SPP BYLAWS REVISIONS
FREQUENTLY ASKED QUESTIONS

Q: When do these changes go into effect?

A: The revisions have been approved by the Board of Directors and Membership, as well as NERC (NERC must approve revisions that may impact the Regional Entity function). The revisions will be filed with FERC, and will be effective one day following acceptance by FERC.

Q: Why were these revisions developed?

A: The Corporate Governance Committee hosts an annual Chairs and Secretaries Workshop to review the results of the Organizational Group Surveys and generally discuss ways in which the stakeholder process can be improved. These revisions reflect feedback from these workshops.

Q: Many of the revisions focus on proxies and quorums – why?

A: There were numerous comments in the surveys and the workshops related to how proxies impact the quorum, how many proxies a representative can hold, when a proxy must be received, and the use of proxies to “hold” positions on a group indefinitely. The revisions are designed to address these concerns, but also allow some discretion by the chair of a group to address special circumstances.

Q: Why are attendance requirements included?

A: There were numerous comments regarding attendance issues, but there have previously been no stated requirements. There are “waiting lists” for voting seats on some Organizational Groups, but until a vacancy occurs, no one can be considered to serve. The revisions are designed to set out limits on absences, but also allow some discretion by the chair of a group to address special circumstances.
Q: Why is email voting specifically noted in Section 3.9 Voting?

A: The Bylaws were silent on whether email voting was permissible. Consensus was that email voting could and should be allowed by the Organizational Groups when appropriate. The revisions also make clear how that voting should be recorded.

Q: Were there suggestions that were not adopted?

A: Yes. The Corporate Governance Committee did not recommend:
   - term limits for Organizational Groups
   - limiting the number of proxies one representative can hold
   - limiting voting on certain issues to only those sectors impacted by the outcome

Q: Are there other revisions to the Bylaws?

A: Yes. The revisions highlighted here are only those that impact Organizational Groups. All the revisions may be viewed in the Board of Directors/Members Committee and the Membership meeting materials from their April 28 meetings.

Q: Who should receive comments/feedback related to these revisions?

A: Comments can be provided to any member of the Corporate Governance Committee (Nick Brown, Jim Eckelberger, Steve Parr, Mel Perkins, Kevin Easley, Rob Janssen, Cindy Holman), the Corporate Secretary (Stacy Duckett), or a Staff Secretary.
Helping our members work together to keep the lights on... today & in the future
SPP Bylaws Revisions

Organizational Group Overview
May 2009
Background

The Board of Directors and Membership recently approved several revisions to the Bylaws that impact Organizational Group governance.

These revisions were developed by the Corporate Governance Committee in response to feedback at the annual Chairs and Secretaries Workshops.
Section 3.1 Structure

The following has been added to this section:

• Criteria for serving on an Organizational Group will be determined in the group’s scope.
  ➢ The group should clearly state any special technical knowledge required, the frequency of meetings, and any other information that would indicate the expectations of someone serving on the group.

• Except for any full representation group, an appointment to an Organizational Group is for an individual, not a corporate entity.
  ➢ Seats on groups are for a person, not a company. If a person can no longer serve, another individual from the same company cannot simply assume the seat.
Section 3.2 Attendance and Proxy

The following has been added to this section:

• Except for the MOPC, if a representative does not attend three consecutive Organizational Group meetings, he/she will be considered to have resigned from the group, absent express waiver of this requirement by the chair of the group.

  ✓ Concern was expressed with a lack of attendance, but seeming to “hold” seats rather than resign and allow a new representative on the group.

  ✓ Waiver by the chair allows for consideration of special circumstances (leaves of absence, brief re-assignments)
Section 3.2 Attendance and Proxy

The following has been added to this section:

• A representative may not grant a proxy for more than three consecutive meetings without the express consent of the chair of the Organizational Group. If a representative exceeds the proxy limit, he/she will be considered to have resigned from the Organizational Group.

➢ Concern was expressed with “serial proxies”, seeming to “hold” seats rather than resign and allow a new representative on the group.

➢ Waiver by the chair allows for consideration of special circumstances (leaves of absence, brief re-assignments)
Section 3.2 Attendance and Proxy

The following has been added to this section:

- A proxy provided to another representative of the Organizational Group will not be recorded as attendance at the meeting and will not serve to meet or maintain the quorum requirements.
  - This allows for proxies, but will not allow one representative to establish a quorum and vote a majority simply by holding the proxies.

- A proxy provided to another person with the authority to act on behalf of the representative will be recorded as attendance at a meeting for the purpose of meeting or maintaining the quorum requirements.
  - For example, if another person from the representative's company attends as a proxy.
Section 3.8 Quorum

The following has been added to this section:

• The quorum for a meeting must be established and maintained throughout the meeting in order for the Organizational Group to take any binding action(s).
  ➢ This limits conveying of proxies as meeting adjournment approaches such that only a few representatives remain present, but would hold proxies and continue voting.

• Notwithstanding the above, any actions taken before a quorum is lost are considered valid and binding.
  ➢ This clarifies that earlier actions are not “lost” with the loss of a quorum.

• A proxy will serve to meet the quorum requirements as described in Section 3.2 Proxy of these Bylaws.
Section 3.9 Voting

• This section was edited to more clearly state the voting process for:
  - MOPC
  - Organizational Groups and Task Forces
  - Standards Development Teams

• Email voting is allowed by MOPC, Organizational Groups, and Task Forces.
Section 3.11 *Staff Independence and Support*

The following has been added to this section:

• Minutes shall be published within seven calendar days following a meeting but in any event in advance of the next meeting…
Annual Assessment Process

• This process is now coordinated by the Corporate Governance Committee

  ➢ It was originated by the Strategic Planning Committee as part of SPP’s plan to enhance efficiency of its stakeholder process

    ▪ Revisions in Sections 6.2 and 6.6

• The results of this annual assessment are reviewed by the Corporate Governance Committee, the Chairs and Secretaries, and the Board of Directors/Members Committee