# West-Wide Governance Pathways Initiative

Monthly Stakeholder Meeting June 27, 2025



## **Agenda**

- Initial Board Seating Proposal
- Nominating Committee Process updates
- Next steps



### **Initial Board Seating Proposal**

### Timing:

- Seat 5 initial Board Members in July 2026 at the earliest, and no later than January 2027
- Nominating Committee (NC) process anticipated to begin January
   2026

### Feedback and Next Steps:

- Received one set of comments, which were in support of the proposal
- Launch Committee will move forward with the Initial Board Seating Proposal



### **Review of Nominating Committee (NC) Process**

### **Selection of Sector Representatives to the Nominating Committee:**

- Representatives must be selected 150 days before the scheduled expiration of a Member's term. The Corporate Secretary of the RO will ensure that the makeup of the NC reflects regional diversity and is not dominated by any one region.
- Each sector will determine its own method of selecting a representative to serve on the NC, and the term of service. The minimum term of service shall be one year.
- If one or more sector does not have a representative to the NC, the Corporate Secretary will designate a person from one of the entities in the sector to serve as a sector organizer to facilitate selection of a representative.

### **Selection of Other Representatives to the Nominating Committee:**

- The RO Board and the BOSR will both be asked to select a representative to the NC.
- The representative from the RO Board will serve two functions: they will help the NC select nominees and serve as a liaison between the NC and the RO Board, which will approve or reject the ultimate panel of nominees.
- The term of service for the representatives selected by these groups shall be one year.

### **Review of Nominating Committee (NC) Process**

#### **Operation**:

- The NC shall nominate a slate with one nominee for each seat on the RO Board for which the term is scheduled to expire.
- The NC shall act on the consensus of its voting members (sector NC representatives & BOSR representative; <u>not</u> RO Board representative).
- The NC should convene no less than 100 days prior to the scheduled expiration of any Member's term to begin the process of identifying potential candidates.

### **Renomination of a Sitting Member:**

- If an RO Board Member whose term is scheduled to expire has expressed a desire to be nominated for a new term, the NC should determine whether it wants to re-nominate the sitting Member without interviewing other candidates.
  - A super-majority of the voting members of the NC would need to affirmatively vote to renominate a sitting member without interviewing other candidates.
  - If this is not met, the interested Member must proceed through the process as other candidates.



- The RO may employ an executive search firm no less than 90 days before the scheduled expiration of a member's term.
- The RO may decide to pursue other avenues for finding and recruiting candidates.
- The Executive Search Firm will seek out candidates with one or more of the qualifications listed below that complement, to the extent possible, the qualifications of the Members whose terms are not expiring, with the goal that the Governing Body should have broad expertise in the following areas:
  - Electric Industry; Markets; General Corporate/Legal/Financial; Public Interest
- Candidates must meet the standard of independence defined by FERC in Order 2000 and cannot have a prohibited relationship or prohibited financial interest.

### **Approval of Nominees:**

- The slate of individuals submitted by the NC shall be subject to approval as a slate by the RO Board in open session.
- If the slate is rejected by the RO Board, the NC must re-convene and establish a new slate.

### **Review of Nominating Committee (NC) Process**

#### Redlines for reference

#### **3.2 Selection of Sector Representatives to the Nominating Committee**

Confidentiality updates

#### 3.4 Operation of the Nominating Committee

- Addition of super majority language
- Clarifies confidentiality

#### 3.5 Executive Search Criteria

Expanding language around recruiting

#### **3.6 Approval of Nominees**

Clarifies language changing "individuals" to "slate"



### **Next Steps**

### **Comment Period:**

- Nominating Committee Proposal
  - 2 week written comment period:
    6/27/25- 7/11/25
  - Please submit comments to: comments@westwidepathwaysinitiative .org

### **Upcoming Opportunities for Engagement**

- Launch Committee will continue to host monthly stakeholder meetings
  - Next meeting: Friday, July 25 from 10:30-12:00PT/11:30-1:00MT/12:30-2:00CT
- All Pathways meeting information and materials are located on the WIEB landing page: <u>WWGPI - Western</u> <u>Interstate Energy Board</u>

# Thank you!

- The Launch Committee can continue to be reached via <u>pathways@westwidepathwaysinitiative.org</u>
- All comments can be directed to <u>comments@westwidepathwaysinitiative.org</u>
- Pathways Initiative information continues to be hosted on the WIEB website at www.westernenergyboard.org/wwgpi

