

The purpose of this Board of Governors (Board) Committee Charter is to establish the responsibilities and administration of the OPERATIONS COMMITTEE. Within this document, the following is contained:

- I. Members
- II. Purpose & Areas of Responsibility
- III. Administration
- IV. Secretary of the Committee

#### MEMBERS

BE IT RESOLVED that an OPERATIONS Committee of this Board of Governors ("Committee") hereby is established consisting of all members currently serving on the Board, one of whom shall be appointed by this Board as the Committee's chair, and another as Vice Committee chair.

#### PURPOSE & AREAS OF RESPONSIBILITY

BE IT FURTHER RESOLVED that the Committee shall monitor and oversee the Corporation's responsibility to plan and operate the transmission assets under its control in a safe, efficient, and reliable manner, to provide open and non-discriminatory electric transmission service, and to develop, implement and operate markets under its control in a manner consistent with the safe, efficient, and reliable operation of the grid. More specifically, the Committee shall, in a manner consistent with the California ISO Board of Governors Corporate Governance Principles, perform the following:

- Review proposed major modifications to operating hardware, software, and communication/process systems.
- Review the development and implementation of major modifications to the structure, rules or procedures of the markets operated by the Corporation and make recommendations to the Board regarding such proposed major modifications as appropriate.
- Review management reports on grid operations, grid reliability, market operations, and software, hardware, and communications infrastructure of the Corporation and make recommendations to the Board regarding such matters as appropriate.
- Review and make recommendations to the Board regarding certain transmission facilities proposed to be under the Corporation's operational control and/or included in the Transmission Access charge recovered by Participating Transmission Owners pursuant to the Corporation's tariff.



- ⇒ Review the Annual Grid Expansion Plans of the Participating Transmission Owners and the Corporation's Annual Controlled Grid Expansion Plan and make recommendations to the Board regarding such plans as appropriate.
- ⇒ Review reports by and recommendations of the market monitoring function of the Corporation and the Market Surveillance Committee and make recommendations, as appropriate, to the Board regarding such matters.
- ⇒ Review reports and recommendations of any stakeholder advisory committee(s) focused on operations, including, but not limited to, transmission planning, grid operations, grid reliability, and market operations and make recommendations to the Board regarding such matters as appropriate.
- ⇒ If necessary, or as requested or approved in advance by the Board, institute special investigations into operational issues and, if appropriate, hire special counsel or experts to assist and make recommendations to the Committee or Board related thereto; and
- ⇒ Such other oversight duties and responsibilities as may be assigned to the Committee or from time to time, by the Board and/or Chair of the Board.

#### ADMINISTRATION

BE IT FURTHER RESOLVED that the Committee:

- ⇒ The committee is accountable to the Board of Governors,
- ⇒ Shall fix its own time and place of meetings and shall prescribe its own rules of procedure, consistent with the requirements of the Bylaws. Meetings may be called by the Chair of the Committee or the Chair of the Board. All meetings shall be held pursuant to the Bylaws and Open Meeting Policy of the Corporation with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Corporation's records,
- ⇒ A quorum of which shall consist of two-thirds (rounded to the next highest whole number) of its members,
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- ⇒ At a minimum, the Committee shall review and update the committee charter on an annual basis.

#### SECRETARY OF THE COMMITTEE

BE IT FURTHER RESOLVED that, unless otherwise designated by the Corporate Secretary of this Corporation or the Committee in consultation with the Corporate Secretary, the Corporate Secretary shall serve as the Secretary to the Committee.