The Board's self-evaluation process evaluates the effectiveness of the Board and its committees and may also result in recommendations on education and development for Board members.

Board and Committee Self-Evaluation

The GC, in accordance with the Board of Directors Principles of Corporate Governance—Section 2.3, has reviewed the self-evaluation process and questions and has recommended that the Board adopt the following evaluation:

The evaluation covers areas of the Board's role as outlined in the Principles of Corporate Governance. The format is comment and Likert-Scale based. Please provide comments on each question and, if rated a 3 or less, include feedback on potential areas of improvement. Included in each survey is an additional question for the Board committees. You will see a committee question for each committee you serve on.

Most of the questions are phrased as positive statements that demonstrate good practices in the following areas:

- Independent, Mission Driven, and Transparent;
- Strategic Focus;
- Commitment to Continual Professional Improvement; and
- Enterprise Risk Management.

Rate the Board on a five-point Likert Scale:

1 – Strongly Disagree

2 – Disagree

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3 – Neither Agree nor Disagree

4 – Agree

5 – Strongly Agree

Board Role	Statement	Rate 1–5 (if rated 2 or less you MUST provide comments)	Comment
1. Independent, mission driven, and transparent	The Board demonstrates, through its actions, compliance with the "Principles of Corporate Governance," a full understanding of the roles and responsibilities of an independent board and awareness of the organization's mission, and acknowledges that WECC is fulfilling its mission and all delegated authorities and responsibilities.		
2. Strategic focus	The Board oversees development and communication of clear goals, regularly monitors and evaluates progress of strategic goals, and is fully informed of progress by staff.		
3. Commitment to continual professional improvement	The Board has defined and communicated its expectations and conducts regular evaluations of the CEO. The Board is prepared, interested, and engaged.		
4. Enterprise Risk Management	The Board oversees and monitors WECC's enterprise risk management program.		
5. Board committee evaluation	The committee chair leads effective meetings, materials are provided in advance, and members are prepared and have insightful discussions.		
6. Miscellaneous	Are there additional areas on which you would like to give feedback?		



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7. Closed Session Comments	Are there comments that need to be raised in a closed session (Board or committee level)? Directors may mark these comments as “confidential remarks.”		
8. Board chair evaluation	The Board chair effectively plans and coordinates the business of the Board, as an unbiased peer, including seeking and sharing stakeholder input, identifying important topics, leading effective meetings, and fostering meaningful discussions, as contemplated by WECC's Principles of Corporate Governance Section 2.6.		

Process

The Board and Board Committee self-evaluation questions identified above will be sent to Board Directors and responses collected in Q1. The Board and Board Committees will review the survey responses to identify any necessary actions during Q2.





Staff Summary of Director Development Resources

June 2025

The Governance Committee (GC) Charter states that the GC is to “Discuss education and development opportunities for Board members, including as informed by the Board and Board committee self-assessment process.” Below is a brief summary of some Board director development resources that the GC and Board can consider for director development as needed.

Lyceum

Lyceum has proposed a discovery process that gathers individual director viewpoints and reveals areas where further training or development may be warranted, consisting of:

1. A digital self-assessment workbook, tailored to WECC and built on Lyceum’s proprietary behavioral dimensions,
 - a. Followed by one-on-one interviews with each Board director, and
2. Lyceum’s analysis and synthesis of the insights, highlighting individual and group-level behavioral patterns that affect how the board governs, interacts, and makes decisions.

The deliverables would include:

- WECC-specific Board self-assessment workbook,
- Intake interview summary document,
- Final composite Board self-assessment summary and profile,
- Board makeup analysis and recommendations report, including targeted Board development recommendations suited to the needs that surfaced.

This option could be a good supplement or alternative to the Board’s biennial self-assessment and would inform future training, education, and development decisions.

The cost is \$40,000, plus a \$4,000 administrative fee, plus expenses.

Gibson Dunn

Gibson Dunn provides a variety of director education opportunities in the form of conferences or seminars directors can attend. Examples available include:

- Corporate Governance: Essentials for a New Business Era,
- Preparing to be a Corporate Director,
- Advanced Corporate Director Seminar,
- Corporate Governance Program: Developing Exceptional Board Leaders.

The cost for the above examples ranges from \$7,500 to \$12,500.

More information is available at [Board-Education-Opportunities-April-2025-Update.pdf](#).

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Deloitte

Deloitte's Center for Board Effectiveness offers tailored education for boards, their committees, and individual directors that considers board agendas and areas where a board may need to anticipate innovation, disruption, and uncertainty. The content is based on the Deloitte Governance Framework, a comprehensive view of corporate governance designed to help boards identify opportunities to improve effectiveness and efficiency.

Sessions can be designed for desired objectives and areas of interest. Programming can be delivered in person or virtually and can be an add-on to an existing meeting, a standalone half- or full-day session, or multiple sessions scheduled over time.

Because the services provided are based on desired objectives and areas of interest, a cost summary was not provided.

NACD

The National Association of Corporate Directors (NACD) provides a director certification program that includes rigorous governance content, comprehensive preparation, and a credentialing exam to ensure directors possess the core competencies required of an effective board professional.

The certification process includes a foundation course, independent study, and an exam. The process typically takes around six months to complete.

The cost includes NACD membership and is approximately \$5,300.

More information is available at [Directorship Certification Details | NACD](#).

Free Resources

There are many free resources available to directors. Two resources worth noting are:

NonprofitReady

NonprofitReady offers over 500 free courses related to nonprofit governance with no limit on the number of courses any individual can complete. One such course is Nonprofit Board Member Training. Their training features three programs described as "cornerstone foundations."

[Free Nonprofit Board Training | NonprofitReady](#)

WECC's Grid Fundamentals

Directors new to the industry could benefit from WECC's Grid Fundamentals course. This course is hosted in two sequential sessions, offering a comprehensive explanation of how the electric power system works, how it is managed, and why. We will review the technology, operation, and markets of a modern reliable power grid. Environmental issues and regulations that affect the electric power system will also be discussed.

[Grid Fundamentals | Western Electricity Coordinating Council](#)



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Staff Recommendations

It is our recommendation that the Board assess what it desires to attain from the training options presented above, then choose a path based on its identified goal. Fundamentally, we recommend that the Board decide whether it is seeking to improve overall Board performance, or whether it wants an option focused on each director's development.

If the Board's goal is to improve overall Board performance, the services proposed by Lyceum may provide a good alternative or supplement to the Board's biennial Self-Assessment process and could be used to identify and inform targeted training needs going forward. (Deloitte's program is also aimed at improving overall Board effectiveness and performance, although we believe it will be more expensive than Lyceum's proposal.) The GC and Board should consider whether the services offered by Lyceum would yield results that justify the cost.

Alternatively, if the Board believes it is more appropriate to focus on each director's development, each director should consider the options for individual directors described above and decide, based on their unique situation, whether they could benefit from pursuing one or more of these options.

