

**By-Laws & Governance
Subcommittee
Summary of Key Proposed
Revisions to the Management
Committee By-Laws**

**July 24, 2003 Management Committee
Meeting
Agenda #7**

Overview

The By-Laws and Governance Subcommittee is presenting proposed changes to the Management Committee By-Laws regarding:

- Appeals to the Management Committee;
- Limitations on calling special meetings;
- Eligibility for Chair and Vice-Chair;
- Terms of service for chairs of subcommittees and working groups;
- When materials are due for Management Committee meetings; and
- Adding new items to the MC agenda.

Appeals to the Management Committee

**MC By-Laws §§ 15.01, 15.02, 15.02.3, 15.04,
15.06, 15.06.2, 15.06.3, 13.01.1 and 13.01.2**

Changes:

- Appeals to the MC from the BIC or the OC can be taken on non-tariff issues only. (Lower Committee actions on tariff issues are reviewed by the MC pursuant to Article V of the MC By-Laws.)

Appeals to the Management Committee (cont.)

- If the MC overturns an action that failed before a Lower Committee, the proposal will be effective without further motions at the Lower Committee or at the MC.

Appeals to the Management Committee (cont.)

- If a motion appealing the action of a Lower Committee is amended over the objection of the proponent, the original motion will be deemed defeated by the MC and is appealable to the ISO Board.
- Any motion appealing an action of a Lower Committee that is not seconded will be deemed defeated by the MC and is appealable to the ISO Board.

Adding New Items to the MC Agenda

MC By-Laws § 5.01

Changes:

- The Chair of the MC must include on the agenda any motion requested by a Member that would require a change to an ISO Tariff in order to be implemented and any requests for reviews of any actions taken by the Lower Committees that would require a change to an ISO Tariff in order to be implemented.

Limitations on Calling Special Meetings

MC By-Laws §§ 4.05, 4.07 and 4.09

Changes:

- The MC Chair shall consider whether there are urgent circumstances that warrant consideration of an item at a special meeting, whether the item was considered at a prior meeting of a Lower Committee or the MC, the amount of time between receipt of a request for a special meeting and the next regular meeting of the MC, the efficient operation of the MC, and the burdens imposed on Members by calling a special meeting.

Limitations on Calling Special Meetings (cont.)

- Requests for special meetings must be in writing, submitted to the Chair and Secretary of the MC and contain a complete description of the item to be heard at the special meeting and a statement explaining how consideration of such item would be prejudiced if it were not heard before the next regular meeting of the MC.
- Written notice of requests for special meetings must be provided to each Member on the business day following MC receipt of such request.

Limitations on Calling Special Meetings (cont.)

- If an item on the agenda of a Lower Committee meeting will also be on the agenda for a subsequent regular or special meeting of the MC, notice of that regular or special meeting must be provided after the Lower Committee has taken action on the item and the regular or special meeting must be held at least five business days after the Lower Committee has taken action on the item.

Limitations on Calling Special Meetings (cont.)

- For purposes of calculating the notice period in Section 4.09, “legal holidays” has been replaced with “ISO-designated holidays” which are designated on the ISO website.

Eligibility for Chair and Vice-Chair

MC By-Laws §§ 3.06 and 3.06.3

Changes:

- For purposes of determining Chair and Vice-Chair diversity, only the sectors of the candidates for Chair and Vice-Chair, and not the sectors of the candidates' Affiliates, shall be considered.

Terms of Service for Chairs of Subcommittees and Working Groups

MC By-Laws § 14.01.3

Changes:

- The terms for chairs and vice-chairs of subcommittees and working groups shall coincide with the term of the Chair of the MC.

When Materials are Due for Management Committee Meetings

MC By-Laws § 5.02

Changes:

- The MC agenda must include any proposed motions and the supporting documentation provided by the proponent of such motion.

When Materials are Due for Management Committee Meetings

(cont.)

- If an item will be voted on, the description of the agenda item, together with the proposed motion and any supporting material, must be sufficient to provide Members reasonable notice of the item to be considered.
- Additional documentation may be submitted to the MC at any time prior to or during the MC meeting.