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Bill Bradbury
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Tom Karier
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Washington

December 22, 2011

MEMORANDUM

TO: Power Committee Members

FROM: Sandra Hirotsu

SUBJECT: Update on Regional Technical Forum Charter and Bylaws

After discussions at meetings in October and December 2011 and following a 30-day comment period, the RTF approved an updated charter and set of bylaws to govern future RTF meetings and operations. The documents, which are subject to Council approval, are being forwarded to the RTF Policy Advisory Committee (PAC) for comment. Council staff and the RTF PAC will continue to advise the Council of any concerns raised by the documents as drafted. After the PAC review, the charter and bylaws will come back to the full Council for discussion and vote.

The existing RTF Charter was adopted by the Council in 1999 when the RTF was first formed as an advisory committee to the Council. Since that time, the work of the RTF along with the region's investment in energy efficiency has increased significantly. Updating the RTF's charter and establishing bylaws for the committee will serve to increase the transparency of RTF operations and better reflect the region's expectations.

The RTF and the PAC's principle concern focused on voting procedures. The existing charter requires at least a 60% majority for any recommendation the RTF makes to the Council or to the Bonneville Power Administration. The existing charter, however, lacked a quorum requirement and is silent on the issue of abstentions and proxy voting. Both the RTF and the RTF PAC are concerned that a few members could make a decision on behalf of the larger group. After much discussion, the RTF approved language requiring the affirmative vote of *at least 60% of the RTF Voting Members participating in a vote but no less than 40% of the total number of RTF Voting Members* for a vote to pass. A 30% minimum threshold had been proposed, but the RTF preferred a 40% threshold to better reflect the high technical standards and rigor under which the RTF operates.

The charter and bylaws as currently drafted require Council approval of the RTF budget, work plan, business plan, charter and bylaws and involves the full Council in the member appointment process.

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Charter of the Regional Technical Forum of the Pacific Northwest Electric Power and Conservation Planning Council

Official Designation: This advisory committee will be known as the Pacific Northwest Electric Power and Conservation Planning Council's Regional Technical Forum.

1. Background: In 1995, the Bonneville Power Administration (Bonneville) began to shift responsibility for financing and acquiring conservation savings to its utility customers to reduce Bonneville's costs and to allow utilities to better tailor their conservation programs to local situations. Congress recognized that this shift would likely result in a more diversified approach to conservation acquisition across the region. Consequently, in 1996 Congress directed Bonneville and the Northwest Power Planning Council (Council) to convene a regional technical forum to develop standardized protocols for verifying and evaluating conservation savings and to ensure that the region continues to meet the Council's targets for securing cost-effective conservation. Congress further recommended that the forum's membership include individuals with technical expertise in conservation program planning, implementation, and evaluation and that the forum's services be made available to all utilities in the Northwest.

The 1996 Comprehensive Review of the Northwest Energy System (Comprehensive Review) recommended that the technical forum should, in addition to the Congressional directives, track conservation and renewable resource goals and provide feedback and suggestions for improving the effectiveness of conservation and renewable resource development programs in the region. The Comprehensive Review also recommended that the forum review the region's progress toward meeting its conservation and renewable resource goals at least every five years and communicate to appropriate decision-makers any resulting recommendations for improving the effectiveness of the region's conservation and renewable resource programs.

In February 1999, Bonneville's Administrator requested the Council also task the forum with providing specific recommendations to Bonneville to assist it in implementing a conservation and renewable rate discount.

The Pacific Northwest Electric Power Planning and Conservation Act (Act), P.L. 96-501, 16 U.S.C. 839 et seq. in Section 4 authorizes the Council to ". . . establish such other voluntary advisory committees as it determines are necessary or appropriate to assist it in carrying out its functions and responsibilities . . .". In April 1999, the Council voted to charter the Regional Technical Forum (RTF) as an advisory committee to the Council.

In 2010, recognizing the growing scale and importance of the RTF's work in the region, the Northwest Energy Efficiency Taskforce (NEET) recommended that the scope and operations of the RTF be reevaluated. This revised charter addresses issues raised during the RTF reevaluation process.

2. Authority: The RTF is established as part of a network of advisory committees satisfying the Council's obligation under the Act to establish a Scientific and Statistical Advisory Committee. (Section 4(c)(11)).

3. Objectives and Scope of Activity:

Consistent with the Congressional directive calling for the establishment of a regional technical forum and the 2010 recommendations from the NEET Review, the RTF shall advise the Council during the development and implementation of its power plan by:

- Developing and maintaining a readily accessible list of eligible conservation resources, the estimated lifetime costs and savings associated with those resources, and the estimated regional power system value associated with those savings;
- Establishing a process for updating the list of eligible conservation resources as technology and standard practices change, and an appeals process through which utilities, trade allies, and customers can demonstrate that different savings and value estimates should apply;
- Developing a set of protocols by which the savings and system value of conservation resources should be estimated with a process for applying the protocols to existing or new measures;
- Assisting the Council in assessing: 1) the current performance, cost and availability of new conservation technologies and measures; 2) technology development trends; and 3) the effect of these trends on the future performance, cost and availability of new conservation resources;
- Tracking regional progress toward the achievement of the region's conservation targets by collecting and reporting on regional research findings and energy savings annually.

In carrying out the above responsibilities, the RTF shall develop annual work plans and multi-year business plans. Additionally, the RTF shall make budget recommendations to the Council based on the RTF work plans. The Council shall be responsible for approving the RTF's work plans and budget, along with any significant modifications the RTF may make to the work plans or budget throughout the course of the fiscal year.

4. Official to Whom the Advisory Committee Reports: The Regional Technical Forum will report to the Executive Director of the Council.

5. Authority of the Advisory Committee: The Regional Technical Forum will serve in an advisory capacity only. Neither the Regional Technical Forum nor members who are not also members of the Council staff are authorized to make statements or commitments on behalf of the Council.

6. Estimated Annual Operating Costs in Dollars and Staff Time: The RTF budget recommended to the Council for approval will be based on work plans that are approved by the Council with input from the RTF Policy Advisory Committee. RTF funders include Bonneville Power Administration, investor-owned utilities, the Energy Trust of Oregon, customer-owned utilities and other organizations within and without the region. In addition, the Council contributes staff support and management to the RTF.

7. Appointment of Advisory Committee Members and Staff:

Voting Members. Approximately every three years, the Council, in consultation with the Chair of the Power Committee and Director of the Power Division, will appoint the RTF's voting members. In appointing members, the Council will ensure that membership is fairly balanced in terms of technical expertise, sector experience, technology focus, policy experience and institutional experience. The process for nomination and selection of RTF voting members shall be described in the RTF bylaws.

The state utility regulatory commissions from Idaho, Montana, Oregon and Washington shall be offered the opportunity to participate as *Ex Officio* non-voting members of the RTF or to serve as voting members at their discretion.

The RTF shall have a minimum of twenty (20) and a maximum of thirty (30) voting members.

Non-voting Members. The Director of the Council's Power Division, in consultation with the Chair of the Power Committee, may appoint corresponding members, ex officio members, and interested parties as non-voting members of the RTF.

Staff. The Director of the Council's Power Division will designate members of the Council's staff to attend meetings of the RTF and serve as staff to the RTF.

8. Rules: The advisory committee rules approved and adopted by the Council on March 17, 1982, as amended from time to time, will apply to the RTF.

The RTF shall develop bylaws and amend them from time to time. Adoption or amendment of bylaws requires the affirmative vote of a two-thirds majority of the voting members of the RTF and Council approval.

The RTF may also develop and publish an operations manual if experience demonstrates such a document would promote the RTF's goals and objectives.

9. Chair:

(A) The Council, in consultation with the Chair of the Power Committee and Director of the Power Division shall appoint a RTF Chair.

(B) The Chair may be called upon to report to the Executive Director of the Council on appropriate matters, including the RTF's progress on its work plan and responsibilities.

(C) The Chair will preside over RTF meetings, ensure that detailed minutes of such meetings are prepared and submitted to the Executive Director of the Council in a timely manner, and maintain communication between the RTF and the Council and the RTF Policy Advisory Committee as necessary.

(D) The Chair is a voting member of the RTF. The Chair shall vote only in cases where his/her vote will affect the result, i.e. the Chair can vote either to cause or to block the attainment of the necessary sixty percent or two-thirds vote.

10. Vice-Chair:

(A) The Council, in consultation with the Chair of the Power Committee and Director of the Power Division shall appoint a RTF Vice-Chair.

(B) The Vice-Chair will perform the duties of the Chair of the Regional Technical Forum in the absence of that Chair and such other duties as the Chair may assign.

(C) The Vice-Chair is a voting member of the RTF.

11. Voting:

The affirmative vote of at least sixty (60) percent of the Voting Members participating in a vote but no less than forty (40) percent of the total number of RTF Voting Members shall be the act of the committee unless a different number is required by law, the RTF charter, or the bylaws.

Proxies shall not be allowed.

Abstentions are permitted.

Per the RTF Conflicts of Interest Policy, a member who has a Conflict of Interest shall not vote or be present when the vote on the Transaction is taken. The Member shall not participate in or hear the RTF discussion of the Transaction and shall refrain from exerting his or her personal influence regarding the Transaction at all times. Also per the Conflicts of Interest Policy, such person's ineligibility to vote shall be reflected in the minutes of the meeting along with all material facts pertaining to the Conflict of Interest.

12. Meetings:

Regular Meetings. The Chair of the RTF, after consultation with the Director of the Power Planning Division, or his designee, will call meetings as necessary. It is estimated that RTF meetings will occur at approximately monthly intervals.

Special Meetings. Special meetings may be called by the RTF Chair. RTF members may request the RTF Chair call a special meeting.

Public Meetings. All meetings will be open to the public, unless closed pursuant to 5 U.S.C. §552b(c). Timely notice of meetings, including agendas, will be made. Interested persons may attend RTF meetings and appear before or file statements with the RTF, subject to such reasonable rules as the Council may prescribe.

13. Duration: The RTF will serve as a standing advisory committee to the Council, unless terminated in accordance with the Federal Advisory Committee Act.

14. Amendment: This Charter may only be amended with the approval of two-thirds of the Voting Members of the RTF and subsequent Council approval.

This revised Charter for the RTF was approved and adopted at a duly noticed meeting of the Pacific Northwest Electric Power and Conservation Planning Council on [date] in [place].

**BYLAWS
OF
THE REGIONAL TECHNICAL FORUM**

**ARTICLE I
NAME**

The name of this committee is the Regional Technical Forum (RTF), an advisory committee to the Pacific Northwest Electric Power and Conservation Planning Council (Council).

**ARTICLE II
PURPOSE AND POWERS**

- A. Purposes. The RTF is organized and shall be operated exclusively to carry out the objectives and activities identified in the RTF charter.
- B. Powers. The RTF is authorized to advise the Council on the subjects outlined in the RTF Charter and to engage in activities necessary to carry out its advisory responsibilities. In addition to adopting bylaws, the RTF is authorized to develop and maintain an operations manual setting forth its customary way of conducting day-to-day business.

**ARTICLE III
MEMBERSHIP**

- A. Appointment Process for Voting Members. Every three years, the RTF will solicit nominations for voting members from the Bonneville Power Administration, the region's utilities, the state energy offices, energy efficiency professionals, renewable resource developers, public interest groups, customers and other experts from within and outside the region. The nominees interested in membership will submit a resume and letter of interest to the RTF. RTF staff and the Operations Subcommittee will review the nominees' technical expertise, sector experience, technology focus, policy experience, and institutional experience. Based on their review, the RTF staff and Operations Subcommittee will make membership recommendations to the Director of the Council's Power Planning Division and the Chair of the Council's Power Committee. The Council, in consultation with the Director of the Council's Power Planning Division and the Chair of the Council's Power Committee, will then appoint RTF members in accord with the principles set forth in the RTF Charter.
- B. Appointment Process for Non-voting Members. The Director of the Council's Power Planning Division, in consultation with the Chair of the Power Committee, may appoint corresponding members, ex officio members, and interested parties as non-voting members of the RTF. The RTF Operations Subcommittee may recommend to the Director of the Council's Power Division names of persons who could serve as corresponding members, ex officio members and interested parties. Corresponding members bring special expertise to the work of the RTF and may be asked by the RTF to serve on subcommittees and/or provide comments on matters before the RTF. Interested parties are persons who attend or follow RTF activities and

who may serve on RTF subcommittees, but receive no compensation from the RTF for their work or time.

C. Membership Term (Voting Members). All Voting Members shall serve for a three-year term and may be re-appointed for successive terms without limitation. Members may serve for more than one term, but must submit their resume and letter of intent to the RTF for consideration the same as other persons interested in appointment to the RTF.

D. Resignation. Any member may resign at any time by delivering written notice to the RTF Chair or Vice-Chair. Such resignation shall be effective upon receipt unless the notice specifies a later effective date. Acceptance of the resignation shall not be necessary.

E. Removal. All Members of the RTF serve at the pleasure of the Council. The RTF may make a removal recommendation to the Council if seventy-five percent of RTF Voting Members agree on such recommendation. Removal of any member shall not occur unless the member who is the subject of any such removal recommendation is afforded an adequate opportunity to respond, in writing and/or in person, to any allegations made in connection with such removal.

Corresponding members may be removed, with or without cause, by the Director of the Council's Power Division in consultation with the RTF Operations Subcommittee.

F. Vacancies. Any vacancy occurring in the RTF for any reason, including a vacancy resulting from the removal of a member, may be filled by the same method of appointment set forth above. Depending on the circumstances, the RTF may opt not to fill all vacancies as they arise.

G. Compensation. Participation in the RTF is voluntary. Ordinarily, members shall not receive compensation for their services. However, a member contracting independently with the RTF to provide technical expertise to the RTF may, in some cases, receive compensation for time spent on RTF-related activities and reasonable expenses incurred in performance of the contract. The RTF Operations Subcommittee shall approve member contracts for compensation within the RTF's approved operating budget. The Operations Subcommittee shall also ensure that any compensation paid is identified in the RTF's annual financial report.

H. Travel Reimbursement. Per the RTF Charter, the Council will, upon request, reimburse members for travel for the purpose of attending RTF meetings, in accordance with the Council's travel policies and reimbursement rates.

ARTICLE IV MEETINGS

A. Notice. Meeting notice shall be given at least ten one week before each meeting; notice of a special meeting shall be given at least forty eight (48) hours before the meeting. Meeting notices shall be directed to the members' electronic mail address and posted on the RTF webpage. Others interested in receiving electronic notice of RTF meetings and who have provided the RTF with their names and electronic mail address shall also be given notice of RTF meetings on the same schedule as above. RTF staff shall make every attempt to provide Voting Members with all written materials related to a vote no less than one week prior to the meeting at which the vote will be taken.

B. Meeting by Telephone Conference or Other Electronic Means. The RTF may hold a meeting by telephone conference or other electronic means provided all persons participating in the meeting can speak and hear each other. Participation in such meeting shall constitute attendance at the meeting.

C. Voting Procedure. A proposed action by the RTF must be moved by a RTF Voting Member and seconded by another RTF Voting Member before a vote may be taken.

D. Procedural Rules. RTF meetings shall be conducted based on the rules outlined in the most recent edition of Robert's Rules of Order or any other generally accepted collection of parliamentary procedure chosen by the members, to the extent reasonable. The Chair or his or her designee will decide all procedural questions.

E. Minutes. The Chair will certify detailed minutes of meetings of the RTF. The minutes should include a complete and accurate description of matters discussed, conclusions reached, actions taken, persons invited to meet with the RTF, and persons in attendance. The minutes should also include the number of persons participating in the vote, the number of yea and nay votes, the number of abstentions, and shall identify members abstaining on grounds of Conflict of Interest and the material facts related to any such conflict. The minutes also will include copies of reports received, issued or approved by the RTF. Minutes of meetings will be prepared and released within ten days of the meeting, unless the Chair grants an extension. The Chair will make available copies of the minutes to members of the RTF and the other interested persons.

ARTICLE V OFFICERS

A. Designation. The officers of the RTF shall include a Chair and a Vice-Chair.

B. Term. Officers shall serve a term of three (3) years. Officers can be reappointed to consecutive terms.

C. Chair. The Chair shall have the duties and responsibilities set forth in the RTF charter, bylaws, and operations manual maintained by the RTF in addition to such other responsibilities as the Council or RTF shall assign.

D. Vice-Chair. The Vice-Chair shall have the duties and responsibilities set forth in the RTF charter, bylaws, and operations manual in addition to such other responsibilities as the Council or RTF shall assign. In addition, the Vice-Chair shall serve as the liaison with the Council's Director of Administration and Finance who oversees the RTF's financial affairs, including, but not limited to, audits, financial records, and financial reporting.

ARTICLE VI SUBCOMMITTEES

A. Creation. The RTF Chair may designate and appoint subcommittees as necessary and appropriate. Members of RTF technical subcommittees could include voting members, non-voting members or others with the technical expertise or experience relevant to the

subcommittee's responsibilities. The RTF Chair or a designee and any RTF staff assigned by the RTF Chair shall be a member of all subcommittees.

B. Operations Subcommittee. The RTF Chair shall appoint at least three (3) non-staff RTF members to serve on an Operations Subcommittee, which oversees the business operations of the RTF including development and execution of agendas, contracts, staffing, correspondence and communications. The appointments can include RTF corresponding members. The RTF Chair, Vice-Chair along with any members of the RTF staff and RTF contractors assigned by the RTF Chair shall also serve on the Operations Subcommittee. The RTF Chair or his or her designee shall act as chair of the Operations Subcommittee.

C. Authority. RTF subcommittees report directly to the RTF. RTF subcommittees shall have and may exercise such powers and authority as conferred by the RTF. No RTF subcommittee shall have the authority to (a) make a recommendation to the Council; (b) amend, alter, or repeal these bylaws or the RTF Charter; or (c) elect, appoint, or remove any RTF member or officer. The designation and appointment of any subcommittee and the delegation of authority to such subcommittee shall not operate to relieve the RTF of any responsibility imposed by the RTF charter or the bylaws.

ARTICLE VII CONTRACTS AND FINANCIAL MANAGEMENT

A. Contracts. The Council's Legal Division, following the Council's contracting policy, will prepare and have executed all contracts on behalf of the RTF. The RTF, generally through RTF staff, will supply the legal division with all necessary background material from which such contracts will be developed.

B. Financial Management. The Council's Administrative Division will be responsible for the RTF's financial management, relying on assistance from the RTF staff. The RTF will be subject to an annual, independent audit as a component of the Council's annual financial audit. The RTF staff will ensure that the committee's financial reports are included in the RTF's annual report.

ARTICLE VIII WORK PLAN, BUDGET, AND FUNDING

A. RTF Adoption of Work Plan, Business Plan and Budget.

The RTF shall develop and adopt an annual work plan and multi-year business plan with input from the Council and regional stakeholders. The work plan and business plan are intended to be sufficiently flexible such that the RTF may modify them to accommodate changes in work or funding priorities, budget issues, and other unforeseen circumstances.

The RTF shall also develop and adopt a budget recommendation for the Council. The size of the RTF budget shall be determined by the work plan and multi-year business plan.

RTF adoption of the work plan, business plan, and budget recommendation and any significant changes proposed thereto shall take place at a regularly scheduled RTF meeting and requires an affirmative vote of at least 1) sixty percent of the Voting Members participating in the vote; and 2)

forty percent of the total number of RTF Voting Members.

B. Council Approval of Work Plan, Business Plan, and Budget.

The work plan, business plan, and budget recommendation adopted by the RTF and any significant changes proposed by the RTF shall be approved by the Council, with input from the RTF Policy Advisory Committee and any other interested parties no later than December of each year.

C. Tracking of Work Plan Progress and Funding Reallocation.

RTF staff and the Operations Subcommittee shall report the progress of work and expenditures made under the RTF work plan annually but in any event no later than June 30. Based on its review, the Operations Subcommittee may propose reallocation of funds. Any funding reallocation must be approved by a vote of the RTF at a regularly-scheduled meeting. All significant funding reallocations shall be approved by the Council.

D. Funding. RTF funders include regional utilities, Bonneville Power Administration, and energy efficiency organizations. Subject to Council review, the RTF does not restrict contributors to specific businesses, industries or organizations.

- Funding for the RTF is on a voluntary basis. Funders agree to contribute funds based on a predetermined share of the cost of completing the work outlined in the RTF work plan.
- The RTF should allocate and expend funds equitably as to contributors.
- The RTF cannot contract for work without funding commitments in place sufficient to cover the cost of the work being contracted for. Multi-year funding commitments are therefore necessary to ensure the RTF can contract for work anticipated to occur over the course of more than one (1) year.

ARTICLE IX

REPORTING

A. Annual Report. The RTF will submit an annual report to the Council by June 1 of each year detailing the previous year's accomplishments and financial expenditures. The annual report shall also include details about ongoing work and report on the overall progress of work as compared to the RTF work plan. The annual report shall be posted on the RTF website subsequent to Council review.

B. Quarterly Reports. Every quarter the RTF shall publish on its website a report describing progress made on the annual work plan and funds expended as a result. The Quarterly Report will also include news of any anticipated changes to the work plan or budget.

ARTICLE X

CONFLICTS OF INTEREST

A. Generally. RTF officers, members and staff shall at all times conduct RTF business in a fair and honest manner, and shall avoid personal financial activities that might compromise or reasonably create the appearance of compromising the RTF.

B. Conflicts Policy. The RTF has adopted a Conflicts of Interest Policy (Policy) and has

committed to reviewing it as necessary. The Policy is incorporated in these bylaws by reference. All RTF members and staff are required to review the Policy annually.

C. Reporting Concerns. Any person who is concerned that a violation of the Policy has occurred may report such concern to any officer of the RTF. Immediately upon receipt of any such report, the officer shall inform the Council's legal division for consideration of further action.

**ARTICLE XI
AMENDMENT**

These bylaws may be amended at any regular meeting of the RTF by a two-thirds majority of the Voting Members of the RTF and requires subsequent Council approval.

The bylaws for the RTF were approved and adopted at a duly noticed meeting of the Pacific Northwest Electric Power and Conservation Planning Council on [date] in [place].