



# Memorandum

**To:** ISO Board of Governors

**From:** Roger Collanton, Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary

**Date:** March 15, 2023

**Re: Decision to amend compensation for the ISO Board of Governors and Western Energy Imbalance Market Governing Body to compensate members for working group meetings**

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*This memorandum requires ISO Board of Governors action.*

## **Discussion**

The ISO Board of Governors and Western Energy Imbalance Market Governing Body (WEIM Governing Body) have, at times, found it necessary to form a “working group,” which is an informal subset of up to three members of the particular body, to address certain non-decisional matters, yet facilitate the work of the ISO Board of Governors or WEIM Governing Body. Membership in a working group requires additional time and effort of the members not previously contemplated. Management thus proposes a modest amendment to the compensation structure previously approved, to include an attendance fee for each meeting, subject to a quarterly limit.

Management proposes the following motions:

***Moved, that the ISO Board of Governors amends the ISO Board of Governors compensation, approved November 14, 2018, to include \$500 for attendance at a working group meeting, not to exceed a maximum of \$1500 per quarter, effective March 23, 2023.***

***Moved, that the ISO Board of Governors amends the Western Energy Imbalance Market Governing Body compensation, approved March 22, 2018, to include \$500 for attendance at a working group meeting, not to exceed a maximum of \$1500 per quarter, effective March 23, 2023.***

Currently, there is one working group for the ISO Board of Governors, and one contemplated for the WEIM Governing Body. The ISO Board of Governors formed a Communications working group, which meets with key ISO staff to provide timely and substantive guidance and support on significant company communication efforts. The WEIM Governing Body, meanwhile, is planning to form a WEIM Governing Body market expert working group, which will meet to facilitate initial direction and guidance to the Governing Body market expert. Each working group will consist of up to three ISO Board of Governors or WEIM Governing Body members, and will meet periodically, depending on the issues to be discussed.

The working group meetings were not contemplated in the current ISO Board of Governors and WEIM Governing Body compensation, which was last approved for each body in 2018. Management believes that a working group attendance fee of \$500 is adequate compensation for the additional time and effort to prepare for, attend and participate in each working group meeting. Management also believes that a limit of \$1,500 per member, per quarter, for working group attendance will be appropriate for the work performed, while helping ensure the amount of ISO Board of Governors and WEIM Governing Body compensation overall remains reasonable.

**CONCLUSION:**

Management's proposal will fairly compensate the ISO Board of Governors and WEIM Governing Body for time and effort expended in a working group. This proposal will serve the interests of the ISO and WEIM by facilitating these important working group efforts.