

GENERAL SESSION MINUTES

ISO BOARD OF GOVERNORS MEETING

July 17, 2024

ISO Folsom Campus / Hybrid

July 17, 2024

The ISO Board of Governors convened the general session meeting at approximately 2:30 p.m. and the presence of a quorum was established.

ATTENDANCE

The following members of the ISO Board of Governors were in attendance:

Jan Schori, Chair
Severin Borenstein, Vice Chair
Joseph Eto
Angelina Galiteva
Mary Leslie

GENERAL SESSION

The following agenda items were discussed in general session:

PUBLIC COMMENT

No public comment was offered at this time.

DECISION ON THE GENERAL SESSION MINUTES

Governor Galiteva moved for approval of the ISO Board of Governors general session minutes for the June 12, 2024, meeting. The motion was seconded by Governor Leslie and approved 5-0.

CEO REMARKS

Elliot Mainzer - President and CEO, provided an overview of key topics in his CEO report which included the following: Grid performance during the July heat wave; interconnection process enhancements track 2 FERC filing; extended day-ahead market implementation activities; energization of the TEN West Link transmission line; West-Wide Governance Pathways Initiative update; upcoming Stakeholder Symposium; updated version of the 20-Year Transmission Outlook; highlights from the White House Grid Modernization Summit; and launch of the new ISO website. Brief discussion followed.

WEM GOVERNING BODY CHAIR REPORT

Robert Kondziolka – Chair of the WEM Governing Body provided highlights from the June

20, 2024, Governing Body meeting, which included the following: decision on WEM Governing Body nominations resulting in the reappointments of members Robert Kondziolka and Rebecca Wagner; the election of Robert Kondziolka to serve as Chair and Rebecca Wagner to serve as Vice Chair of the Governing Body effective July 1, 2024, through June 30, 2025; and outreach meeting with Idaho Public Utilities Commission. Chair Kondziolka concluded by noting the Governing Body's focus over the next year, which includes continued support of the Western EIM and the development and promotion of the extended day-ahead market.

DECISION ON ADDENDUM 1 OF THE 2023-2024 TRANSMISSION PLAN

Robert Sparks – Senior Manager, Regional Transmission - South, presented Management's recommendation for Board approval of two reliability-driven projects as a proposed addendum to the 2023-2024 Transmission Plan. Mr. Sparks highlighted the findings of the assessment, noting the reliability need and associated costs with building the projects. Mr. Sparks concluded by noting that stakeholders generally supported the proposed addendum with no one opposed.

Public comment

There was no public comment offered at this time.

Motion

Governor Eto:

Moved, that the ISO Board of Governors approve Addendum 1 to the 2023-2024 Transmission Plan for the approval of the following two reliability-driven projects as described in the memorandum dated July 10, 2024:

- ***Short Circuit Mitigation for Imperial Valley 230 kV Circuit Breakers Project***
- ***Short Circuit Mitigation for Miguel 230 kV Circuit Breakers Project***

The motion was seconded by Governor Leslie and approved 5-0.

DECISION ON WEM GOVERNING BODY AND ISO BOARD OF GOVERNORS COMPENSATION

Greg Fisher – Lead Counsel, presented Management's recommendation to modify the WEM Governing Body and ISO Board of Governors compensation. Mr. Fisher first noted that the Governance Review Committee requested a review of the Governing Body's compensation to ensure it was meeting the requirements that were established through the governance process. Mr. Fisher noted that based on a recent independent compensation survey of all ISOs and RTOs, the overall compensation is below the market rate therefore Management recommends increasing the annual retainer for both the Board and Governing Body by \$10,000 effective July 1, 2024, which with the increase will still be 25% below market compared to other similar organizations. Discussion ensued.

Public comment

There was no public comment offered at this time.

Motion – WEIM Governing Body compensation

Chair Schori:

Moved, that in accordance with Article IV, Section 6 of the bylaws, the ISO Board of Governors hereby modifies the compensation to WEM Governing Body members for their service to the California ISO, effective July 1, 2024 as follows:

- ***The standard annual retainer paid to a Governing Body member shall be \$50,000, paid in accrued quarterly installments, commencing with payment for the accrued quarterly installment for the 3rd quarter of 2024;***
- ***A fee of \$1,000 shall be paid for each day of participation at a noticed in-person WEIM Governing Body meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference Governing Body meeting;***
- ***A fee of \$1,000 for each meeting day shall be paid for time spent preparing for a noticed in-person Governing Body meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference Governing Body meeting;***
- ***A fee of \$1,000 for each meeting day shall be paid to the non-voting Governing Body member for each day of participation a noticed in-person DMM Oversight Committee meeting, and a fee of \$500 for each day of participation at a noticed teleconference DMM Oversight Committee meeting;***
- ***A fee of \$1,000 for each meeting day shall be paid to the non-voting Governing Body member for time spent preparing for a noticed in-person DMM Oversight Committee meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference DMM Oversight Committee meeting;***
- ***A fee of \$500 for attendance at a working group meeting, not to exceed a maximum of \$1500 per quarter.***
- ***A fee of \$1,000 shall be paid to the Chair (or Chair's designee) for each day of participation at a noticed in-person Board of Governors meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference Board of Governors meeting;***

- *A fee of \$1,000 for each meeting day shall be paid to the Chair (or Chair's designee) for time spent preparing for a noticed in-person Board of Governors meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference Board of Governors meeting;*
- *A fee of \$1,000 shall be paid for each day of in-person participation at ISO-sponsored stakeholder events where the Chief Executive Officer or Chair of the Board of Governors specifically requests the Governing Body member's attendance;*
- *A fee of \$1,000 shall be paid to new Governing Body members for each day of participation in the ISO's Governing Body member orientation process;*
- *A fee of \$1,000 shall be paid to new Governing Body members for time spent preparing for each day of participation in the ISO's Governing Body member orientation process;*
- *Reasonable expenses associated with in-person or teleconference meetings shall be reimbursed;*
- *Governing Body members who attend meetings or events as representatives of the Governing Body, including ISO/RTO Council meetings and other electric utility or power industry meetings, at the request of the Chair of the Governing Body or ISO 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 Governing Body;*
- *Governing Body members 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 Governing Body; and*
- *Reimbursements for reasonable expenses, as set forth above, shall be in compliance with the ISO Travel Policy for Governors.*

The motion was seconded by Vice Chair Borenstein and approved 5-0.

Motion – ISO Board of Governors compensation

Vice Chair Borenstein:

Moved, that in accordance with Article III, Section 16 of the bylaws, the ISO Board of Governors hereby modifies the compensation to Board members for their service to the California ISO, effective July 1, 2024 as follows:

- *The standard annual retainer paid to a Governor shall be \$50,000, paid in accrued quarterly installments, commencing with payment for the accrued quarterly installment for the 3rd quarter of 2024;*
- *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 ISO-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 ISO's Board member orientation process;*
- *A fee of \$1,000 shall be paid to new Governors for time spent preparing for each day of participation in the ISO's Board member orientation process;*
- *A fee of \$500 for attendance at a working group meeting, not to exceed a maximum of \$1500 per quarter;*
- *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 ISO 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 ISO Travel Policy for Governors.***

The motion was seconded by Chair Schori and approved 5-0.

INFORMATIONAL REPORTS

There were no comments on the informational reports.

FUTURE AGENDA ITEMS

There were no future agenda items.

ADJOURNED

There being no additional general session matters to discuss, the general session was adjourned at approximately 3:00 p.m.