

Status **Active** PolicyStat ID **14869718**



## Closed and WIDSA Sessions Policy

---

### 1. Introduction

#### 1.1. Purpose

The WECC Bylaws permit Member committees, subcommittees, work groups, and task forces ("Committees") to meet in closed session in accordance with Board policies on closed sessions adopted to prevent the public disclosure of information that the Board determines should be discussed in closed session. This policy provides authority for Member Committees to meet in closed sessions and Western Interconnection Data Sharing Agreement ("WIDSA") sessions as provided below. The use of closed sessions and/or WIDSA sessions is expected to be rare.

#### 1.2. Document Owner

The owner of this document is the 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 only to Member Committees. This policy does not apply to the Board or to Board Committees, as closed sessions for the Board are addressed in the Bylaws and for Board Committees in their Board-approved charters.

## 1.4. Review Cycle

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

## 2. Policy

### 2.1. Closed and WIDSA Session Requirements

1. In order for a Committee to meet in a closed or WIDSA session, the following requirements must be satisfied, as determined by the Board for closed sessions or General Counsel for WIDSA sessions:
  - A. The discussion or analysis is for reliability purposes;
  - B. The discussion or analysis falls within the chartered scope of the Committee;
  - C. The discussion or analysis cannot be performed using aggregated or redacted data; and
  - D. The Committee's charter must contain language that requires closed/WIDSA sessions to be held in accordance with this Policy.
2. Additional requirements for closed sessions are:
  - A. The Board, or designee, must approve the Committee's use of closed sessions.
  - B. Closed session participants must sign a non-disclosure agreement provided by WECC Legal Counsel.
  - C. Closed sessions may not be used to discuss WIDSA Covered Data.
3. Additional requirements for WIDSA sessions are:
  - A. The discussion and analysis is for a Permitted Purpose as defined in the WIDSA.
  - B. The General Counsel or designee determines all requirements are satisfied.
  - C. Attendees of a WIDSA session must be employees or designated representatives of a WIDSA signatory. Employees of FERC, NERC or a NERC Registered Entity may be permitted to attend a WIDSA session (as necessary to achieve a delegated responsibility) only upon request one week in advance, consultation with WECC Legal Counsel, and approval by WECC executive management.
    - i. WIDSA Covered Data related to non-U.S. entities may not be shared with FERC.
    - ii. Employees of NERC Registered Entities must sign an NDA provided by WECC Legal Counsel.
  - D. Attendees of a WIDSA session must not be engaged in any Merchant/Market Function, as defined in the WIDSA.
  - E. WIDSA sessions are generally only for the discussion of WIDSA Covered Data.
    - i. Other non-public information may potentially be discussed along with WIDSA Covered Data if necessary upon consultation with WECC Legal

Counsel and the execution of other applicable non-disclosure agreements.

## **2.2. Administration of Closed/WIDSA Sessions**

1. Closed/WIDSA sessions will only be used to discuss non-public information and must be within the scope approved by the Board for closed sessions and by the General Counsel for WIDSA sessions. Any discussion not involving non-public information will be held in open session. Any questions regarding the scope of approval or what is or is not non-public information should be directed to WECC Legal Counsel.
2. Notice of the proposed closed/WIDSA session through posting of the agenda is required at least 10 days prior to the meeting at which the closed/WIDSA session will be held.
3. Approval by at least two-thirds of the Committee members present is required to enter into a closed/WIDSA Session.
4. The chair of the Committee must exclude a Committee member from a closed/WIDSA session when (1) the Committee member or the chair determines that the Committee member would have a conflict of interest by becoming privy to the non-public information that is to be presented; (2) the chair determines, after consultation with WECC Legal Counsel, that the Committee member has not met or does not meet the applicable requirements in Section 2.1; or (3) the Committee member has been found to have previously violated confidentiality requirements. When possible, the chair of the Committee must provide advanced notice to the Committee member being excluded to allow for an appeal if time permits.
5. The chair of the Committee may include a non-Committee member in the closed/WIDSA session if the chair determines, after consultation with WECC Legal Counsel, there is a need to include the non-Committee member and the non-Committee member meets the applicable requirements in Section 2.1.
6. Prior to entering into the closed/WIDSA session, the chair of the Committee will announce the purpose of the closed/WIDSA session in a manner that provides public understanding of the general subject matter to be discussed, but does not reveal any non-public information.
7. The chair of the Committee must appoint someone to take minutes of the closed/WIDSA session. Minutes of the closed/WIDSA session must be treated as confidential if the content of the minutes would disclose any non-public information.
8. An appeal of the use of a closed/WIDSA session or the exclusion of a Committee member from a closed/WIDSA session may be made to the Board, or the Board's designee, in writing to the WECC Corporate Secretary within 10 business days following the circumstances giving rise to the appeal. If an appeal of the use of a closed/WIDSA session is approved, the closed/WIDSA session must be open to the public or, if after the fact, the applicable minutes and materials of the closed/WIDSA session must be made public, upon appropriate aggregation or redaction of non-public information, as determined by WECC Legal Counsel. If an appeal of the exclusion of a Committee member is approved, the Committee member will be allowed to attend the closed/WIDSA session or, if after the fact, the applicable minutes and materials of the closed/WIDSA session will be made available to the Committee member, subject to the requirements in Section 2.1 as determined by WECC Legal Counsel.
9. Regardless of whether a participant in a closed/WIDSA session has signed a non-disclosure agreement, participants in a closed/WIDSA session must keep confidential all non-public

information and materials received in closed/WIDSA session.

10. Generic summary information and/or aggregated or redacted information associated with the closed/WIDSA session may be provided publicly if it does not disclose any non-public information as determined by WECC Legal Counsel.

*This policy supersedes and revokes all past policies and practices, oral and written representations, or statements regarding terms and conditions of employment concerning the subject matter covered herein. WECC reserves the right to add to, delete, change, or revoke this policy at any time, with or without notice. This policy does not create a contract between WECC and any employee or contractor, nor does it create any entitlement to employment or any benefit provided by WECC to its employees or contractors.*

*Caution!—This document may be out of date if printed.*