



Operating Committee Charter

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Section 1: Purpose

The Operating Committee (OC) is a standing committee under the Northwest Power Pool Agreement (Agreement) that strives to promote reliability through cooperation amongst the various member organizations across the Western Interconnection.



The Charter of the OC is intended to serve as a guide for how the OC operates, consistent with the Agreement. Should there be a conflict between the Charter and the Agreement, the Agreement shall always be the rule.

Section 2: Operating Committee Functions

Consistent with the Purpose of the Agreement and Obligations of the OC Members, the OC function is to¹;

- Foster coordination among entities operating in the NWPP Interconnected Area in order to collectively achieve reliable operation. This responsibility shall not conflict with the responsibility of the individual OC Members to carry out their own operations within their respective areas,
- Foster communication and exchange of information concerning operating conditions among Electric Systems operating in the NWPP Interconnected Area,
- Provide for the timely collection, coordination and dissemination of system operating data among Electric Systems operating in the NWPP Interconnected Area,
- Promote exchange of information and expertise among OC Members by sponsoring technically focused subcommittees as appropriate,
- Set forth operating reliability criteria and obtain agreement of the OC Members to make all reasonable efforts to operate their respective systems in conformance with such criteria,
- Develop and promote appropriate reliability programs that facilitate and coordinate the reliable operation of electric generation and transmission facilities in the NWPP Interconnected Area, and
- Coordinate with the TPC, the RSGC, and the CG on those operating matters where an interrelationship exists.

Section 3: Membership

Membership Eligibility

Section 5.2: OC Members of the Agreement specifies those entities which are eligible for membership on the OC, each entity's rights and obligations of membership. This section further

¹ Northwest Power Pool Agreement, Conformed Copy as Updated May 24, 2024, Article V: Operation Committee, Section 5.1 pgs 5-6



addresses the assignment of entity representation, and the responsibilities in representing their organization as a participant on the OC.

Representative Appointment

The OC shall consist of one Representative from each OC Member.² Each entity may appoint up to two Alternate OC Representatives to be available in the case that the Primary OC representative is not available.

Each entity may appoint one OC Observer to be included in correspondence but not fill an official role of decision making.

Representative Expectations

When attending meetings and participating in voting, Primary and Alternate Representatives are expected to be decision makers representing their entities. Primary OC Representatives are expected to participate in each scheduled OC meeting in-person, or by electronic conferencing where possible. Alternate OC Representatives shall be expected to participate when the Primary OC is unavailable.

Change of OC Representative

Any OC Member may change its OC Representative by providing written notice to the OC Chair.³ Members can contact the OC Chair directly or reach out to Western Power Pool staff (WPP staff) who administrate the OC Roster and copy the OC Chair. WPP Staff will ensure that the OC Chair is provided the written notification of any change in membership. WPP Staff will ensure that the committee roster is maintained and up to date with the list of representatives and their contact information.

Section 4: Meetings

Section 5.4.1: General of the Agreement addresses how OC meetings are to be scheduled:

“Regular OC meetings shall be held according to meeting schedules established by the OC. Special meetings may be called from time to time at the request of three or more OC Members. Regular meetings may be canceled by the OC Chair, after consultation with the OC Members. A notice and agenda of all meetings of the OC, stating the time and place, shall be given to each OC Member at least two weeks prior to the date of the meeting, with notice to be delivered by means approved by the OC. The notice period may be shortened if the OC Chair or OC Vice-Chair determines that a meeting on shorter notice is needed to respond to an unusual operating condition.”

The Committee Charter further designates regular OC meetings to occur on the first Wednesday of each quarter in February, May, August and November of each calendar year. Meetings will be hybrid style meetings that include both in-person and electronic conferencing. At least one

² Ibid., Section 5.3.1: General, pg.7

³ Ibid., Section 5.5: Change of OC Representative, pg.8



regular OC meeting may be held in the Rocky Mountain or Desert Southwest area each year. Those meetings will be coordinated with a local host member in that area.

Future meetings will be discussed at each OC meeting, with the schedule extending out one year. Meeting notices will be sent out to all members in advance, and registration will be open for meeting attendance no less than one month before the scheduled meetings. Meeting agendas, minutes, and other material will be posted for download from the Operating Committee Workgroup on the Western Power Pool website platform, www.westernpowerpool.org, maintained by the WPP. WPP Staff will manage and update material for the meetings, as needed. WPP staff will contact all members via email and through the platform for all special meetings and announcements.

Quorum

At any OC meeting, a majority of all OC Members shall constitute a quorum for transactions of business.⁴

Voting

Each OC Member, through its designated OC Representative, shall be entitled to one vote on matters put forth at an OC meeting. Actions shall require an affirmative vote of 2/3 (two-thirds) of the OC Members present (with nay votes to be noted); provided, however, that in determining whether the two-thirds requirement has been met, only affirmative and negative votes will be counted.⁵ Abstentions have no effect on the calculation of votes.⁶ Those voting in the minority are encouraged to submit a position statement as part of the record.

The Chair may elect to count voting by voice vote, roll call vote, electronic (e-mail) vote, or by unanimous consent.

Guests

The OC is a closed committee, and its meetings are open only to named member representatives; however, guests may participate under approval by the Chairman, and at the request of a sponsoring member representative if the guest has business with the Committee. The Chairman may also approve guests for presentations or special requests for relevant OC Committee discussion topics. The OC Chair reserves the authority to request guests to leave for any part of the meeting that discusses sensitive or confidential information.

Action without a Meeting

In times where the OC has a restrictive timeline to address action items before a regularly scheduled meeting, and where there is not enough time to schedule a special meeting, the OC chair may elect to request a special e-mail ballot. In such cases, WPP staff will reach out to all

⁴ Ibid, Section 5.4.2: Quorum, pg.8

⁵ Ibid, Section 5.4.3: Voting, pg.8

⁶ Roberts Rules of Order The Modern Edition 1989, pg.79; Roberts Rules of Order Newly Revised in Brief, Robert, Honemann, Balch, Seabold and Gerber, pg.24



representatives of the OC and conduct the e-mail vote on behalf of the Chair, and report back to membership of the results of the ballot within the next scheduled working day.

Section 5: Officers and Executive Committee

Officers

The Officers of the OC shall be as follows:⁷

- OC Chair
- OC Vice-Chair

According to the Agreement:

“The OC Chair and OC Vice-Chair each may be either an OC Representative or an employee or consultant of the Service Corporation designated by the OC. These officers shall be elected by a majority vote of the OC Members present on the date of the election of officers and shall hold office for the lesser of two years or until their successors are duly elected. The OC Chair shall preside over all meetings of the OC, call special meetings as needed and perform duties that may be required by the OC. In the absence of the OC Chair, the OC Vice Chair shall perform the duties of the OC Chair.”

WPP shall assign at least one permanent staff member to assist the Chair in administrating the OC meetings, and who is responsible to ensure meeting minutes are properly recorded, agendas are created, and other administrative responsibilities of the OC are completed.

Officer elections shall be conducted every two years, with the Vice-Chair advancing to the role of Chairman, and a new Vice-Chair being elected. Should the Vice-Chair decline the election to Chairman, both a Chair and Vice-Chair will be elected for that period.

The Committee Officers are individual appointees and do not fill the officer role as their organization’s appointee. Should an officer move from one member company to another, provided they are still the appointed member representative of an OC member organization, they may continue to fulfill their role as an officer of the OC until their term is completed.

Workgroup and Subcommittee Chairs shall be appointed by the OC Chair as needed. Chairs may be members or WPP Staff.

Section 6: Meeting Procedures

Motions and Voting Procedures

Motions and Voting Procedures shall use the principles of the most current version of *The Robert’s Rules of Order - The Modern Edition* as a general guideline. Motions and seconds may only be made by OC Member Representatives in attendance. Where an OC Member has both their primary and alternate member representatives present, only the designated primary member

⁷ Ibid., Section 5.3.2: Officers, pg.7



is permitted to make motions and seconds. The Chair will allow for discussion after a motion is made, and prior to calling for a vote.

Minutes

Meeting minutes will be taken by WPP Staff. The meeting may be recorded and/or transcribed to assist the Staff in ensuring the minutes are accurate. The completed “draft” minutes will be distributed to the Chair and Vice-Chair for factual checking, and then to the Representatives of the OC for review. Each meeting the Chair will ask for a motion to approve the previous meeting minutes. Once approved, the minutes will be archived and any recordings or transcripts related to those minutes will be discarded.

Minutes will be posted for review no later than 2 weeks prior to the next scheduled meeting of the OC.

Section 7: Subcommittees

The OC may establish and disband subcommittees, task forces, and work groups as necessary to perform its work.⁸ The Operations Training Subcommittee is a standing subcommittee of the OC to provide various training opportunities for the members.

The OC may form a Nominating Committee to search for and nominate officers to the Chair and Vice-Chair positions.

Section 8: OC Procedures for OC Membership Evaluation and Dispute Resolution

The OC may adopt, modify and rescind non-discriminatory policies or procedures to evaluate requests to become OC Members and for resolving disputes as long as they are consistent with the Agreement *Section 5.3.4: OC Procedures for OC Membership Evaluation and Dispute Resolution*.

Section 9: Communications

Communications regarding business of the OC will primarily be emails, use of MS Teams for meetings, and posting of meeting information and notices on the OC workgroup library on the WPP web platform. The OC workgroup library will have controlled access to WPP staff, and designated OC representatives and observers.

Member communications can be one-to-one, one-to-many, or general group communications. The OC Chair and WPP Staff will coordinate official communications for all members and send them primarily using email, and/or post them on the WPP platform. Email communications rely on each member maintaining a current contact list with the WPP Staff.

Meeting agendas and materials will be available for each meeting using the OC workgroup platform and may also be distributed by WPP Staff via email. It is the responsibility of each

⁸ Ibid., Section 5.3.3: Subcommittees, pg.7



member to monitor the WPP platform for OC meeting updates, announcements and materials. WPP staff will endeavor to keep members up to date on any changes to the OC platform.

Section 10: OC Charter Changes

The OC may make corrections and changes to this charter from time-to-time with a two-third vote of the representatives. Changes do not require legal review, and the approval will be

documented through the associated meeting minutes. Any changes must still comply with the Membership Agreement terms and conditions.

Errata changes that do not change the intent of the charter can be made by WPP Staff and approved by the OC Chair.

Revisions

Number	Date	Summary	Approved
0	5/7/2025	Initial Document	Operations Committee
1	11/05/25	<u>Section 5: Officers and Executive Committee addition of paragraph addressing OC leadership moving from one member company to another.</u>	Operations Committee