



California ISO

Open Meeting Policy
Version # ~~3-43~~.5

Effective ~~April 29, 2015~~ June 28, 2016

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REVISION HISTORY

VERSION NO.	DATE	SUGGESTED REVIEW DATE	REVISED BY	DESCRIPTION
1.0	04/23/1998	-	Board of Governors	Policy Adopted
2.0	03/26/2010	-	Board of Governors	Amended by Board of Governors
2.1	03/11/2011	3/11/2012	S. Karpinen	Updated ISO logo and made non-substantive changes
3.0	9/13/2012	9/13/2013	Board of Governors	Addition of out of scope items, addition of section on meetings and quorum, revision to location for viewing recordings in section 7.0, revision to number of public copies of meeting materials provided at the meeting, other non-substantive revisions to improve readability, general revisions to comply with new ISO standard policy format
3.1	1/8/2013	9/13/2013	G. Fisher	Correction to typographical error in section 2.0
3.2	6/18/13	7/10/14	S. Karpinen	Minor edits as part of the annual review process.
3.3	5/9/14	5/9/15	S. Karpinen	Minor edits as part of the annual review process.
--	11/14/14	--	S. Karpinen	Updated reference in Section 10.4 from Section 4 to Section 5
VERSION NO.	DATE REVIEW STARTED	EFFECTIVE DATE	REVISED BY	DESCRIPTION
3.4	3/18/2015	4/29/2015	S. Karpinen	Updated revision history table to match new standard. 2015 annual review – minor edits
<u>3.5</u>	<u>6/21/2016</u>	<u>6/28/2016</u>	<u>S. Karpinen</u>	<u>Updated to reflect coverage of Energy Imbalance Market Governing Body; administrative and other minor edits. Updated Copyright.</u>

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1.0 INTRODUCTION

The California Independent System Operator Corporation maintains open meeting standards and meeting notice requirements affording the public the greatest possible access consistent with other duties of the corporation.

2.0 SCOPE

This policy shall apply to all meetings of the ISO Board of Governors, the EIM Governing Body, and all standing, advisory, and ad hoc committees appointed by the Board of Governors.

This policy shall not apply to the attendance of a majority of the Board:

- 1) At a conference or similar gathering open to the public that involves a discussion of issues of general interest to the public as long as a majority of the ISO Board members in attendance do not discuss among themselves business of a specified nature that is within the subject matter jurisdiction of the Board, other than as it pertains to the public forum.
- 2) At a purely social or ceremonial occasion, if a majority of the members do not discuss among themselves business of a specific nature that is within the subject matter jurisdiction of the Board.
- 3) At an open and noticed meeting of a standing, advisory, or ad hoc committee of the Board if the members of the Board who are not members of the standing, advisory or ad hoc committee attend only as observers.

All formal actions taken by the Board, including any collective decision by the members of the Board, any collective commitment or promise by the members of the Board to make a positive or negative decision, and any actual vote on any motion, proposal, resolution, order or similar action, shall be taken by the Board in a properly-noticed open meeting or properly-noticed executive session meeting.

It is the intent of the Board to conduct its business and to establish its overall policies in open proceedings, except in the limited circumstances described in Section 10.0 of this policy.

3.0 ROLES AND RESPONSIBILITIES

3.1 Chair

The Chair shall be elected by the Board from among the members of the Board and shall preside over the meetings.

3.2 Accountability and Ownership

The Corporate Secretary, or his or her designee, is responsible for the annual review of this policy to ensure that it is aligned with best practices. Should substantive changes to this policy be required, the Corporate Secretary will seek Board approval of the proposed changes.

4.0 MEETINGS AND QUORUM

The Board shall meet at least once during each quarter of the fiscal year at such dates, times and places as the Board shall determine. The regularly scheduled meetings of the Board shall be established ~~for in advance of~~ each fiscal year ~~in advance~~. In addition to the quarterly meetings, additional regularly scheduled meetings shall be held at such times as ~~shall from time to time be~~ fixed by the Chair of the Board. Special meetings of the Board for any purpose may be called at any time by the President, the Chair, or by a majority of the governors then in office.

A quorum for any meeting of the Board shall be two-thirds of the governors then in office. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of governors, provided that any action taken is approved by the required number of governors, as specified in the bylaws. Two-thirds of the governors then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

5.0 NOTICES OF MEETINGS AND AGENDAS

Any member of the public may receive notices of meetings of the Board by submitting a request through the ISO website to be added to the "[Board of Governors, EIM Governing Body and Committees](#)" market notice distribution list.

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Any notice provided to the Board and to members of the public who have requested such a notice shall also be posted on the ISO website at substantially the same time as the delivery of the notice to the Board.

Notices of Board meetings shall be delivered six calendar days prior to the calendar day of a meeting if the notice is provided by first class mail, or four calendar days prior to a meeting if the notice is provided personally or by telephone, facsimile or electronic mail.

The ISO shall maintain a master calendar on the ISO website of all regularly scheduled meetings of the Board.

Each meeting notice shall include the items of business to be discussed.

Agenda items may be changed by any member of the Board up to two days before a meeting, and a revised notice will be posted on the ISO website at substantially the same time the revised notice is delivered to members of the Board and members of the public who have

requested such a notice. In the event of an emergency or a determination that there is an immediate need to take action on an item that comes to the attention of the Board or ISO management after this time, a revised notice will be posted on the ISO website as soon as practicable.

At any properly noticed open meeting the Board may vote to recess the meeting to another time and place to be designated and announced to the members of the public attending the meeting, prior to or at the time of the recess of such open meeting. At the reconvened meeting, the Board will conduct only that business previously noticed for the recessed meeting.

6.0 REGISTRATION AT MEETINGS

Except for compliance with security requirements for ISO facilities, no member of the public shall be required to register his or her name, provide any other information, complete a questionnaire or otherwise fulfill any other condition in order to attend an open meeting of the Board.

Members of the public who provide comment or testimony at an open meeting may be asked their name and corporate or governmental affiliation, if any, for proper recordation in the minutes of the meeting, but will not be required to provide such information in order to present their views at any Board meeting.

7.0 RECORDING OF MEETINGS

Members of the public are permitted to record open sessions of Board meetings with audio or video tape recorders, or still or motion picture cameras, provided that such recording can be made without noise, illumination, or obstruction of view that would constitute a persistent disruption of the proceedings.

If the ISO chooses to create a taped or filmed record of any open meeting, that record will be made available on the ISO website for at least 30 days following the date of the meeting.

8.0 AVAILABILITY OF MEETING MATERIALS

-To the extent practicable, the materials necessary for the Board to deliberate on matters requiring formal Board action will be delivered to the Board at the time of delivery of the notices described in Section 5.0. All written materials which are not privileged or confidential and which are submitted to the Board in connection with a matter subject to discussion or consideration at an open meeting will be made available to the public; this includes copies of any slide or similar presentations made to the Board at an open meeting. At least one copy of such materials will be available for inspection at the meeting and will be posted on the ISO's website, for a specified period, either on the evening prior to the meeting, on the day of the meeting (if the materials are not provided to the Board before the meeting), or on the day following the meeting if it is not feasible to post them beforehand. Materials provided to the

Board for teleconference meetings will be posted on the ISO website no later than the day of the meeting.

9.0 PUBLIC COMMENT

Members of the public will be given an opportunity to comment on any item on the agenda of an open meeting of the Board prior to or during the Board's consideration of the item.

The Chair of a meeting may adopt rules to limit the total amount of time allocated for public comment on particular issues and/or for each individual speaker.

10.0 EXECUTIVE SESSIONS

An executive session (which is a session that is closed to members of the public) may be called by the Board to consider the following matters.

10.1 Litigation

The Board may hold an executive session to confer with, or receive advice from, its legal counsel regarding pending litigation when discussion in open session concerning such matters would prejudice the ISO position in the litigation. For purposes of this section, litigation shall be considered pending when any of the following circumstances exist:

1. An adjudicatory proceeding before a court, an administrative body exercising its adjudicatory authority, a hearing officer, or an arbitrator, to which the ISO is a party, has been formally initiated.
2. A point has been reached where, in the ISO's opinion on the advice of its legal counsel, based on existing facts and circumstances, there is a significant exposure to litigation against the ISO.
3. Based on existing facts and circumstances, the Board is meeting only to decide whether an executive session is authorized pursuant to item 2 above.
4. Based on existing facts and circumstances, the ISO has decided to initiate or is deciding whether to initiate litigation.

The ISO legal counsel shall prepare and submit to the Board a memorandum stating the specific reasons for the executive session. If the executive session is pursuant to item 1 above, the memorandum shall include the title of the litigation. If the executive session is pursuant to items 2 or 3 above, the memorandum shall include the existing facts and circumstances on which it is based. The legal counsel shall submit the memorandum to the Board prior to the executive session, if feasible, and in any case no later than one week after the executive session. Unless the Board votes to waive the attorney-client privilege, the memorandum is exempt from disclosure.

For purposes of this provision, “litigation” includes any adjudicatory proceeding before a court, administrative body exercising its adjudicatory authority, hearing officer, or arbitrator.

The ISO recognizes that on matters for which discussion in open meetings is required under this policy, the ISO shall be deemed to have waived any attorney-client privilege otherwise available for such discussions. With respect to executive sessions, however, the circumstances set forth in this section constitute all bases on which an executive session may be called and no part of this policy constitutes a waiver of the ISO’s ability to invoke applicable provisions of the Evidence Code related to the attorney-client privilege for such discussions, except where actions of the Board constitute a waiver of such privilege.

10.2 Personnel

The Board may hold an executive session to consider the recruitment, appointment, employment, evaluation of performance, or dismissal of an ISO officer, employee, or external auditor, or to hear or discuss complaints or charges brought against an officer or employee, or against a Board member, by any other person, including other ISO personnel. The Board may also hold an executive session to discuss matters relating to salaries, salary schedules, or compensation paid in the form of fringe benefits.

10.3 Proprietary/Confidential/Security-Sensitive Information

The Board may hold an executive session when considering matters involving trade secrets or confidential or proprietary information, whether proprietary to the ISO or to any other person or entity, or when considering matters involving other information, the public disclosure of which is prohibited by law or would pose a threat to the safety or security of ISO facilities or the ISO controlled grid. The Board may also hold an executive session prior to the ISO entering into a business transaction, where public discussion of negotiating strategy, including price, terms or conditions, would prejudice ISO commercial interests.

10.4 Convening Executive Session

At any time during an open meeting, the Board may vote to adjourn the open meeting and reconvene in an executive session if at least a majority of the Board members present at such meeting vote in favor of such adjournment and reconvening, so long as such executive session has been properly noticed in accordance with Section 5 of this policy.

Prior to adjourning an open session and reconvening in executive session, the Board will announce the general nature of the item or items to be discussed in the executive session.

11.0 OTHER NOTICED MEETINGS

11.1 Teleconference Meetings

The Board may meet in open or executive session by teleconference, including conference telephone, electronic video screen communication or other similar equipment, so long as all governors participating in the meeting can hear one another.

Members of the public shall be permitted to access, listen to, and comment upon the portion of any teleconference meeting that is open to the public. In the notice of the meeting the public shall be provided with all information necessary to become part of the teleconference. Or, in the alternative, the ISO may choose to designate a location where the meeting shall be audible to the members of the public. In such an event, the notice for the meeting will describe the location for teleconference participation and a member of the Board or ISO management will be present at the location.

All votes taken at a teleconference meeting shall be taken by roll call.

11.2 Special Meetings

Other than a regularly-scheduled meeting, the President, the Chair or a majority of governors then in office may call a special meeting of the Board for any purpose. A notice of and agenda for such a special meeting will be provided in accordance with Section 5 of this policy.

12.0 MEETING PROTOCOL

12.1 Interruption of Meetings

In the event an open meeting is willfully interrupted by an individual or group that renders the orderly conduct of the meeting unfeasible and order cannot be restored by the removal of such persons, the Chair of the meeting may order the meeting room cleared and continue the meeting. However, members of the press, other than those participating in the disturbance, shall be allowed to attend any session that is closed under this provision.

12.2 Accessibility of Meetings

All general session meetings of the Board will be held in a location free of charge and accessible to all members of the public, including those with physical disabilities.

12.3 Emergency Meetings

In the case of an emergency situation where a work stoppage, crippling disaster or other activity severely impairs public health or safety, and when it is not practicable to convene a regular or special meeting of the Board, the President, the Chair or a majority of governors then in office may call an emergency meeting without providing the notices required under this policy.

In an emergency situation, the ISO will post the notice for the emergency meeting on the ISO website as soon as practicable before the meeting is to be held.

If prior notice of the emergency meeting cannot be given, following a general session meeting, the ISO will post the following information on the ISO website for a minimum of 10 days:

- the minutes of the meeting;
- a list of persons notified of the meeting; and
- a description of any roll call votes and other actions taken at the meeting.

13.0 DISCLAIMER

Nothing set forth in this policy shall establish a cause of action on the part of any person or entity for monetary damages or to invalidate any action of the Board claimed as a result of a violation of this policy.

14.0 COMMUNICATIONS

This policy will be posted on the ISO website. Substantive changes to this policy will occur by Board action which will be properly noticed pursuant to this policy.

15.0 COMPLIANCE

The Open Meeting Policy supports the ISO corporate core values of transparency and open communication. This policy also helps to ensure that the ISO is in compliance with its tariff and state law.

16.0 RESOURCES

Below is a list of additional resources that are relevant to this policy.

- [Board & Committees web page](#)
- [Bylaws](#)
- [Corporate Governance Principles](#)
- [Code of Conduct and Ethical Principles](#)
- [ISO Master Calendar](#)
- [Market Notice Request Form](#)

17.0 CONTACTS

For questions regarding this policy, please contact Stacey Karpinen, Assistant Corporate Secretary at skarpinen@caiso.com.

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18.0 APPROVAL

This policy has been reviewed and approved by:

Corporate Secretary and VP, General Counsel and Chief Compliance Officer:

Roger Collanton
Name

Signature on file
Signature

4/29/2015
Date

Board Approval Required