



Position Specification
**Independent Non-Executive Board of Governors Member
(CAISO)**

October 2022



POSITION SPECIFICATION

Position	Independent Non-Executive Board of Governors Member
Organization	California Independent System Operator (CAISO)
Location	Folsom, CA
Website	www.caiso.com

COMPANY BACKGROUND

The California ISO is a non-profit public benefit corporation incorporated in May 1997 that is responsible for the reliable operation of the CAISO controlled grid consisting of transmission grid assets owned by participating transmission owners across California and the West region. These transmission grid asset owners include Southern California Edison Company, Pacific Gas & Electric Company, San Diego Gas and Electric Company, the Cities of Vernon, Pasadena, Anaheim, Azusa, Banning, and Riverside, California, Atlantic Path 15 LLCV, Startrans IO, LLC, Trans-Bay Cable LLC and, with regard to Path 15 transmission lines in California, the Western Area Power Administration and the Sierra Nevada Region. The CAISO also operates a spot power market for the day ahead and real-time power markets in this region.

The CAISO is the Reliability Coordinator (RC) of record for 42 balancing authorities and transmission operators in the western United States, which is known as RC West. As an RC, RC West oversees grid compliance with federal and regional grid standards and can determine measures to prevent or mitigate system emergencies in day-ahead or real-time operations.

The CAISO is a balancing authority. In this role, the CAISO interacts with other neighboring balancing authorities in the western United States, Canada and Mexico to ensure reliable operation of the Western Interconnection. As the impartial grid operator, the CAISO has no financial interest in any market participant and assures diverse resources have equal access to the transmission network and markets used to balance the flow of electricity and to meet mandatory reliability requirements.

The CAISO also operates the Western Energy Imbalance Market (known as the WEIM), which is a real-time market operating throughout the western interconnection that allows participants to buy and sell power close to the time electricity is consumed and gives system operators real-time visibility across neighboring grids. The result of this real-time market operation is improvement in balancing power supply and demand at a lower cost of the region and its market participants. The WEIM also manages congestion on transmission lines to maintain grid reliability and supports integrating renewable resources.

INDEPENDENT NON-EXECUTIVE BOARD OF GOVERNORS MEMBER AT CAISO

Scope of Responsibilities for the CAISO Board of Governors

The Board’s role is to confirm and maintain corporate direction, to annually review and approve management’s strategic plans and the CAISO operating and capital budgets (as recommended by the President and Chief Executive Officer), define limitations, and monitor performance against objectives and limitations. In fulfilling this role, the Board will regularly



review corporate objectives to ensure they remain responsive to the changing business environment in which the CAISO operates.

The role of a Board of Governors member requires a significant time commitment. A new member should expect that this will approximately equate to a $\frac{1}{4}$ time position, particularly in the first year of service as the new member becomes familiar with the intricacies and details of CAISO's operations. While increasing familiarity with these details may reduce the time commitment after a certain period, the time required to properly prepare for the board meetings is substantial and requires a true commitment by Board members.

The Board, using its independent judgment, is responsible for balancing commercial and public policy objectives to ensure that the CAISO is operated in a sound commercial manner, while at the same time fulfilling the public policy responsibilities assigned to it as a California nonprofit public benefit corporation created under state law. In fulfilling its responsibilities, the Board should also consider the interests that employees, customers, and stakeholders, such as governmental authorities, market participants, vendors and communities, may have in the CAISO. In addition to these general duties and responsibilities, the Board is specifically responsible for the oversight functions described in the sections below.

1. Strategic Planning and Budgeting

- a. Providing input to management on trends and issues affecting the business and affairs of the CAISO and acting as a resource to management where appropriate.
- b. Ensuring that an appropriate strategic planning process is in place to develop, review, and revise plans that are intended to support the achievement of the CAISO mission. These plans should take into account, among other things, the opportunities and risks of the business.
- c. Reviewing and approving the CAISO strategic plans, financial objectives, plans and actions, including annual operating and capital budgets and material new project proposals.

2. Monitoring Corporate Performance

- a. Monitoring corporate performance against the objectives set in the strategic and business plans and operating and capital budgets.

3. Approving Material Transactions

- a. Reviewing and approving material transactions not in the CAISO's ordinary course of business or exceeding dollar-value or other limitations established by the Board.
- b. Reviewing and approving material changes to the CAISO executive compensation and employee benefits plans.
- c. Reviewing and approving material changes to the terms and conditions of service approved by the CAISO under its FERC-approved tariff or approved by other governmental agencies with jurisdiction over CAISO affairs.

4. Risk Assessment and Internal Controls

- a. Ensuring that appropriate systems are in place and in use to identify, manage and monitor principal risks of the CAISO business.
- b. Ensuring, through Management, the adequacy and integrity of the CAISO internal control systems.

5. Assessing Compliance with Policies, Standards and Regulatory Requirements

- a. Assessing compliance with appropriate policies, standards and regulatory requirements to ensure that the CAISO operates at all times:



- i. with the highest ethical standards and in full compliance with laws and regulations of general application;
- ii. in accordance with applicable auditing and accounting principles and CAISO governing documents, including but not limited to the CAISO Code of Conduct and Ethical Principles;
- iii. in accordance with Board-approved policies; and
- iv. in compliance with the regulatory requirements applicable to the CAISO as a public utility subject to the jurisdiction of the Federal Energy Regulatory Commission.

6. Selection and Review of Management

- a. Selecting, monitoring, and evaluating at least annually, and if necessary replacing, the President and Chief Executive Officer.
- b. Providing advice and counsel to the President and Chief Executive Officer.
- c. Providing advice to the President and Chief Executive Officer regarding the selection and review of other members of senior management.
- d. Appointing corporate officers upon the recommendation of the President and Chief Executive Officer and other corporate officers.
- e. Reviewing and approving compensation of the President and Chief Executive Officer and other corporate officers.
- f. Ensuring that adequate provision is made for management succession for the President and Chief Executive Officer and vice presidents. The President and Chief Executive Officer shall engage with the Board annually regarding succession planning for executives.

7. Market Monitoring Oversight

- a. Overseeing the CAISO Department of Market Monitoring on all matters related to its core monitoring duties, which are defined in the CAISO FERC-approved tariff.
- b. Approving the termination of employment of the Executive Director of the Department of Market Monitoring.

8. Effective and Appropriate Communications

- a. Ensuring the CAISO has in place appropriate policies and procedures to enable it to communicate effectively with employees, state and federal legislative and executive staff, regulators, other stakeholders and the public, and to ensure prompt and appropriate reporting of its financial results and other material developments.

9. Governance

- a. Assuming responsibility for the Board governance and disclosure practices.
- b. Monitoring developments in corporate governance and directing corporate practices to be altered to conform with leading best practices.
- c. Appointing committees of the Board and approving their charters.
- d. Annually assessing the Board's effectiveness, as well as that of each Board committee in fulfilling designated responsibilities, and identifying and addressing requirements with respect to skill, abilities and succession.



THE BOARD SELECTION PROCESS

The Board Selection Process is a formalized procedure for providing a list of qualified appointment recommendations to the Governor's office described in significant detail in a policy document which can be viewed in its entirety with this link:

[BOARD-SELECTION-POLICY.PDF \(CAISO.COM\)](#)

PROFESSIONAL EXPERIENCE AND EXPERTISE

The Board Nominee Review Committee (see Board Selection Process in the preceding paragraph) is seeking Board members with broad expertise in one, or more, of the following areas:

Regulatory/Government/Legal

- Candidates with this expertise might include retired executives with regulatory experience and exposure, former PUC members, or other executive or local officials with a regulatory background.

Policy/Federal or State Regulatory Expertise

- Candidates with this expertise might include retired public utility commissioners, senior policy professionals, government and regulatory affairs professionals, as well as NGO and consumer advocacy professionals, unaffiliated with any market participants, ideally with emphasis in the Western Interconnect.

Commercial Markets and Trading and Associated Risk Management Expertise

- Candidates with this expertise might include present or former financial exchange professionals, present or former commodity trading company professionals; professionals or attorneys with extensive antitrust backgrounds; or consultants with relevant experience.

Market Design/Market Mechanics/Market Monitor Expertise/Game Theory

- Candidates with this expertise might include senior market/commodity utility professionals, academics or consultants with relevant energy markets experience.

Technology/Cybersecurity/IT Systems (as mission critical backbone)

- Candidates with this expertise might include experts in any or all areas of IT Systems and Cyber Security.

General Corporate/Legal/Financial Expertise

- Candidates with this expertise might include present or former management consultants or service industry professionals; present or former chief executives, chief financial officers; chief legal officers or chief information officers; present or former national law firm partners, present or former senior professionals of financial institutions.

Electric Transmission Systems Operations Expertise

- Candidates with this expertise might include former electric utility senior professionals who are currently unaffiliated with any market participant as described above; present or former senior professionals of electric power reliability councils; present or former



senior professionals from power pools, ideally with emphasis in the Western Interconnect.

Additional Areas of Expertise

- Senior executive experience in public interest organizations will be considered under any areas described provided the candidate otherwise has the relevant background.
- Retired senior executive of an independent power producer with relevant experience in the California market.

All potential candidates must possess a proven reputation for excellence in their areas of expertise, and optimally should contribute to the diversity of the ISO Board of Governors members.

PERSONAL CHARACTERISTICS

- Cultural fit with the Board and value proposition of CAISO including a strong mission-based philosophy.
- Strategic vision: views situations from different perspectives to discern alternative scenarios.
- Active, participative style; will advance views in an assertive yet supportive manner; non-political with no personal agenda.
- Respectful of other directors and management.
- Emotionally resilient, forward-thinking.
- Sound judgment, broad perspective using critical thinking and is intellectually inquisitive.
- Impeccable integrity, outstanding reputation, collaborative and thoughtful.
- Commitment to be a fully engaged, productive board member.
- The CAISO Board of Governors seeks candidates with a broad diversity of experience, professions, skills, geographic representation and background.

CANDIDATE INDEPENDENCE REQUIREMENTS

- CAISO cannot consider candidates who are employed by or provide consulting services to any entity (or person) that:
 - Is engaged in the generation, transmission, marketing, trading or distribution of electricity within the geographic area of the Western Electric Coordinating Council;
 - Holds any financial interest that would be prohibited by [18 C.F.R section 35.34 \(j\)\(1\)\(i\)](#) (a list of prohibited investments is available on request); or
 - Has another actual or perceived conflict of interest that would be prohibited by the [CAISO Code of Conduct and Ethical Principles](#).
- CAISO may not consider a candidate who has a prohibited relationship, financial interest, or other conflict unless the candidate commits to promptly end any



prohibited relationship before the candidate becomes a member of the CAISO Board of Governors.

Candidates should consider the following information when determining potential conflicts of interest:

Do you or your Immediate Family have a prohibited Financial Interest?

Financial Interest means:

- i. any ownership or investment interest of yours or your Immediate Family in a prohibited investment (stocks and bonds issued by Market Participants) but does not include defined-benefit pensions provided by a market participant, or mutual funds or other similar passive investments that are not concentrated in market participants;
- ii. any compensation paid to you by any Market Participant;
- iii. any compensation paid to your Immediate Family by any Market Participant that constitutes an economic interest of ten percent (10%) or more of your Immediate Family's net income;
- iv. any ownership, compensation paid, or investment interest of yours or your Immediate Family in any entity that does business with the CAISO if the amount of the ownership interest or income constitutes ten percent (10%) or more to you or your Immediate Family's net worth or net income, as applicable; or
- v. any ownership, compensation paid, or investment interest of yours or your Immediate Family in any entity with which CAISO is negotiating a transaction or arrangement that constitutes an economic interest of ten percent (10%) or more to you or your Immediate Family's net worth or net income, as applicable.

Immediate Family means your spouse, registered domestic partner, dependent children, or any person over whom you have legal control.

Do you serve as an employee, director, attorney or consultant for any entity that is engaged in the generation, transmission, marketing or distribution of electricity within the geographic area of the Western Electricity Coordinating Council, or intends to do so in the near future?

Do you have an Affiliation involving an employee or other representative of a Market Participant (actual or potential) or other stakeholder of the CAISO?

Affiliation means any immediate family, friendship, or other close relationship, association or organized connection that could cause an independent observer to question your ability to perform your responsibility as a CAISO Governing Board Member in an unbiased manner, conclude that your independence could be impaired, or question the objectivity or integrity of the WEIM.

A **“potential” Market Participant** is an entity that has taken a significant step, such as making a substantial financial commitment, showing its intent to become a Market Participant in the foreseeable future.

Any questions regarding potential conflicts of interest should be directed to Korn Ferry representatives as soon as possible for further consultation.



2023 CAISO BOARD OF GOVERNORS MEETING SCHEDULE

The 2023 regularly scheduled meetings of CAISO Board of Governors are continuously updated and can be viewed with the following link:

<http://www.caiso.com/Documents/Board-Governors-WEIM-Governing-Body-Committees-Meeting-Schedule.pdf>

CAISO BOARD OF GOVERNORS COMPENSATION

The compensation to Board members for their service to the California ISO, is as follows:

- The standard annual retainer paid to a Governor shall be \$40,000, paid in accrued quarterly installments, commencing with payment for the accrued quarterly installment for the 1st quarter of each term;
- A fee of \$1,000 shall be paid for each day of participation at a noticed in- person Board meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference Board meeting;
- A fee of \$1,000 for each meeting day shall be paid for time spent preparing for a noticed in-person Board meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference Board meeting;
- A fee of \$1,000 shall be paid for each day of participation at a noticed in- person Board Committee meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference Board Committee meeting;
- A fee of \$1,000 for each meeting day shall be paid for time spent preparing for a noticed in-person Board Committee meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference Board Committee meeting;
- Governors who are not also Committee members will not be compensated for optional attendance at a Committee meeting;
- A fee of \$1,000 shall be paid for each day of in-person participation at CAISO-sponsored stakeholder events where the Chief Executive Officer specifically requests Governor attendance;
- A fee of \$1,000 shall be paid to new Governors for participation in each day of the CAISO's Board member orientation process;
- Reasonable expenses associated with in-person or teleconference meetings shall be reimbursed;
- Governors who attend meetings or events as representatives of the Board, including ISO/RTO Council meetings and other electric utility or power industry meetings, at the request of the Chair or CAISO Management in consultation with the Chair, are not eligible for compensation but shall be eligible for reimbursement of reasonable expenses, as deemed appropriate and approved by the Chair of the Board;
- Governors shall be eligible for conference fees and reasonable expenses associated with seminars, training and conferences related to corporate governance or best



practices for Governing Boards, deemed appropriate and approved by the Chair of the Board; and

- Reimbursements for reasonable expenses, as set forth above, shall be in compliance with the CAISO Travel Policy for Governors.

CURRENT BOARD MEMBERS

Ashutosh Bhagwat

Gov. Gavin Newsom reappointed Ashutosh Bhagwat on March 4, 2020 to a fourth term to the California Independent System Operator Board of Governors that expires on December 31, 2022.

Mr. Bhagwat is Professor of law at the University of California at Davis School of Law. From 1994 to 2011, he served as Professor of law at the University of California, Hastings College of the Law in San Francisco. He has taught courses in antitrust, regulated industries, administrative and constitutional law. From 1992 to 1994, he was an associate at the law firm of Sidley & Austin. He also served as a law clerk to U.S. Supreme Court Justice Anthony Kennedy (1991-1992) and Judge Richard Posner of the U.S. Court of Appeals, Seventh Circuit (1990-1991).

Mr. Bhagwat received his undergraduate degree from Yale University, graduating summa cum laude with Honors in History in 1986. He was awarded a Juris Doctor with Honors degree in 1990 from the University of Chicago Law School, where he was the Articles Editor of the University of Chicago Law Review.

Mr. Bhagwat has published books and articles on a wide variety of subjects, ranging from the structure of constitutional rights, to free speech law, to the California electricity crisis. He often speaks at conferences on constitutional law issues.

Severin Borenstein

Severin Borenstein was reappointed to the California ISO Board of Governors on January 6, 2022. His term will expire on December 31, 2024. Mr. Borenstein was confirmed by the California Senate on August 17, 2022.

Mr. Borenstein is E.T. Grether Professor of Business Administration and Public Policy at the Haas School of Business, and Faculty Director of the Energy Institute at Haas, at University of California Berkeley. He is also director emeritus of the University of California Energy Institute. His research focuses on business competition, strategy, and regulation, and he has published extensively on the electricity markets. Mr. Borenstein is also a research associate at the National Bureau of Economic Research in Cambridge, MA. His current research projects include the economics of renewable energy, economic policies for reducing greenhouse gases, and alternative models of retail electricity pricing.

Mr. Borenstein's awards and recognitions include the 2005 Distinguished Service Award from the Public Utility Research Center at the University of Florida; the Power Association of Northern California's 2014 Achievement Award; the Industrial Organization Society's 2015 Distinguished Fellow Award; and the International Association for Energy Economics' 2015 Award for Outstanding Contributions to the Profession.

Mr. Borenstein received his undergraduate degree from UC Berkeley and a Ph.D. in Economics from M.I.T.



Angelina Galiteva

Gov. Gavin Newsom reappointed Angelina Galiteva, of Fountain Valley, on March 4, 2020 to a fourth term on the California Independent System Operator Board of Governors that expires on December 31, 2022.

Ms. Galiteva is currently President for NEOptions, Inc., a renewable energy and new technology product design and project development firm. Her industry experience includes serving as Executive Director of the Los Angeles Department of Water and Power and head of its Green LA, Environmental Affairs and New Product Development Organization. While at the municipal utility, she was responsible for strategic positioning and the environmental compliance departments. Her career includes working with the California ISO and Power Exchange on their initial launches and she also worked as a power analyst for the New York Power Authority.

Ms. Galiteva graduated from Pace University School of Law with a Juris Doctor degree in 1993 and a LL.M. degree in 1994 in Environmental and Energy Law. She specialized in electric utility strategic policy analysis and decision-making focusing on pending industry transition and deregulation issues.

Ms. Galiteva works to advance the deployment of renewable energy and distributed energy technologies worldwide. She also serves as Chairperson of the World Council for Renewable Energy, where she is one of the spokespersons, among other duties.

Mary Leslie

Gov. Gavin Newsom reappointed Mary Leslie to the California Independent System Operator Board of Governors in February 2021, for a term that expires on December 31, 2023.

Ms. Leslie has served as president of Los Angeles Business Council since 2001, growing the council into a prominent organization that works with business, government, and non-profit organizations to enact policies and programs that strengthen Los Angeles' economy and quality of life. She also currently serves on the LA Sustainability Leadership Council, UCLA Advisory Committee for the Luskin Center for Innovation, LA Cleantech Incubator, and is a member of the Pacific Council of International Policy.

Ms. Leslie was deputy mayor for the City of Los Angeles under Mayor Richard Riordan and a Los Angeles Department of Water and Power Commissioner under Mayor James Hahn. She was previously deputy director of the U.S. Small Business Administration and executive director of the California Economic Development Commission.

Ms. Leslie earned a bachelor's degree from University of Santa Clara, and a master's degree in Public Administration from the University of Southern California. She also attended the Executive Management Program at the UCLA Anderson School of Management.

Jan Schori

Jan Schori was appointed to the California ISO Board of Governors on February 8, 2021. Her term will expire on December 31, 2024. Ms. Schori was confirmed by the California Senate on August 17, 2022.



Ms. Schori brings an impressive record of executive leadership in the electric utility industry, particularly in the areas of public policy, operations, and reliability expertise to the California Independent System Operator.

She began her professional career with Sacramento Municipal Utility District (SMUD) as an attorney in 1979. Ms. Schori spent 15 years on the legal team at SMUD and held the role of General Counsel and Secretary for six years.

In 1994, Ms. Schori was promoted to general manager and chief executive officer and held that role for more than 14 years, making her the longest serving CEO in SMUD's history. During her tenure as CEO, SMUD earned a reputation for renewable energy commitment, strong energy efficiency programs, and was ranked first in the country for commercial customer satisfaction by JD Power & Associates.

After retirement from SMUD, Ms. Schori was elected in 2009 to the North American Electric Reliability Corporation (NERC) board as an independent trustee. NERC is responsible for setting and enforcing standards to ensure the reliability of the US and Canadian bulk power grid. She served for 12 years, including as chair of the Nominating, Finance and Audit, Compliance, and Corporate Governance/Human Resources Committees, and the Technology/Security and Enterprise Risk Committees.

While at SMUD, she chaired the American Public Power Association (APPA), the Large Public Power Council, the California Municipal Utilities Association (CMUA), and the Business Council for Sustainable Energy, and served on the Board of the Alliance to Save Energy.

Subsequent to retiring, she chaired Valley Vision, a civic leadership nonprofit organization focused on improving the quality of life in the Sacramento region, and served on the boards of CalCEF Ventures and CalCEF Innovations, which are involved in the advancement of clean energy technologies and financial products. She continues to serve on the Climate Action Reserve (CAR) Board of Directors as a board and executive committee member and Audit Committee chair. CAR develops protocols and tracks greenhouse gas reduction projects and has been certified by the California Air Resources Board (CARB) as an independent registry for AB 32 compliance credits

For all Candidate Communication or Referrals please contact Korn Ferry directly:

KORN FERRY CONTACTS	
<p>Shelly Fust Senior Client Partner Los Angeles, CA 90067 (310) 843-4145 (Direct) (310) 567-4501(Mobile) shelly.fust@kornferry.com</p>	<p>Peter Bogin Senior Client Partner 200 Park Avenue, 33rd Floor New York, NY 10166 (347) 585-8794 (Cell) peter.bogin@kornferry.com</p>
<p>Ava Villegas Project Coordinator 1900 Avenue of the Stars Suite 2600 Los Angeles, CA 90067 (310) 843-4143 (Direct) ava.villegas@kornferry.com</p>	