

Stakeholder Advisory Committee to the IESO Board of Directors and Executive

Terms of Reference

April 23, 2015

Table of Contents

1. INTRODUCTION	3
2. PURPOSE OF THE COMMITTEE	3
2.1. PURPOSE	3
2.2. RELATIONSHIP TO OTHER IESO STAKEHOLDER ENGAGEMENT MECHANISMS AND PROCESSES	3
3. COMPOSITION OF THE COMMITTEE	4
3.1. MEMBERS OF THE COMMITTEE CONSIST OF:	4
3.2. IESO MEMBER	4
3.3. NOMINATION AND APPOINTMENT OF COMMITTEE MEMBERS	4
3.4. QUALIFICATIONS OF MEMBERS OF THE COMMITTEE	5
3.5. COMMITTEE MEMBERSHIP TERM	5
3.6. ROLES AND EXPECTATIONS OF COMMITTEE MEMBERS	5
4. LEADERSHIP OF THE COMMITTEE	6
4.1. CHAIR AND VICE CHAIR	6
5. ORGANIZATION AND ADMINISTRATION OF MEETINGS OF THE COMMITTEE	6
5.1. NUMBER OF MEETINGS AND AGENDA PREPARATION	6
5.2. QUORUM	6
5.3. MEETING AUTHORITY AND NORMAL ORDER OF BUSINESS	6
6. FINALIZATION OF MEETING MINUTES	7
7. COMMITTEE WORKING GROUPS	7
7.1. ESTABLISHING A WORKING GROUP	7
7.2. WORKING GROUP, OPERATION AND REPORTING	7
8. REMUNERATION OF MEMBERS OF THE COMMITTEE	8
9. TRAVEL AND ACCOMMODATION EXPENSES	8

Stakeholder Advisory Committee

Terms of Reference

1. INTRODUCTION

The *Electricity Act, 1998*, as amended, requires the IESO to establish one or more processes by which consumers, distributors, generators, transmitters and other persons who have an interest in the electricity industry (collectively, stakeholders) may provide advice and recommendations for consideration by the IESO. The IESO Board has established this Stakeholder Advisory Committee (the Committee) as part of its stakeholder engagement processes.

These terms of reference are intended to provide pragmatic guidelines for the Committee and assist it in providing advice and recommendations to the IESO Board and Executive. However, these terms of reference are not exhaustive and the Committee may encounter circumstances not covered in this document. In these instances, the Chair of the Committee is encouraged to consult with the Chair of the IESO Board and to use his or her best judgment as to how best to address such circumstances.

2. PURPOSE OF THE COMMITTEE

2.1. Purpose

The Committee is a forum for its members to be informed of IESO activities and to provide timely policy advice and feedback both broadly on behalf of the electricity sector and their constituency, directly to the IESO Board and Executive with respect to the IESO's mandate, including:

- the existing IESO-administered markets and the future evolution of the markets;
- the planning of the power system;
- the design, delivery, funding and evaluation of conservation programs and demand response;
- the procurement of generation resources and the ongoing management of these contracts;
- other matters relating to IESO's mandate and matters of concern to stakeholders; and
- matters concerning reliability standards, such as those set out by the Northeast Power Coordinating Council (NPCC) or the North American Electric Reliability Council (NERC), continue to be developed in their established processes.

Committee members can expect the IESO to review and respond to the feedback they provide. The Committee should also seek to identify and discuss emerging issues and external developments with a view to understanding how they may impact or benefit Ontario's electricity sector.

2.2. Relationship to other IESO Stakeholder Engagement Mechanisms and Processes

- 2.2.1. The IESO will utilize all the stakeholder engagement mechanisms and processes established by the IESO without duplication or overlap.

2.2.2. The Committee's primary role is to provide the IESO Board and Executive with policy level advice, leaving the primary role of other IESO stakeholder engagement mechanisms and processes to seek advice from stakeholders at a more detailed level.

3. COMPOSITION OF THE COMMITTEE

- 3.1. Committee to consist of 12-18 members representing each of the following five categories:
- Persons representing the constituency of generators of electricity
Examples of representatives in this constituency might include generation by gas, nuclear, wind, solar, hydro-electric
 - Persons representing the constituency of consumers of electricity
Examples of representatives in this constituency might include residential, embedded retail/industrial, directly connected industrial
 - Persons representing the constituency of transmitters and distributors with at least one member representing transmitters
 - Persons representing related businesses and services
Examples of representatives in this constituency might include electricity traders/wholesalers, aggregators, innovation, research, smart grid, gas utility, conservation-related services
 - Persons representing Ontario communities
Examples of representatives in this constituency might include municipalities, aboriginal, environmental, academia

At its discretion, the Board may appoint one or more ad hoc members for specified terms.

3.2. IESO Member

3.2.1. The IESO Board will appoint one individual from the IESO executive team to sit on the Committee.

3.3. Nomination and Appointment of Committee Members

3.3.1. The IESO Board shall appoint the membership of the first Committee of the merged IESO from those who served on the former IESO and OPA Committees.

3.3.2. Future appointments will be made through a nomination process. Parties having an interest in IESO activities may nominate qualified persons to be Committee members, from which the IESO Board will appoint replacement members.

3.3.3. The IESO Board may seek additional nominees to expand the slate of candidates for a particular constituency.

3.3.4. In the case where no nominations have been submitted to replace a constituency that contributes to a well-balanced representation on the Committee, the Board will consider a nomination from a former Committee member whose term has expired.

3.4. Qualifications of Members of the Committee

3.4.1. Nominees to the Committee should be senior members of their respective organization who are committed to represent their constituency's position on various issues and to participate on the Committee for its stated purposes.

3.4.2. The status of a Committee member may be impacted by a change in their employment or affiliation such that they are no longer in a role that supports their participation in the Committee.

3.4.3. Nominees should have a breadth of knowledge about both Ontario's electricity sector and the constituency they represent.

3.4.4. Organizations may not have more than one representative as a member of the Stakeholder Advisory Committee at any one time.

3.5. Committee Membership Term

3.5.1. Other than the IESO Committee member, Committee members will be appointed for two year terms and may serve up to six consecutive years. Membership terms will be staggered so as to provide continuity to the Committee. Notwithstanding the forgoing the Board may extend the term of the current Committee member:

(a) for the purpose of implementing staggered membership terms; and/or

(b) in order to ensure adequate representation of a particular constituency, recognizing that the individual's participation on the SAC is required to continue to provide a well-balanced representation of stakeholders on the Committee.

3.5.2. When a new member is appointed mid-term due to the resignation of a current member, then the new member will complete the term of their predecessor and be eligible for appointment for an additional three terms.

3.6. Roles and Expectations of Committee Members

3.6.1. The role of the Committee member is to advise the IESO Board or Directors and Executive but does not empower the Committee to make decisions.

3.6.2. Members should attend meetings, and actively participate in discussions.

3.6.3. Members are expected to bring the views of the constituency or sector that the member represents and report any feedback back to their constituencies on Committee discussions.

3.6.4. Members are expected to provide broad perspectives on issues and opportunities facing the electricity sector beyond their own constituency.

3.6.5. Devote the necessary time and effort to prepare for meetings and contribute to discussions at the meeting. If unable to attend, feedback should be submitted in writing to the Secretary before or directly following the meeting.

3.6.6. Each member of the Committee shall conduct himself or herself honestly, fairly, ethically and with integrity and be respectful of the public, staff and each other.

4. LEADERSHIP OF THE COMMITTEE

The Chair and Vice Chair of the Committee will play leadership roles in order to provide effective governance and administration of the Committee. Administrative support to act as Secretary to the Committee will be provided by the IESO.

4.1. Chair and Vice Chair

4.1.1. The Chair and Vice Chair will be appointed by the IESO Board and are responsible for the conduct of all matters before the Committee.

4.1.2. The term of the Chair and Vice Chair will be two years and each may be reappointed.

5. ORGANIZATION AND ADMINISTRATION OF MEETINGS OF THE COMMITTEE

5.1. Number of Meetings and Agenda Preparation

5.1.1. Six meetings of the Committee will be pre-scheduled to occur approximately every two months during a calendar year. If it is determined that a meeting is not required or must be re-scheduled, members will be notified in advance of the scheduled meeting.

5.1.2. The IESO or the Chair may call additional meetings as required including in-camera sessions of the Committee in support of Committee activities.

5.1.3. The Secretary of the Committee will call an agenda meeting to set the agenda for each meeting. Input on the matters to be included on the agenda will be solicited from Committee members, the IESO Board of Directors and the IESO.

5.1.4. The Secretary shall endeavour to ensure meeting agendas and related materials are available at least two weeks in advance of each regular meeting.

5.1.5. The IESO shall endeavour to provide education/information materials and/or speakers in order to provide context to related, relevant or potential matters of interest.

5.2. Quorum

5.2.1. The quorum for meetings of the Committee is at least eight members participating in person or by telephone conference call.

5.3. Meeting Authority and Normal Order of Business

5.3.1. The Chair or, in the absence of the Chair, the Vice Chair shall preside at meetings of the Committee.

5.3.2. Regular Committee meetings will be open to any individual wishing to attend the meeting but he or she may only address the meeting with the permission of the Chair.

5.4. Meetings with the IESO Board

5.4.1. Members of the IESO Board may attend meetings of the Committee as observers.

5.4.2. The Chair of the IESO Board and the Chair of the Committee will ensure effective communications between the Committee and the Board including, not less than once per year, a joint meeting.

5.4.3. The joint meeting provides an opportunity for the Committee and the IESO Board to communicate and illustrate how input is shaping the policy direction of the IESO.

6. FINALIZATION OF MEETING SUMMARY

6.1.1. The Secretary shall prepare a summary of the discussions of the meeting in consultation with and at the direction of the Chair and Vice Chair. The Secretary will endeavour to distribute the draft meeting summary, including any accompanying written submissions, to all Committee members within two weeks following a meeting.

6.1.2. Committee members will review the draft meeting summary and provide any comments to the Secretary within one week of receipt of the draft.

6.1.3. The Secretary will then publish the final meeting summary and related written materials and post on the IESO web site.

7. COMMITTEE WORKING GROUPS

7.1. Establishing a Working Group

7.1.1. The Committee may establish a Working Group comprised of some of its members for specific matters that require more detailed consideration and deliberation than can occur at a regular Committee meeting. The Committee shall specify in writing a Working Group's purpose, objectives and estimated duration.

7.2. Working Group, Operation and Reporting

7.2.1. Working Groups shall support the mandate of the Committee with regular reports of their progress to the Committee.

7.2.2. Working Group meetings shall be open to any individual wishing to attend the meeting unless Committee members establish the need for in-camera discussions. Any documentation considered by the Working Group shall be posted on the IESO web site.

8. REMUNERATION OF MEMBERS OF THE COMMITTEE

- 8.1.1. Notwithstanding where a Committee member may choose not to accept remuneration, each Committee member, other than the IESO member, shall be entitled to receive an annual retainer of \$3,500 plus a remuneration of \$175/hour to a maximum daily rate of \$850 for attendance at Committee meetings.
- 8.1.2. Members residing outside of the Greater Toronto Area are entitled to be reimbursed for reasonable travel and accommodation expenses they may incur in attending meetings.
- 8.1.3. Eligible expenses are required to be submitted within 30 calendar days of the Committee meeting, and will be paid bi-monthly, in accordance with Committee member remuneration.

9. TRAVEL AND ACCOMMODATION EXPENSES

- 9.1.1. Each Committee member is requested to adhere to the [Government of Ontario's Travel, Meal and Hospitality Directive \(the "Directive"\)](#) to the best of their ability. The Directive sets out the reimbursement for SAC-related travel, meal and hospitality expenses. Committee members are eligible for the government rates for accommodation when travelling. Refer to the [Accommodation Search Page](#) for assistance in locating accommodation to support the Directive.