

# Amendment To The Management Committee By-Laws

Process For Selecting A New NYISO  
Board Member

October 11, 2005

# Role of the Management Committee

- ISO Agreement provides that in the event of a vacancy on the NYISO Board (“Board”), the Management Committee (“MC”) shall assist the Board in the selection of a new Board member.
- The MC shall provide the Board with a list of at least 3 qualified candidates.

# Board Selection Sub-Committee

- The proposed amendment to the By-Laws provide for a Board Selection Sub-Committee (“BSSC”).
- Each sector names 2 representatives.
  - Each sector names 2 alternates.
- BSSC Interview Team comprised of 5 members of the BSSC, 1 from each sector.

# BSSC Process

- BSSC will work with the Board's Governance Committee.
- BSSC will strive to select a list of candidates that will be acceptable to both the MC and the Board.
- Joint interviews, where possible.
- 6 Affirmative votes of the BSSC needed to recommend a candidate to the MC.
  - Issue a report listing all candidates receiving 6 votes.
  - If BSSC cannot agree on at least 3 candidates, it will provide a status report to the MC.

# MC Process

- BSSC will make a report of its recommendations to the MC.
- Discussion and voting on nominees will be done in Executive Session.
- Voting by Secret ballot.
- Candidates need 58% to be recommended to NYISO Board.

# MC Consideration Of Candidates Not Recommended by the BSSC

- The majority of the By-Laws Sub-committee believes that the MC should consider just those candidates recommended by the BSSC.
- Some committee members, however, believe that the MC should be able to consider candidates that were either not recommended or not considered by the BSSC.
- The proposed By-Laws reflect the first view.

# Next Steps

- Once the By-Laws are approved, the MC will direct each sector to name their representatives and alternates within 7 days.
- The BSSC shall convene shortly thereafter and begin working with the search firm selected by the NYISO Board.