

**POLICY GOVERNING
COMMITTEES AND REPRESENTATIVES,
NATIONAL ASSOCIATION OF
REGULATORY UTILITY COMMISSIONERS**

(As Amended March 8, 2000, November 11, 2001 and February 16, 2005, November 15, 2006,
November 16, 2009, November 15, 2010, February 16, 2011, November 14, 2011)

**General Exercise of
Presidential Appointment Authority**

Section 1. The President in the exercise of appointive authority with respect to committees, subcommittees and representatives shall seek to enlarge and equalize participation by the active members to the maximum extent practicable.

Committees and Subcommittees

Section 2. Appointments; Removal. The President shall appoint members to committees, subcommittees, and staff subcommittees and shall give due consideration to regional balance, to active participation in the Association and its regional affiliates, and to availability and willingness to participate in the work of the committee or subcommittee. In making appointments, the President shall consider the ability of all committees to perform their responsibilities. At some point, a committee may become too large to function effectively. So, too, each committee needs a minimum number of members, depending on its mission, to carry out its responsibilities to NARUC and its members. Appointees who attend less than one-half of the duly called meetings of the committee or subcommittee during the Association year shall be subject to removal by the President; in determining whether to remove a committee or subcommittee member, the President may, for good cause shown, choose not to remove a member based upon active participation in committee or subcommittee activities by means other than meeting attendance. The chair of each committee and subcommittee shall recommend to the President elected at each convention the appointment of new members to strengthen the expertise of the committee and subcommittee, and shall recommend against the reappointment of inactive members.

Section 3. Notification Procedures for Committee Appointments. A NARUC Commissioner who wishes to either (1) change his or her existing committee assignment, or (2) receive an initial appointment to a committee, shall send a letter to the President requesting consideration for service on the target committee. Copies of the letter must also be sent to the chair of the target committee and NARUC's Executive Director.

Section 4. Service and Terms. No commissioner shall serve on more than one of the standing committees, other than the Board of Directors, the Committee on International Relations, the Committee on Consumer Affairs, and the Committee on Critical Infrastructure, which may include, at the discretion of the President, members from other standing committees. The Chair of the supervising committee shall appoint each staff subcommittee member provided that the member to be appointed has been sponsored by a commissioner of the member's commission. Service by more than one commissioner or staff member of a commission on the same committee or subcommittee shall be discouraged. Staff members may serve on more than one subcommittee. Commissioners and staff members may be annually reappointed to the same committees and subcommittees for as long as they remain in the membership of the Association and desire reappointment. The Board of Directors or the President may limit the size of ad hoc committees and subcommittees as appropriate.

Section 5. Observers. Commissioners who are associate members of the Association when appointed to committees and non-members of the Association when appointed to staff subcommittees shall be designated as "observers". All international associate members shall have Observer status on the Committee on International Relations. Observers shall have all rights of participation, but shall not be entitled to vote.

Section 6. Voting. No State or Federal commission shall cast more than one vote on an issue before a committee or subcommittee, and where there is plural membership from a State or Federal commission the vote shall be divided equally among its members present. No proxy voting shall be permitted.

Section 7. Quorum. One third of the members of each committee and subcommittee shall constitute a quorum; provided, however, that in no case shall a quorum be less than two members.

Section 8. Board of Directors.

(a) Alternative Voting Process.

(1) In the event a matter requires action by the Board of Directors prior to its next regularly scheduled meeting, the Executive Director shall conduct the alternative voting process described in this section when directed to do so by the President, the Chair of the Board of Directors, a majority of the members of the Executive Committee or a petition submitted with the signatures of a majority of the members of the Board of Directors.

(2) The alternative voting process shall include a teleconference of the Board of Directors to debate the matter at issue followed by a mail or facsimile ballot. By a majority vote of the Executive Committee, the prenotification or written ballot procedures of this section may be waived if the matter is deemed to be of great urgency.

(3) The Executive Director shall provide no less than ten business days' written notice to each member of the Board of Directors of the time and date of the conference call. The notice shall include an agenda for the call and a specific statement of the matter to be considered. Notice of the impending vote and the issue(s) to be voted on shall be provided to all commissions simultaneously with the notice to Board of Directors members. If a majority of the members of the Board notify the Executive Director that they will not be available, the conference call shall be rescheduled. At the beginning of the call, the Executive Director shall take roll to determine if a quorum (as prescribed by section 7) is present. Only the matter or issue described in the notice may be debated.

(4) Immediately following the call, the Executive Director shall distribute a summary of the conference call and a ballot to each member of the Board of Directors no less than ten business days before the return date. The vote shall not be valid unless the Executive Director receives signed ballots from a quorum of the Board of Directors (as prescribed by section 7) by mail or facsimile on or before the return date. Ballots received by the Executive Director after the return date shall not be counted. Immediately following the close of balloting, the Executive Director shall prepare a summary of the Board of Directors' action which shall be distributed to all Board members, published in the NARUC Bulletin, and attached to the agenda of the next regularly scheduled Board of Directors' meeting.

(b) Limited Proxy Voting.

If the Chair of a Standing Committee is unable to attend a meeting of the Board of Directors, the Presiding Officer may recognize a Vice Chair of such Committee for the purpose of providing the Committee's report to the Board. In such cases, the Chair of the Standing Committee shall contact a member of the NARUC Executive Committee, indicate that he or she will not be able to attend the meeting, and designate the Vice Chair that has his or her

proxy. Where the Chair has not contacted a member of the Executive Committee, the Presiding Officer may designate a Vice Chair to present the report of a Standing Committee. In either case, once recognized, the designated Vice Chair may vote on matters before the Board whether or not he or she is a member of the Board.

(c) Conflict of Interest.

At the time of his or her appointment to the Board of Directors, each appointee shall be requested to read the Association's Conflict of Interest Policy and sign the Annual Statement of Disclosure provided by the Chief Financial Officer. Sitting members of the Board shall be requested to sign the Annual Statement of Disclosure for the ensuing calendar year at the Board's Meeting held at the Annual Convention in November. The seat of a member who is unable or unwilling to sign the Annual Statement shall be declared vacant.

Section 9. Ad Hoc Committees. With respect to subjects not wholly within the jurisdiction of a standing committee, ad hoc committees may be established for initial terms of one year or less by the convention, the Board of Directors or the President, and may be continued thereafter if annually renewed by the Board of Directors.

Section 10. Commissioners' Subcommittees. The committees may establish and abolish subcommittees of their members upon notification to the Board of Directors.

Section 11. Staff Task Forces. The staff subcommittees may establish and abolish task forces of their members upon notification to their supervising committees and the Board of Directors.

Section 12. Committee Chair. The chair of a committee shall be appointed by the President for a one year term and may be reappointed for a maximum of three consecutive terms.

Section 13. Vice Chair. The appointment of a vice chair for a committee or subcommittee shall be at the option of the President, after consultation with chair of the committee, and the making of such an appointment shall not create a presumption that the incumbent shall later succeed to the chair.

Section 14. Meetings. Committees and subcommittees are encouraged to meet in conjunction with the convention, winter and summer meetings of the Board of Directors. If a standing or ad hoc committee or subcommittee has failed to hold at least two meetings during the preceding Association year, the President shall consider replacing the committee or subcommittee chair, or recommending the consolidation or abolishment of the ad hoc committee or subcommittee to the Board of Directors.

Section 15. Meeting Registration Fees. Each committee and subcommittee is encouraged to collect, as necessary, registration fees from their members for the purchase of coffee and other refreshments, rental of meeting rooms and the payment of other incidental expenses.

Section 16. Statements of Purpose. Each subcommittee shall prepare and maintain in current form a statement of its purpose, subject to the approval of its supervising committee and the Board of Directors, and each committee shall prepare and maintain in current form a statement of its purpose, subject to the approval of the Board of Directors.

Section 17. Committee Supervision. The Board of Directors shall exercise general supervision and policy direction over the other standing and ad hoc committees and they, in turn, shall exercise consistent supervision and policy direction over their subcommittees. Each committee shall annually review the functioning of its subcommittee structure and, where it is found deficient, it shall recommend the appointment of a new subcommittee chair or the consolidation or abolishment of the subcommittee.

Section 18. Policy Formulation. The policy positions of the Association, whether reflected by resolutions or otherwise, shall only be adopted by the membership assembled in the annual

conventions or by the Board of Directors, with the former taking precedence over the latter. The role of the other committees in policy formulation is restricted to recommending positions for consideration by the conventions and the Board of Directors.

Section 19. Annual Study Program. Each committee and subcommittee may select and complete each year one or more new study projects to increase the knowledge of the regulatory community on a subject within the jurisdiction of the committee and the subcommittee.

Section 20. Annual Reports. Each committee and subcommittee shall prepare a report on its activities and recommendations to each convention and shall file two copies of it with the Executive Director at least sixty days before the convention to permit temporary posting to NARUC's homepage. The Board of Directors will determine the methodology and format for further publication of the annual convention proceedings.

Section 21. Active Committee Policy. Each committee shall have completed at least one project to increase the knowledge of the regulatory community and shall have held at least three meetings during the year.

Section 22. Coordination of Policy Resolutions.

(a) In order to provide the NARUC membership with notice of the subject of policy resolutions that will come before the Board of Directors, not later than Monday that is more than one week prior to the start of either the Winter, Summer or Convention meetings, each committee that anticipates recommending policy resolutions for the Board's consideration shall forward a copy of each such resolution, except for resolutions commemorating the service of an individual, to the NARUC Washington Office. Such resolutions shall immediately be posted by the NARUC staff on the NARUC website, to be followed by staff's distribution of an email to each State commissioner listing the proposed resolutions with a link to their location on the website. If a proposed resolution that was not listed is offered for the Board's consideration, and a member of the Board raises a point of order, such resolution may only be adopted upon a vote of three-fourths of the Board members in attendance.

(b) After the resolutions are posted on the NARUC website, each committee shall convene a meeting by conference call within 5 business days for the purpose of determining if members of the committee have an interest in any of the proposed resolutions. Based upon this meeting, a committee other than the original sponsoring committee may determine that it has an interest in a posted resolution, either to co-sponsor the resolution, to offer an alternative resolution on the same or similar subject matter, or to recommend a specific action be taken when the resolution is considered by the Board of Directors. In such cases, the Chair of the non-sponsoring committee shall notify the Chair of the sponsoring committee and the Executive Director in writing of its interest in the resolution no later than noon on the Friday immediately before the Board meeting where the resolution will be considered.

(c) After the resolutions are posted on the NARUC website, a committee proposing a resolution that requires or implies funding from NARUC or external sources, e.g., suggesting a study or project that cannot be implemented without separate and specifically allocated funds, shall notify the Executive Director in writing as soon as practicable, but no later than noon on the Friday immediately before the Board meeting where the resolution will be considered. That written notification shall include (1) the amount of requested funding support, (2) an explanation of the basis for requesting that amount, (3) a short statement explaining the benefit of the expenditures to NARUC members, (4) a discussion of possible sources of funds, and (5) contact information for the sponsor of the resolution. The Executive Director shall forward such

materials to the NARUC Executive Committee. No such resolution shall be considered by the NARUC Board of Directors absent a recommendation from the NARUC Executive Committee.

Representatives

Section 23. Federal-State Joint Boards. The State members of Federal-State Joint Boards established by the Federal Communications Commission shall be nominated by the President or the Board of Directors and, if by the President, the nomination, prior to submission to the FCC, shall be subject to confirmation or rejection within fifteen days by the Board of Directors at a meeting or by the casting of mailed ballots by its members, issued by and returnable to the Executive Director of the Association. A State member so nominated shall serve a three-year term from the date of appointment by the FCC, and no State member shall serve for more than two consecutive terms on a Joint Board. Initial terms for the four State members shall be staggered for one, two and three years, with two members receiving three year terms, and with the partial terms of the other two members not being considered in the calculation of the two consecutive term maximum. Nominations shall generally be made from the membership of the Committee on Communications.

Section 24. Staff Committees of Federal-State Joint Boards. State members of staff committees for Federal-State Joint Boards shall be appointed by the President, except that each State member of a Joint Board shall be entitled to designate one staff member. The President will appoint the 4 staff members (Commissioners Staff) selected by each State Joint Board member. The President will consult with the State members of the Joint Board before making the other 7 staff appointments (At-Large Staff). Commissioner Staff may serve until either (1) their sponsoring commissioner leaves the board or (2) their sponsoring commissioner wishes to replace them. At-Large Staff serve three or four year terms which shall be specified in their appointment letters and referenced in NARUC's Membership Directory. The President should try to stagger at-large term appointments. Once their term ends, At-Large Staff may remain in service on the Board until (1) the NARUC President appoints a replacement or (2) the NARUC President reappoints them to the Board. The formal Joint Board staff for each Joint Board shall be limited to 12 members consisting of 4 Commissioner members, the 7 At-Large members, and a member of NARUC staff. Appointment of additional members is discouraged. However, when particular expertise or participation by other staff is required, and the State employing that staff will fund all expenses associated with that staff's participation, the State members can request the NARUC President appoint additional staff. Such staff will be designated "Limited Appointment Staff" in both their appointment letters and the NARUC Directory. The terms for such staff will be limited to one year. In the absence of a reappointment letter, their service ends.

Section 25. EPRI and GTI Advisory Councils. The State members of the Advisory Councils to the Board of Directors of the Electric Power Research Institute (EPRI) and the Gas Technology Institute (GTI) shall be appointed by the President for three year terms, with no State member serving for more than two consecutive terms. Appointments for the EPRI Advisory Council shall generally be made from the membership of the Committees on Electricity and Energy Resources and the Environment. Appointments for the GTI Advisory Council shall generally be made from the membership of the Committees on Gas and Energy Resources and the Environment.

Section 26. Other Representatives. Other representatives of the Association shall be appointed or nominated, as the case may be, by the Board of Directors or the President. Previous appoint-

ments of unspecified length shall be deemed to terminate in one year, and the appointee shall thereafter be subject to reappointment.

Section 27. Attendance. Representatives who attend less than one-half of the duly called meetings of the organization to which appointed during the Association year shall be subject to removal by the President.

Selection of Officers

Section 28. Regional Rotation. Beginning with the election of NARUC Officers in November 2000, the NARUC Second Vice President shall be chosen from the Association's regional affiliates on the following schedule:

2000 – Mid-America Regulatory Commissioners (MARC)

2001 – Southeastern Association of Regulatory Utility Commissioners (SEARUC)

2002 – Western Conference of Public Service Commissioners (WCPSC)

2003 – MARC

2004 – SEARUC

2005 – WCPSC

2006 – Mid-Atlantic Conference of Regulatory Utilities Commissioners (MACRUC)

2007 – New England Conference of Public Utilities Commissioners (NECPUC)

2008 – MARC

2009 – SEARUC

2010 – WCPSC

2011 – MARC

2012 – SEARUC

2013 – WCPSC

2014 – MACRUC

2015 – NECPUC

Beginning in 2016, this 15-year cycle shall be repeated.

Adopted by the 97th NARUC Annual Convention on November 20, 1985 (**Convention Proceedings**, pages 365-367), and amended by the 110th NARUC Annual Convention on November 9, 1998 and the NARUC Board of Directors on July 21, 1999 at its Summer Meeting in San Francisco and on January 14, 2000, via an appropriately noticed and constituted conference call, and on March 8, 2000 at its Winter Meeting in Washington, D.C.