



**Governance Committee  
Meeting Agenda  
Salt Lake City, Utah**

Meeting [link](#), Password: WECC | Dial-in Number: 1-415-655-0003, Attendee Access Code: 2869 134 8815

**March 11, 2025, 10:15 to 10:45 a.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](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: Meeting Minutes from December 10, 2024*

**5. Review Previous Action Items—Chris Albrecht**

**6. Principles of Corporate Governance—Ian McKay**

*Approval Item: Recommend Board of Directors Principles of Corporate Governance for Board  
Approval*

**7. Director Development and Education—Ian McKay**

**8. Public Comment**

**9. Review New Action Items**

**10. Review 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**





**Governance Committee**  
**DRAFT Meeting Minutes**  
**December 10, 2024**

**1. Welcome, Call to Order**

Ian McKay, Governance Committee (GC) Chair, called the meeting to order at 1:00 p.m. MT on December 10, 2024. A quorum was present to conduct business. A list of attendees is attached as Exhibit A. Chris Albrecht, Assistant General Counselor, served as minute taker.

**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.

**On a motion by Ric Campbell, the GC approved the agenda.**

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

Mr. McKay introduced the minutes from the meeting on June 11, 2024.

**On a motion by Jim Avery, the GC approved the minutes from June 11, 2024.**

**5. Review Previous Action Items**

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

**6. Delegation Agreement and Conflicts of Interest**

Jeff Droubay, Vice President and General Counsel, provided a report on the delegation agreement and conflicts of interest.

**7. Governance Committee Charter**

Mr. Albrecht reviewed edits to the GC Charter and highlighted revisions made more recently that clarify meeting posting and notification requirements for both open and closed sessions.

**On a motion by Jim Avery, the GC approved the following resolution:**

*Resolved*, that the Governance Committee (GC), at its meeting on December 10, 2024, recommends that the WECC Board of Directors (Board), approve the GC Charter as presented and attached.



## GC Meeting Minutes—December 10, 2024

### 8. Annual Review of Board Policies

Mr. Albrecht reviewed a document that outlined all Board policies and included dates last approved, effective date, last revised, and next review. The GC commented that the Principles of Corporate Governance language on selection of the Board chair and vice chair needs to be updated. Mr. Albrecht noted that this action is listed on the 2025 GC Work Plan.

### 9. Section 4.9 Review

Mr. McKay reviewed the Section 4.9 Review terms of reference and scope.

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

*Resolved*, that the Governance Committee (GC) at the meeting of the GC on December 10, 2024, aware of the Board's responsibility under Bylaws Section 4.9 to conduct a Structure and Governance Review (Review) of the organization in 2025, hereby recommends the following for Board approval:

- The Review will consist of a comprehensive review and update of the WECC Bylaws.
- The GC will conduct the review with the participation of the following individuals: Chris Parker representing the Member Advisory Committee, Mary Throne and Laura Rennick representing the Western Interconnection Reliability Advisory Board (WIRAB), WECC's Chief Executive Officer and President and WECC's General Counsel.
- The Section 4.9 Review meetings will be convened as separate and distinct meetings of the GC. All associated meeting materials will be referenced as "Governance Committee Section 4.9 Review 2024-25".
- Meetings will be open to the public unless there is a need to share confidential, sensitive, or privileged information, as defined by section 7.6.1 of the WECC Bylaws, in which case, such matters may be discussed in closed session upon an affirmative vote of a majority of the participants present to convene in closed session.
- The Section 4.9 Review work will be supported by WECC legal counsel and other WECC staff as required.
- The GC Chair will regularly brief and take direction from the Board.



## GC Meeting Minutes—December 10, 2024

### 10. Public Comment

Grace Anderson, California Energy Commission, highlighted WECC's accomplishments under the Delegation Agreement, including the release of the WARA.

### 11. Review New Action Items

There were no new action items during this meeting.

### 12. Upcoming Meetings

March 11, 2025..... Salt Lake City, Utah

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

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

### 13. Adjourn

Mr. McKay adjourned the meeting without objection at 1:23 p.m.



**GC Meeting Minutes—December 10, 2024**

**Exhibit A: Attendance List**

**Members in Attendance**

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





**Governance Committee Meeting**  
**Recommendation Item**  
**Principles of Corporate Governance**  
**March 11, 2025**

## **Recommendation**

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*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.

## **Background**

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The Board adopted the Principles of Corporate Governance to provide a framework for the general governance of WECC, the Board, and Board committees. The GC is responsible for reviewing the Principles of Corporate Governance biennially and recommending changes for Board approval. The GC reviewed the full Principles of Corporate Governance in 2024, and now recommends the following additional changes related to selection of the Board chair and vice chair:

- 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.

## **Issues and Risks**

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There are no known issues or risks.

## 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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**Governance Committee**  
**Director Development and Education**

Verbal Update

Ian McKay, Chair

March 11, 2025