

Terms of Reference

Advisory Group on IESO Governance and Decision-Making

September, 2018

1. Introduction and Context

The IESO engagement on market renewal has highlighted opportunities to enhance the current structure of IESO governance and decision-making and its application to market evolution initiatives. These opportunities pertain to specific design considerations within the market renewal program, and more broadly to IESO processes and oversight of market rules and manuals as well as the dispute resolution process. To date, discussions have primarily taken place within the Market Renewal Working Group and related MRP design stream engagements, with additional interest from the Technical Panel and Stakeholder Advisory Committee. Both the IESO and stakeholders agree that there are opportunities to enhance and evolve the current governance and decision-making framework and that there should be a dedicated engagement forum to explore, and potentially propose, improvements to the governance/decision-making framework to the IESO Board of Directors for approval.

2. Objectives and Scope

The IESO will establish an Advisory Group on IESO Governance and Decision-Making (“the group”) to inform IESO recommendations to the Board of Directors on potential enhancements to the current decision-making processes, including those related to market evolution initiatives.

The establishment of the group will be preceded by four facilitated sessions to get feedback from stakeholders and market participants on governance/decision-making. The feedback and discussion from those four sessions will be brought to the group for consideration in the development of the report and recommendations. Minority or dissenting views on any recommendations will be recorded in the report to the IESO Board.

The following three areas of focus comprise the scope of this initiative to review decision-making processes in support of market evolution initiatives:

- IESO market rule amendment process
- IESO market manual amendment process
- IESO dispute resolution process (under market rules)

The IESO Board of Directors will retain authority for making market rules and filing proposed rule amendments with the Ontario Energy Board (OEB); and, IESO management will retain authority for amending market manuals. The processes for amending market rules and

manuals, specifically stakeholder participation in these processes, will, be the subject of the group's engagement and recommendations to the IESO Board.

3. Role and Composition of the Group

3.1. Composition

The IESO Board will appoint members to the group following an open call for nominations. The group will be composed of approximately six to ten members, including two representatives from the IESO. Membership is expected to include representation from members of the Stakeholder Advisory Committee, Technical Panel, Market Renewal Working Group or from other interested Market Participants and will represent a cross-section of constituencies including, but not limited to, generators, consumers, related business and services.

Membership will be limited to one representative per organization. Substitution/delegations are discouraged, but will be permitted with advance notification and approval by the IESO.

The group will be assisted by an independent third party facilitator. The facilitator will solicit group members' perspectives and positions on issues for the purpose of informing the report and recommendations to the IESO Board.

3.2. Roles & Responsibilities

Group members are expected to:

- Commit time and resources to support the group, such as attending scheduled meetings and reviewing information / materials, contributing to active and informed discussion during meetings, and providing timely feedback/advice.
- Bring perspectives, experiences and expertise in IESO markets and other jurisdictions

3.3. Nomination and Appointment

Membership in the group will be decided by the IESO Board pursuant to an open call for nominations to members of the MRWG, TP, SAC, and other interested market participants.

3.4. Qualifications

Due to the nature of the advice sought, members are expected to have demonstrated experience and expertise in IESO markets and preferably markets in other jurisdictions, and should also be familiar with the IESO's market renewal initiative.

4. Organization and Administration of Meetings

4.1. Communication

Meeting materials, information and updates for the group will be shared with stakeholders and the broader public through an IESO engagement webpage. The website will include the group Terms of Reference, meeting agendas, formal presentations, written submission/responses and meeting notes.

4.2. Meeting Administration

Meetings will be chaired and facilitated by the third party facilitator, who will also act as time keeper.

The facilitator will develop the agenda and meeting materials with the support of IESO staff and group members. IESO staff will endeavor to provide the agenda and meeting materials to members one week in advance of the meeting.

IESO staff will take meeting notes including noting action items and their resolution. Draft meeting notes, including accompanying written submissions, will be posted on the IESO website for review and comment by group members. Members should ensure their comments are accurately captured in the meeting notes within the prescribed time for comment. IESO staff will finalize the meeting notes and will endeavour to post the final meeting notes and related written submissions for participants prior to the next meeting.

The group and its members will adhere to the [IESO engagement principles](#).

4.3 Written Submissions

Any group member may provide written submissions to further articulate and support their position. Any written submission must be provided within the timeframe specified on the engagement webpage.

APPENDIX A: ENGAGEMENT SCHEDULE

Timing	Activity	Audience(s)
August 2, 2018	Communicate Call for Nominations	Public
August, 2018	Facilitated Discussions to Solicit Feedback <ul style="list-style-type: none"> • Technical Panel (August 14) • Market Renewal Working Group (August 15) • Stakeholder Advisory Committee (August 22) • Open engagement meeting (August 21 TBC) 	Public, Targeted Groups
August 23, 2018	Deadline for Nominations	Public
August 29, 2018	IESO Board of Directors appoints Advisory Group members	Applicants
Fall, 2018	Advisory Group Meetings	Advisory Group
November, 2018	Finalize report and recommendations to the IESO Board of Directors	Advisory Group
December, 2018	IESO Board of Directors' consideration of report and recommendations	Public