EIM Governance Review Committee Part Two Governance Documents

Dan Shonkwiler, Assistant General Counsel – Corporate & Litigation

Board of Governors Meeting
General Session
September 23, 2021
The Governance Review Committee’s “part two proposal” recommends refinements of ISO governance

• Approved in August 20 joint meeting
• Changes summarized in Part Two Draft Final Proposal, pages 19-22
  – Joint authority
  – Advisory role
  – Resolving deadlocks over policy initiatives
  – Dispute resolution over decisional classification (weighted voting)
  – Eliminate short-term emergency filings
  – Durability of delegation
Management is seeking the Board’s approval for the proposed changes

• Three documents to revise
  – Corporate bylaws
  – Charter for EIM Governance
  – “Guidance Document”

• Changes to these documents require Board approval
• EIM Governing Body voted to recommend approval
Redlines to the corporate bylaws reflect the following changes:

- Align Article IV, which establishes EIM Governance, with joint authority model
- Add durability rule to Article IX, which governs amendments to bylaws
  - Related change in Article IV, §1(b) about amending the Charter for EIM Governance
Redlines to the Charter for EIM Governance reflect the following changes:

- Additional language about durability of Section 2.2 (§ 9)
- New scope of joint authority and advisory role
- New process for resolving disputes about policy initiatives
- Adjust process for resolving disputes about decisional classification
- Delete rule about filing in exigent circumstances
Changes to the “Guidance Document” reflect the following:

- **New title:** “Guidance Document for Handling Policy Initiatives that may Come Before the EIM Governing Body”
- **Language related to delegation of authority and resolving disputes about decisional classification** drawn from EIM Governance Review Committee proposal
- **Other clarifications and updates**