



## Governance Committee

Meeting Agenda  
Salt Lake City, Utah

[Link](#), Password: WECC  
Dial-in Number: 1-415-655-0003  
Attendee Access Code: 2634 249 6182

### March 10, 2026

10:45–11:15 a.m. MDT

1. **Welcome, Call to Order – Sarah Mugel**
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 December 9, 2025*
5. **Review Previous Action Items – Chris Albrecht**
6. **Antitrust Policy – Chris Albrecht**  
*Approval Item: Recommend Antitrust Policy for Board Approval*
7. **Responsibility and Accountability Matrix – Chris Albrecht**  
*Approval Item: Recommend Responsibility and Accountability Matrix for Board Approval*
8. **Governance Committee Charter – Chris Albrecht**  
*Approval Item: Recommend Governance Committee Charter for Board Approval*
9. **Public Comment**
10. **Review New Action Items**
11. **Review Upcoming Meetings**  
June 9, 2026.....Salt Lake City, Utah  
December 7, 2026.....Salt Lake City, Utah

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March 9, 2027 .....Salt Lake City, Utah

**12. Adjourn**





## Governance Committee

Meeting Minutes  
Salt Lake City, Utah

### December 9, 2025

1:10 – 1:30 p.m. MST

#### 1. Welcome, Call to Order

Sarah Mugel, Governance Committee (GC) chair, called the meeting to order at 1:10 p.m. MST/MDT December 9, 2025. A quorum was present to conduct business. A list of attendees is attached as Exhibit A. Brittany Huggins, Assistant Corporate Secretary, served as minute taker.

#### 2. Review WECC Antitrust Policy

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

#### 3. Approve Agenda

Ms. Mugel introduced the proposed meeting agenda.

**On a motion by Ian McKay, the GC approved the agenda.**

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

Ms. Mugel introduced the minutes of the meeting on June 10, 2025.

**On a motion by Ian McKay, the GC approved the minutes of the meeting on June 10, 2025.**

#### 5. Review Previous Action Items

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

#### 6. Member Advisory Committee (MAC) Board Effectiveness Survey

Chris Parker, Member Advisory Committee (MAC) Chair, reported on the MAC Board Effectiveness Survey results. Mr. Parker responded to a question on a survey comment regarding a staff communication strategy. The GC thanked the MAC for their feedback.

#### 7. 2025 Delegation Agreement and Conflicts of Interest Report

Mr. Albrecht provided a report on conflicts of interest and Melanie Frye, President and CEO, provided a report on delegation agreement compliance.

**8. Board Policy Review and Recap**

Mr. Albrecht reviewed a document that outlined all Board policies and included dates last approved, effective date, last revised, and next review. All Board policies were within review cycles.

**9. Antitrust Policy Changes Review**

Mr. Albrecht highlighted increased collaboration between NERC and Regional Entities and work towards revising the Antitrust Policy. A redline version of the policy was included in the GC packet. Mr. Albrecht responded to a question about ERO coordination on Board compensation. Next steps for the policy are to post it for stakeholder comment and afterwards seek GC and Board approval.

**10. Public Comment**

No comments were provided.

**11. Review New Action Items**

There were no 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

**13. Adjourn**

Ms. Mugel adjourned the meeting without objection.



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## Exhibit A: Attendance List

### Members in Attendance

Deneen DeFiore .....	Member
Felicia Marcus .....	Member
Ian McKay .....	Member
Sarah Mugel .....	Chair



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## Antitrust Policy

Approval Item  
Board of Directors Meeting  
March 10–11, 2026

### Committee Resolution

*Resolved*, that the Governance Committee (GC), at its meeting on March 10, 2026, recommends the board of directors (board) approves the Antitrust Policy as presented and attached.

### Board Resolution

*Resolved*, that the board of directors (board), acting on the recommendation of the Governance Committee (GC) at the meeting of the board on March 11, 2026, approves the Antitrust Policy as presented and attached.

### Background

The ERO legal group worked with outside counsel to review ERO antitrust policies. This review resulted in changes to WECC's Antitrust Policy as identified in the redline provided. The most significant changes include:

- An inclusion of a summary of antitrust laws and their prohibited activities
- Prohibitions on discussions involving employee or applicant wages and agreements to limit or otherwise fix employee or applicant wages
- Prohibitions on discussions to not compete for, hire, or poach employees and agreements to not compete for, hire, or poach employees
- Clarification that ERO collaboration is subject to the restrictions in the policy
- New antitrust compliance reminder statements to be read at meetings with external stakeholders and with NERC and other Regional Entities



## WECC Antitrust Policy

[Date]

### 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 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, 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 is to provide guidance to WECC participants and employees regarding potential antitrust issues and risks and to provide policies and guidance that WECC participants and members must follow when confronted with 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 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 ("WECC Participants").

Should any WECC Participant become aware that they have deviated from this Policy, that WECC Participant is responsible for immediately notifying his or her supervisor and WECC Legal Counsel of the deviation. The WECC Participant is responsible for documenting a description of the deviation and the reason(s) for it. WECC Participants who are concerned with reporting a deviation may use the

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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 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 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 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 that are or may give rise to antitrust violations.

Notwithstanding this vagueness in the law, certain activities are clearly prohibited. WECC Participants shall not, at any time:

- Discuss or enter 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 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 discussions regarding marketing strategies;



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- 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 must consult 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:

- Matters and issues related to the reliability of the Bulk Power System;
- 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 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.

### 2.5. Reference Documents

NERC Antitrust Compliance Guidelines

WECC Delegation Agreement



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### **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.

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## 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.



## WECC Antitrust Policy

[Date]

### 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~~become aware that they have deviated 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

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with reporting ~~the a~~ deviation may 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

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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~~ or ~~entering~~ 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;



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- Engage in D 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;
- DEngage in discussions to exclude competitors from markets or agree to exclude competitors from markets; and
- Engage in D 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.

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- 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

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WECC Delegation Agreement



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### **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.



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## Responsibility and Accountability Matrix

Approval Item  
Board of Directors Meeting  
March 10–11, 2026

### Committee Resolution

*Resolved*, that the Governance Committee (GC), at its meeting on March 10, 2026, recommends the board of directors (board) approve the Responsibility and Accountability Matrix as presented and attached.

### Board Resolution

*Resolved*, that the board of directors (board), acting on the recommendation of the Governance Committee (GC) at the meeting of the board on March 11, 2026, approves the Responsibility and Accountability Matrix as presented and attached.

### Background

Per the GC Charter, the GC performs biennial reviews of the Responsibility and Accountability Matrix (RAM). The recent review of the RAM revealed only small confirming changes to the RAM; specifically, the removal of the recently retired Joint Guidance Committee and the switch to the Risk Management Program.

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## Responsibility and Accountability Matrix

Draft 2026

Legend	
A	Accountable/Approver: Ultimately answerable for the activity or decision
R	Responsible/Recommend: Responsible for action/implementation
C	Consult: Consulted prior to a final decision or action
I	Inform: Inform after a decision is made

Governance	Stakeholder	Member Rep	MAC	Technical Committee	VP	CEO	Board Committee	Board
Amend Bylaws	C	A	C			R		R/A
Strategic Planning	I	I	C	I	R	R		A
Corporate Goals					R	R	R (HRCC)	A
Risk Management Program	C	C	C	C	R/A	R/A		I
Business Plan & Budget	C	I	C	I	R	R	R (FAC)	A
Corporate Policy					R	A		I

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Governance	Stakeholder	Member Rep	MAC	Technical Committee	VP	CEO	Board Committee	Board
Director Election		A					R (NC)	
Director Compensation			A				R (NC)	
Board Effectiveness (MAC)			A					I
Board Effectiveness (Board)							R (GC)	A
Board Policy (not applicable to members)						R	R (GC)	A
Board Policy (applicable to members)	C	C	R	C		R	R (GC)	A
CEO Compensation						I	C (HRCC)	R/A
Compensation of VPs					I	R	R (HRCC)	A
Guidelines & Technical Papers	C	C	I	R/A	C	C		C
Staff Technical Papers	I	I	I	C	R	A		I
Resource Allocation and budget management					R	A	I (FAC)	
Standards Development	C						R (WSC)	A



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Governance	Stakeholder	Member Rep	MAC	Technical Committee	VP	CEO	Board Committee	Board
Regional Criteria	C						R (WSC)	A
Special Reliability Assessments	I		I	I	R	A		I

Legend	
A	Accountable/Approver: Ultimately answerable for the activity or decision
R	Responsible/Recommend: Responsible for action/implementation
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## Group

### Stakeholders

Individuals and entities that have an interest in the business of WECC, but do not belong to one of the other participant categories (e.g., not a Member, MAC representative, technical committee representative). This group includes statutorily recognized bodies such as the Western Interconnection Regional Advisory Board (WIRAB), as well as members of the public who may desire to respond to public postings.

### Member Representative/Alternate Member Representative (Member Rep)

The authorized, designated representative of each WECC Member, or designated alternate or proxy, is the only person authorized to cast the Member's vote with respect to Bylaws amendments, and Director and MAC Representative elections and is the only person authorized to submit comments to WECC on the members behalf. Consultation and information activities are performed via public postings and emails to the Member Rep.

### Member Advisory Committee (MAC)

As described in the WECC Bylaws, the MAC is responsible for providing policy advice to the WECC Board of Directors. The MAC executes its responsibilities and accountabilities through the formal, collective action of its members in accordance with the WECC Bylaws. In providing policy advice to the Board, the MAC represents the views of the WECC Membership as a whole.

### Technical Committee

Collectively, this refers to the Reliability Assessment Committee (RAC) and Reliability Risk Committee (RRC). Technical committee responsibility and accountability for each listed activity is determined by the nature of the activity with reference to each committee's charter. Where the committee is responsible, appropriate action should be taken by the whole committee. For those activities for which a committee is consulted, communication will typically occur through the committee chair who is then responsible for appropriate dissemination of information. For instance, the RRC may have no formal role in approval of a Board policy not related to the RRC's chartered responsibilities, but the Board Policy process recognizes a consultative role for the RRC, so staff would communicate proposed revisions to the RRC chair for further dissemination and, as appropriate, the communication back to staff of RRC member feedback.



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### Vice President (VP)

The Vice Presidents of WECC are appointed by the Board of Directors. VPs are not officers of WECC unless appointed as officers by the WECC Board of Directors. The relevant VP for each activity listed is determined by the nature of the activity, as determined by the CEO. Alternatively, VP responsibility and accountability may refer collectively to all WECC VPs as members of the WECC executive management team.

### Chief Executive Officer (CEO)

The WECC CEO is appointed by the WECC Board of Directors.

### Board Committee

A committee created and chartered by the WECC Board of Directors for a specified purpose, chaired by a member of the WECC Board of Directors.

### Board of Directors (Board)

The WECC Board takes formal action as a body in accordance with the WECC Bylaws.

## Role

A = ACCOUNTABLE/APPROVER

*“The Buck Stops Here”*

The accountable person is the individual or group who is ultimately answerable for the activity or decision. This includes “yes” or “no” authority and veto power. **In most cases, only one “A” can be assigned to an action.**

R = RESPONSIBLE/RECOMMEND

*“The Doer”*

The “doer” is the individual(s) or group(s) who completes the task. The “doer” is responsible for action/implementation. Responsibility can be shared. The degree of responsibility is determined by the individual with the “A.”



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## C = CONSULT

### *"In the Loop"*

The consult role is the individual(s) or group(s) (typically subject matter experts) to be consulted prior to a final decision or action. This is a predetermined need for two-way communication. Consultation can be direct or by more widespread means such as public posting for comment. For example, consultation may be made with the RRC chair or with the entire RRC membership, depending on the issue. Consultation implies "I'll be informed, and I'll be heard." Consultation does not imply control, nor does it require consensus.

## I = INFORM

### *"Keep in the Picture"*

This is the individual(s) who needs to be informed after a decision or action is taken. They may be required to take action as a result of the outcome. It is a one-way communication.

## Process Examples

1. **Amend Bylaws**—The WECC Bylaws vest the membership with ultimate authority for Bylaws amendments, either by requiring member approval in the first instance or by permitting members to rescind a Board decision to amend the Bylaws. The amendment process may begin with a member, director, or FERC request to amend. Staff, on behalf of the CEO, may draft the requested amendment for consideration and comment by other potential stakeholders, as appropriate. In accordance with the Bylaws, the amendment will be posted in advance of Board and member approval.
2. **Strategy**—The Board is accountable for ensuring a reasonable strategy is developed and executed to achieve WECC's reliability mission. The CEO and the executive team develop and draft WECC's strategy, with a mechanism for stakeholder engagement and feedback. The Board approves the strategy.
3. **Director Compensation**—The process for determining and setting Director compensation levels is described in WECC Bylaws section 6.4.4. Under the direction of the nominating committee, WECC staff initiate a board of director compensation study every two years. The nominating committee uses the study to formulate an annual director compensation recommendation. The nominating committee conveys its recommendation to the MAC. The MAC use the nominating committee's recommendation to set director compensation for the next year.



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## Responsibility and Accountability Matrix

Draft 2026

Legend	
A	Accountable/Approver: Ultimately answerable for the activity or decision
R	Responsible/Recommend: Responsible for action/implementation
C	Consult: Consulted prior to a final decision or action
I	Inform: Inform after a decision is made

Governance	Stakeholder	Member Rep	MAC	Technical Committee	JGC	VP	CEO	Board Committee	Board
Amend Bylaws	C	A	C				R		R/A
Strategic Planning	I	I	C	I	↓	R	R		A
Corporate Goals						R	R	R (HRCC)	A
<u>Reliability Risk</u> <u>Priorities Risk</u> <u>Management Program</u>	C	C	C	C	⊘	R/A	R/A		A/I
Business Plan & Budget	C	I	C	I	↓	R	R	R (FAC)	A

ELECTRIC RELIABILITY AND SECURITY FOR THE WEST

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Governance	Stakeholder	Member Rep	MAC	Technical Committee	JGC	VP	CEO	Board Committee	Board
Corporate Policy						R	A		I
Director Election		A						R (NC)	
Director Compensation			A					R (NC)	
Board Effectiveness (MAC)			A						I
Board Effectiveness (Board)								R (GC)	A
Board Policy (not applicable to members)							R	R (GC)	A
Board Policy (applicable to members)	C	C	R	C			R	R (GC)	A
CEO Compensation							I	C (HRCC)	R/A
Compensation of VPs						I	R	R (HRCC)	A
Guidelines & Technical Papers	C	C	I	R/A	↓	C	C		C
Staff Technical Papers	I	I	I	C	↓	R	A		I
Resource Allocation and budget management						R	A	I (FAC)	



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Governance	Stakeholder	Member Rep	MAC	Technical Committee	JGC	VP	CEO	Board Committee	Board
Standards Development	C							R (WSC)	A
Regional Criteria	C							R (WSC)	A
Special Reliability Assessments	I		I	I		R	A		I

Legend	
A	Accountable/Approver: Ultimately answerable for the activity or decision
R	Responsible/Recommend: Responsible for action/implementation
C	Consult: Consulted prior to a final decision or action
I	Inform: Inform after a decision is made

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## Group

### Stakeholders

Individuals and entities that have an interest in the business of WECC, but do not belong to one of the other participant categories (e.g., not a Member, MAC representative, technical committee representative). This group includes statutorily recognized bodies such as the Western Interconnection Regional Advisory Board (WIRAB), as well as members of the public who may desire to respond to public postings.

### Member Representative/Alternate Member Representative (Member Rep)

The authorized, designated representative of each WECC Member, or designated alternate or proxy, is the only person authorized to cast the Member's vote with respect to Bylaws amendments, and Director and MAC Representative elections and is the only person authorized to submit comments to WECC on the members behalf. Consultation and information activities are performed via public postings and emails to the Member Rep.

### Member Advisory Committee (MAC)

As described in the WECC Bylaws, the MAC is responsible for providing policy advice to the WECC Board of Directors. The MAC executes its responsibilities and accountabilities through the formal, collective action of its members in accordance with the WECC Bylaws. In providing policy advice to the Board, the MAC represents the views of the WECC Membership as a whole.

### Technical Committee

Collectively, this refers to the Reliability Assessment Committee (RAC) and Reliability Risk Committee (RRC). Technical committee responsibility and accountability for each listed activity is determined by the nature of the activity with reference to each committee's charter. Where the committee is responsible, appropriate action should be taken by the whole committee. For those activities for which a committee is consulted, communication will typically occur through the committee chair who is then responsible for appropriate dissemination of information. For instance, the RRC may have no formal role in approval of a Board policy not related to the RRC's chartered responsibilities, but the Board Policy process recognizes a consultative role for the RRC, so staff would communicate proposed revisions to the RRC chair for further dissemination and, as appropriate, the communication back to staff of RRC member feedback.



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### Joint Guidance Committee (JGC)

~~A chartered committee created by the Board of Directors and charged, generally, with ensuring the work of the Reliability Assessment Committee (RAC), Reliability Risk Committee (RRC) and their subgroups are aligned with WECC's strategic direction, objectives, and the priorities approved by the Board.~~

### Vice President (VP)

The Vice Presidents of WECC are appointed by the Board of Directors. VPs are not officers of WECC unless appointed as officers by the WECC Board of Directors. The relevant VP for each activity listed is determined by the nature of the activity, as determined by the CEO. Alternatively, VP responsibility and accountability may refer collectively to all WECC VPs as members of the WECC executive management team.

### Chief Executive Officer (CEO)

The WECC CEO is appointed by the WECC Board of Directors.

### Board Committee

A committee created and chartered by the WECC Board of Directors for a specified purpose, chaired by a member of the WECC Board of Directors.

### Board of Directors (Board)

The WECC Board takes formal action as a body in accordance with the WECC Bylaws.

## Role

A = ACCOUNTABLE/APPROVER

*"The Buck Stops Here"*

The accountable person is the individual or group who is ultimately answerable for the activity or decision. This includes "yes" or "no" authority and veto power. **In most cases, only one "A" can be assigned to an action.**



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## R = RESPONSIBLE/RECOMMEND

### *“The Doer”*

The “doer” is the individual(s) or group(s) who completes the task. The “doer” is responsible for action/implementation. Responsibility can be shared. The degree of responsibility is determined by the individual with the “A.”

## C = CONSULT

### *“In the Loop”*

The consult role is the individual(s) or group(s) (typically subject matter experts) to be consulted prior to a final decision or action. This is a predetermined need for two-way communication. Consultation can be direct or by more widespread means such as public posting for comment. For example, consultation may be made with the RRC chair or with the entire RRC membership, depending on the issue. Consultation implies “I’ll be informed, and I’ll be heard.” Consultation does not imply control, nor does it require consensus.

## I = INFORM

### *“Keep in the Picture”*

This is the individual(s) who needs to be informed after a decision or action is taken. They may be required to take action as a result of the outcome. It is a one-way communication.

## Process Examples

1. **Amend Bylaws**—The WECC Bylaws vest the membership with ultimate authority for Bylaws amendments, either by requiring member approval in the first instance or by permitting members to rescind a Board decision to amend the Bylaws. The amendment process may begin with a member, director, or FERC request to amend. Staff, on behalf of the CEO, may draft the requested amendment for consideration and comment ~~to~~by other potential stakeholders, as appropriate. In accordance with the Bylaws, the amendment will be posted in advance of Board and member approval.
2. **Strategy**—The Board is accountable for ensuring a reasonable strategy is developed and executed to achieve WECC’s reliability mission. The CEO and the executive team develop and draft WECC’s strategy, with a mechanism for stakeholder engagement and feedback. The Board approves the strategy.
3. **Director Compensation**—The process for determining and setting Director compensation levels is described in WECC Bylaws section 6.4.4. Under the direction of the nominating committee, WECC staff initiate a board of director compensation study every two years. The nominating committee uses the study to formulate an annual director compensation recommendation.



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The nominating committee conveys its recommendation to the MAC. The MAC use the nominating committee's recommendation to set director compensation for the next year.



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## Governance Committee Charter

Approval Item  
Board of Directors Meeting  
March 10–11, 2026

### Committee Resolution

*Resolved*, that the Governance Committee (GC), at its meeting on March 10, 2026, recommends the board of directors (board) approves the GC Charter as presented and attached.

### Board Resolution

*Resolved*, that the board of directors (board), acting on the recommendation of the Governance Committee (GC) at the meeting of the board on March 11, 2026, approves the GC Charter as presented and attached.

### Background

Per the GC Charter, the GC performs biennial reviews of its charter. The recent review of the charter revealed only one small change; specifically, the charter is being revised to more closely align with the recently revised WECC Bylaws with respect to recommendations on governance matters from the Western Interconnection Regional Advisory Board (WIRAB) and Member Advisory Committee (MAC).



## Governance Committee Charter

Draft 2026

### Establishment and Authority

The Governance Committee (GC) is established by the Board of Directors (Board).

### Purpose and Responsibilities

The purpose of the GC is to help the Board be highly effective and the entire organization to be well-governed.

The committee's primary duties and responsibilities are as follows:

1. Oversee implementation and amendment of the Bylaws.
2. Give serious consideration to the recommendations on governance matters that may be provided by the Member Advisory Committee and/or Western Interconnection Regional Advisory Body.
3. Review and update the following documents as needed but at least biennially:
  - Board of Directors Principles of Corporate Governance;
  - Standards of Conduct (for Board Directors and for Officers and Employees); and
  - Responsibility and Accountability Matrix.
4. Ensure that all Board policies and charters are reviewed regularly and are up to date and relevant. In this task, the GC is assisted by the corporate secretary, who will provide an annual report on the status of these reviews.
5. Discuss education and development opportunities for Board members, including as informed by the Board and Board committee self-assessment process.
6. Evaluate biennially in the off years when no evaluation is occurring the thoroughness and effectiveness of the Board and Board committee self-assessment process.
7. Make recommendations to assist the Board in making decisions under Bylaws Sections 6.5.2 (removal of Directors) and 6.7.3 (appointment of temporary Directors).
8. Perform such other functions pertinent to governance as may be delegated by the Board.

### Committee Composition and Governance

#### Membership

- a. The GC will be composed of at least three members of the Board, appointed by the chair of the Board in consultation with the Board.

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- b. Each member of the GC will serve until a successor is appointed unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill that vacancy.
  - c. No member of the GC may participate as a GC member at any time that the GC may consider any recommendation to the Board that would directly affect the continued service of that Director as a member of the Board of Directors. The Board chair may appoint a temporary, alternate member to serve on the GC in place of any Director who is recused from participation under this paragraph.

## Leadership

- a. The chair of the Board, in consultation with the Board and with consideration of a Director's interest and expertise, will appoint one GC member to serve as the GC chair.
- b. The GC chair will manage the GC and its meetings.
- c. The GC chair may appoint a steering committee to address specific assignments as necessary.

## Meetings

- a. The GC will meet a minimum of twice per year and as often as required to carry out its responsibilities. Meetings will be held in accordance with the WECC Meeting Policy, and may be in person or by telephone or web conference as determined by the chair.
- b. The GC will determine the procedures for its meetings, except:
  - i. A quorum for meetings is a majority of members of the committee.
  - ii. Actions or decisions taken by the GC require an affirmative vote of a majority of GC members present.
  - iii. GC members may not vote by proxy or absentee ballot, but GC members may participate in meetings, including casting votes, by telephone conference or any other means of communication that enables all members participating in a meeting to simultaneously communicate with each other.
- c. Notice of the time and place of all meetings will be provided by email to each member of the GC and to the Board, and will be posted to the website, no later than three days before the meeting, or upon as much notice as is reasonable under the circumstances as approved in writing by a majority of GC members.
- d. An agenda, including identification of the items for which action may be taken, will be provided to the GC and Board and posted to the website with the meeting notice. Approval item documents should also be provided to the GC and Board and posted to the website in advance of the meeting, when possible, but approvals by the GC may differ from what is provided and posted. For closed sessions, the agenda and approval item documents will be provided to the GC and Board but will not be posted to the website.
- e. The GC chair may call for a closed session of the GC for the reasons set forth in sections 7.6.1-1), 2), and 3) of WECC's Bylaws. The GC chair will permit any Director to monitor such closed



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sessions except those Directors who are conflicted in accordance with sections 7.6.1.1. of the Bylaws or where the GC determines that a Director would have a perceived or actual conflict of interest.

## Reporting

The GC will report to the Board on its activities and any recommendations.

## Review and Changes to the Charter

The GC will review this charter as needed but at least biennially and, following consultation with WECC legal counsel, will recommend any changes to the Board. Modifications to this charter must be approved by the Board.

	Committee	Date
Approved	Board of Directors	Month Day, Year





## Governance Committee Charter

Draft 2026

### Establishment and Authority

The Governance Committee (GC) is established by the Board of Directors (Board).

### Purpose and Responsibilities

The purpose of the GC is to help the Board be highly effective and the entire organization to be well-governed.

The committee's primary duties and responsibilities are as follows:

1. Oversee implementation and amendment of the Bylaws.
- ~~2. Cooperate with the Western Interconnection Regional Advisory Body on governance matters.~~
- ~~3. Cooperate with the Member Advisory Committee on governance matters.~~
2. Give serious consideration to the recommendations on governance matters that may be provided by the Member Advisory Committee and/or Western Interconnection Regional Advisory Body.
- 4.3. Review and update the following documents as needed but at least biennially:
  - Board of Directors Principles of Corporate Governance;
  - Standards of Conduct (for Board Directors and for Officers and Employees); and
  - Responsibility and Accountability Matrix.
- 5.4. Ensure that all Board policies and charters are reviewed regularly and are up to date and relevant. In this task, the GC is assisted by the corporate secretary, who will provide an annual report on the status of these reviews.
- 6.5. Discuss education and development opportunities for Board members, including as informed by the Board and Board committee self-assessment process.
- 7.6. Evaluate biennially in the off years when no evaluation is occurring the thoroughness and effectiveness of the Board and Board committee self-assessment process.
- 8.7. Make recommendations to assist the Board in making decisions under Bylaws Sections 6.5.2 (removal of Directors) and 6.7.3 (appointment of temporary Directors).
- 9.8. Perform such other functions pertinent to governance as may be delegated by the Board.

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	Committee	Date
Approved	Board of Directors	Month Day, Year

