

Discussion of Process for Filling a Board Vacancy

MC Chair's Report
Presented by Larry DeWitt

September 7, 2005

Background – Board Vacancy

- Bill Boston, the current NYISO Chairman of the Board, will retire from the Board effective April 2006.
- ISO Agreement/By-Laws provide for certain rights and obligations of the MC to assist the Board in the selection process.
- MC members need to establish and agree on specifics of the process it will follow.
- Suggested Guiding Principles
 - Fully enable rights of the MC and its members
 - Respectful consideration of candidates
 - Engage process efficiently and execute in a timely manner

MC Requirements for Assisting Board in Selection of New Board Members: NYISO Agreement

- 1) Conduct search and provide list of at least three qualified candidates;
- 2) Review and provide comments on candidates considered by the Board but not forwarded to it by the MC.

Straw Proposal – Board Vacancy

- MC engage in a collaborative search and review process with the NYISO Board using the same search firm (Heidrick and Struggles).
- MC would have equal access to the search firm and all rights maintained to recommend its own candidates.
- Proposed process strives to balance full and open consideration of candidates and maintain appropriate level of confidentiality.

Straw Proposal – Board Vacancy

- Request By-Laws Sub-Committee consider the approach listed in the attached memo and propose it or an alternative for action at the October 12, 2005 MC meeting.
- Provide schedule to select a new Board member by the time Mr. Boston retires in April 2006.