

**Mission and Charter
of the West-Wide Governance Pathways Initiative (WWGPI)
Launch Committee**

Revised effective December 21, 2023

I. Mission and Purpose

The Mission of the Launch Committee of the WWGPI (Committee) is to develop and form a new and independent entity with an independent governance structure that is capable of overseeing an expansive suite of West-wide wholesale electricity markets and related functions based on the following core principles:

- The entity should enable the largest footprint possible that includes California, and maximizes overall consumer benefits;
- The entity will include independent governance for all market operations;
- The new entity will preserve and build upon existing CAISO market structures that serve over 80% of the Western Interconnection, including the Western Energy Imbalance Market (WEIM) and the proposed Extended Day Ahead Market (EDAM) that has been submitted to FERC;
- A primary goal will be to minimize duplication and incurrence of costs for both the market operator and market participants; and
- The structure should be flexible to accommodate the future voluntary provisions of full regional transmission organization (RTO) services for those entities that desire to do so, but not mandate that any entity must join such a future potential RTO.

II. Goals of the Committee (Deliverables)

In furtherance of the Mission, the Committee will develop a set of goals and deliverables with expected due dates. These goals and deliverables will include addressing legal reviews, funding options, and organizational structure for any future independent governance proposals.

III. General Guidelines for Operation of the Launch Committee

A. Committee Roles

The Committee will develop proposals for governance and structure of a new independently governed entity that meets the criteria above. The Committee will develop its proposal through an iterative public process that involves publicly posting a series of issue papers or straw proposals for stakeholder comment, culminating in a proposal and implementation plan for the new entity's formation. The Committee will provide periodic public reports on the progress of the Committee's work.

The Committee shall strive to develop a consensus proposal that has the support of all members of the Committee. If, however, full consensus is not possible, then the Committee may develop

a main proposal that is supported by a majority of the Committee, along with one or more alternatives supported by a minority of the Committee members. The Committee may also develop further voting mechanism as it deems appropriate.

Any final proposal or proposals developed by the Committee shall be publicly posted.

B. Chair/Co-chairs

The members of the Committee will select a Chair or Co-Chairs, who will have the following duties:

- Preside over meetings;
- Manage and facilitate the Committee's workload and schedule;
- Ensure the quality and timely completion of any deliverables of the Committee, including but not limited to any majority and minority opinions;
- Serve as the primary Committee contact for any project management or other outside consultants, should the Committee select one or more to assist with the responsibilities above: and
- Serve as the primary public contact for the Committee.

A Member of the Committee may move to change Chair/Co-chairs at any time.

C. Workgroups of the Committee

- The Committee shall form Workgroups (or Subcommittees) as necessary.
- These Workgroups may identify a Chair/Co-Chairs.
- Workgroups may include membership from outside of the Launch Committee or hired contractors, but any such membership shall be approved by the Launch Committee.
- Workgroups may invite outside participants to meetings or projects, but such participation should be noticed to the Workgroup.

D. Facilitation

The Committee will seek to obtain formal facilitation services, either via a contract or through a Committee Member, to ensure the process is well managed and documented.

IV. Membership and Formation

A. Selection, Number, and Term

The Committee will have 26 initial participants selected by and reflecting the following sectors.

States/Provinces	3
CA Utility Transmission Owners	2
Energy Imbalance Market Member Entities	4
Public Power and Cooperatively Owned Utilities	4
Independent Power Producers/Marketers and their trade associations	3
Consumer Advocates	2
Large Commercial & Industrial Customers	1
Non-Utility Load Serving Entities and their trade associations	1
Labor	1
Public Interest Organizations	3
Power Marketing Administrations	1
Technology Providers and their trade associations	1

The Committee shall have the discretion to make modifications to the composition and number of the Committee. If an entity may properly be classified as falling into more than one of the identified sectors, the entity may participate in only one sector.

B. Compensation and Reimbursement

Members of the Committee will serve in their Committee role without compensation or reimbursement. All costs associated with travel to and attendance at Committee meetings, or otherwise related to Committee membership is the responsibility of the members or their affiliated entities, unless and until funding is secured, and a budget approved for, assistance for Committee member entities with limited funding, as defined by the Committee.

C. Alternate Committee Members

Committee members are encouraged to maximize attendance at Committee meetings. Committee members may designate one alternate to accommodate calendaring conflicts. Designated alternates must be current on Committee business and be prepared to make decisions in furtherance of the purposes of the Committee.

D. Removal of Members Prior to Completion of the Committee's Work

The Committee may by three quarters (75%) vote of the full Committee, remove a member of the Committee for failure to perform his or her duties or comply with the applicable provisions of this Charter.

V. Meetings of the Committee

A. Time and Place

The Committee will fix its own time and place of meetings and may prescribe its own meeting processes. The Committee will strive to locate any in-person meetings of the full Committee or Working Groups around the applicable region and strive to have all decisional meetings in public. The Committee also may meet by phone or web conference, or at any other location geographically located in the Western Interconnection where there is public access to the meetings.

B. Decision-making

The Committee will strive to achieve decisions through consensus. The Chair/Co-chairs will seek to move forward decisions in the absence of objection. Where a Committee Member objects to a proposed decision, the Committee will seek to resolve the objection. Options to resolve the objection include tabling an issue, pursuing specific additional research or outreach, or a modified "consensus-minus-one". If, in the opinion of the Chair/Co-chairs, a workable consensus is unlikely to be reached even with these options, the issue may be taken to a vote.

A quorum is two-thirds of the voting Committee members then seated and is required for the Committee to vote or conduct its business. An affirmative vote of a supermajority of [66%] of the voting members then seated is necessary for any formal action or decision of the Committee other than the decision to release a minority opinion of the Committee alongside the release of majority opinion on the same topic. A minority opinion may be released if at least one of the voting Committee members vote in support of the minority opinion. Voting may be made by proxy if writing (electronic) notice of a proxy being granted by a Committee member to another Committee member is provided to the Chair/Co-chairs in advance of the meeting.

As a federal agency WAPA's participation is limited by applicable federal law and, therefore, WAPA will abstain from certain decisions made by the Launch Committee, such as those involving procurement, obtaining outside legal opinions and funding such as grant applications. WAPA's participation in the Launch Committee should not be interpreted as participating in an action of the Launch Committee unless WAPA has affirmatively voted on such action.

Participation of the state agency representatives may also be limited. General participation by each of the state agency representatives in the Launch Committee should not be interpreted as participation in a specific action of the Launch Committee unless the state agency representative has affirmatively voted on such action.

C. Public Processes and Comments

The Committee will actively seek public comment on its proposed opinions through the solicitation of written comments when appropriate, the use of formal and/or informal stakeholder outreach meetings and all public meetings of the Committee will allow for public comment. The Committee shall cause to be maintained an electronic repository with electronic access that will include public work products of the Committee and all written public comments. All final decisions will be made in an open, public meeting. In addition, Committee members are encouraged to maintain active two-way communications with their respective sectors in order to incorporate a wide array of perspectives.

D. Administrative and Other Support

It is the expectation that the Committee will arrange for its own administrative support for the Committee so that it may conduct its business and fulfill its responsibilities, which will include general office and communications support. Along with Facilitation support, administrative support may be assumed by a contracted or partner organization.