

Equity Advisory Group Bylaws

Last updated 10/10/2022

This document is authored to provide the protocols for the administration and parliamentary function of the Puget Sound Energy's Equity Advisory Group.

Purpose

The Equity Advisory Group (EAG) was formed to advise Puget Sound Energy (PSE) on specific areas related to advancing equity in clean electricity planning and implementation with a focus on frontline, vulnerable and highly impacted communities in PSE's service area. For full description of roles and responsibilities, please reference the EAG Charter.

EAG Membership, Terms of Service, and Organizational Structure

EAG will consist of a minimum of eleven (11) members who reside and/or work throughout PSE's electric and combined service area¹. Diversity of geographic representation throughout PSE's service area will be actively encouraged and managed during recruitment and selection processes. The vision for the Group is a diverse group of individuals with connections to the communities they serve, including those communities at the frontline of climate change (e.g., highly impacted communities, Black, Indigenous, and People of Color (BIPOC), and other vulnerable populations). Thus, the composition of the EAG shall represent a cross-section of community, stakeholders and clients served by PSE.

Inaugural EAG

The Inaugural EAG members were appointed by the PSE Clean Energy Strategy Team with the support of the EAG facilitator. This Group will serve from April 1, 2021 through March 31, 2022. The Inaugural EAG will, in consultation with PSE, determine a process for future member selection and appointment.

Terms of Service

Except for the Inaugural EAG, member terms shall be two years. No member shall serve more than two consecutive terms, but a former member may be re-appointed after a one-year absence from the Group. A staggered process is utilized, whereby there is a turnover of members of approximately fifty percent in any given cycle of election.

Terms will run from May until March two years later. For example, the second EAG term begins May 2022 and the term will be complete in March 2024.

Open positions: When a position is open outside of normal terms of service, the third-party neutral facilitator in consultation with PSE may choose whether to fill that position before the normal March to May recruitment period.

¹ Reference: https://www.pse.com/-/media/PDFs/1213_ServiceAreaMap_web.pdf?modified=20200922215317

Exception to the two-year term: During the initial start-up period of the EAG, approximately half the Group members will be appointed to a three-year term instead of a two-year term so that their terms can be staggered, and the Group can have some continuity. A Group member may not serve for more than five years cumulative across the EAG unless granted approval by PSE.

Membership updates: Members are to inform the PSE Clean Energy Strategy Team in writing if an EAG member:

- Changes employment or is representing a different group, interest, or community.
- Wishes to withdraw from the EAG.

Composition

The EAG shall consist of at least eleven (11) members. Positions and vacancies are filled as the EAG requires, specifically if there are specific areas of expertise required to meet the needs of the service population.

Organizational Structure

The Inaugural EAG recommended having a Steering Committee to provide flexible leadership and help guide agenda development. The Steering Committee, if formed, will consist of a minimum of three members and no more than a third of the EAG's total membership. The Steering Committee offers members an opportunity for rotation at least once per year in an effort to maximize leadership opportunities for every member of the EAG.

Sub-Committees

PSE and the EAG may create subgroups to focus on specific elements of the EAG work plan. The Standing Committees of the EAG will initially include:

- Public and Community Outreach/Education,
- Economic Development, Workforce Training and Opportunities,
- Program and Regulatory Literacy

Ad hoc Sub-Committees may be appointed by the program administrator as needed to accomplish the program of work.

Procedural Rules

Bylaws

The EAG will adopt a set of written bylaws at the organizational meeting of the Group. The bylaws govern EAG operation. Bylaws require a two-thirds vote for adoption or change. The Bylaws will work in tandem with the EAG Charter and Guiding Principles and provide the foundation for the overall governance of the EAG.

EAG Orientation

All Group members are required to participate in EAG Orientation, which will be conducted by the PSE Clean Energy Strategy Team.

Meetings

The EAG will typically meet about 8 times per year. Written notice of upcoming meetings will be sent to Group members at least five days before a meeting. Dates of upcoming meetings will be posted on the project website.

Quorum Requirement

A quorum shall consist of a simple majority of appointed members. Participants present and active at each meeting can continue to work in the absence of others. In the presence of a quorum, governance decisions generally will pass on a simple majority vote of members present. Exceptions to the majority vote include adoption or change of bylaws, the recording of meetings, and any other items identified in advance by the Steering Committee, in which case unanimous vote of the members present is needed. Members do not need to be present to vote and may submit a vote by email prior to meetings.

Member Alternates: Organizational representatives may designate one alternate to represent the organization in the event the primary participant cannot attend. In this instance, primary participants will ensure the alternate is fully informed and prepared for the meeting. While those representing individual interests cannot designate an alternate, every effort will be made to provide an opportunity for input ahead of any meeting an individual anticipates missing.

Meeting Summary

A summary of each meeting will be kept. Copies will be provided to the PSE Clean Energy Strategy Team and EAG members within 30 days after a meeting and posted on the project website.

Meeting Materials

The meeting packet (agenda and any pre-reading material provided by PSE) will be distributed to Group members at least three days prior to each meeting. The agenda will be posted to the project website three days prior to each meeting.

EAG meetings are designed to allow for substantive discussion and opportunities for EAG members to individually, and collectively, provide input and feedback to PSE. As such, PSE does not currently anticipate allocating meeting time for structured presentations by individual EAG members.

Meeting Location

Meetings will be hosted by PSE, generally for 2-3 hours and at a time generally agreed to by the EAG. Meetings will be virtual and/or include a virtual option unless otherwise agreed to by the group.

Meeting Attendance Requirement and Dismissal

EAG members are expected to actively participate in the group by attending the majority of the planned meetings. It is expected that EAG members notify the facilitation team if unable to attend a meeting and be available for 1-1 follow-up calls to cover meeting content with the PSE Clean Energy Strategy Team and facilitation team.

PSE and the facilitation team will evaluate membership if an EAG member misses multiple meetings in a row, fails to notify PSE of absence, and is not available for follow-ups. The facilitation team will update the EAG as these evaluations take place and any decision to terminate membership will be approved by full EAG.

Dismissal: Members who are absent without reasonable cause from three successive meetings will be considered to have resigned their seat. PSE and the facilitation team will move to fill the position.

Compensation Policy

PSE will compensate EAG members to recognize their community-informed contributions and time. EAG members are eligible for stipend compensation and expense reimbursement and can confidentially communicate a stipend request to PSE.

The EAG and PSE staff will review the stipend policy yearly to make informed recommendations whether to continue, modify or end the compensation policy. The review shall include any guidance issued by the Utilities and Transportation Commission (UTC) relevant to EAG compensation issues.

Recommendations and Reports

EAG discussions and meetings will shape inputs into PSE's Clean Energy Implementation Plan and compliance reporting. For these reports, EAG discussions will be summarized for submission to support the final CEIP by the neutral third-party facilitation team, and the summary will earnestly capture individual and collective feedback at key discussion points and process milestones. While areas of agreement will be noted by the facilitation team, there is no intent to develop a consensus recommendation from the EAG regarding the CEIP components.

For non-reporting years, the EAG's work will be summarized at the end of the year to capture feedback and help inform ongoing CEIP efforts.

Public Announcements

While members are expected and encouraged to discuss the goals and objectives of EAG matters within the community, members shall not report opinions expressed in meetings, nor shall they report independently on Group action.

Conflicts of Interest

Members are responsible for supporting the third-party neutral facilitator with conflicts of interest relating to matters at the Group and are identified, documented, and dealt with appropriately. For example: a conflict with a stated policy from an organization they represent or other affiliation.

While it is the intention to support with openness, transparency and communication, compliance with the principle of accountability may require management matters to be addressed separately.

Correspondence

The group may, at times, conduct correspondence via email. Members are encouraged to email questions and concerns to the PSE Equity Advisory Group lead at ceip@pse.com and copy EAG facilitator Rose McKinney-James at rose@mckinneyjamesassociates.com.

Media, Photography, and Recording

PSE will designate a media spokesperson for this process. EAG members may speak individually to the media outside of meeting sessions but shall not speak on behalf of the group.

EAG meetings are typically public meetings, unless in Executive Session or discussing PSE matters that are not directly related to resource planning. EAG members will vote at least annually on whether to allow their meetings to be recorded and posted to the PSE CEIP website. Recording requires a unanimous vote for adoption.

Participants may be video recorded, audio recorded and/or photographed by PSE or others during the meeting. EAG members will be notified when meetings are being video- or audio-recorded. When such activity occurs, the facilitator will ensure that these activities take place without interruption or interference with the meeting or participants.

Eligibility for PSE Grants

PSE is seeking strong engagement from local community organizations throughout its service area. We recognize that many of these organizations participate in grant opportunities offered by PSE. To ensure that there is no conflict of interest, and that all organizations can continue to seek these grant opportunities, PSE offers the following guide:

EAG membership does not disqualify nor provide any influence in any member's associated organization for eligibility for PSE Powerful Partner, PSE Green Power and Solar Choice grants, or other grants. The grant programs are entirely separate processes at PSE that will remain unassociated with EAG membership and processes.

Parliamentary Authority

Except as otherwise provided in its Bylaws, the EAG shall be governed in its proceedings by the current edition of Robert's Rules of Order.

Bylaws adopted March 21, 2022

Bylaws amended October 10, 2022