



Department of Energy

Bonneville Power Administration
P.O. Box 3621
Portland, Oregon 97208-3621

FREEDOM OF INFORMATION ACT/PRIVACY PROGRAM

October 31, 2022

In reply refer to: FOIA #BPA-2023-00029-F

SENT VIA EMAIL ONLY TO: [REDACTED]

Michael Ravnitzky
[REDACTED]

Dear Mr. Ravnitzky,

The Bonneville Power Administration (BPA) has received your request for agency records made under the Freedom of Information Act, 5 U.S.C. § 552 (FOIA). BPA received your records request on October 11, 2022, and assigned your request a tracking number of BPA-2023-00029-F. Please use that tracking number in any correspondence with the agency regarding your FOIA request.

Request

“...the [agency] Charters for ACGC, ICOT, RCC, PWG, IGOT and DAWG. [ACGC, which is Audit, Compliance, & Governance Committee; ICOT, which is Internal Controls Oversight Team; RCC, which is Reliability Compliance Committee; IGOT, which is Information Governance Oversight Team; PWG, which is Policy Working Group; DAWG, which is Delegation of Authority Working Group]”

Acknowledgment

BPA has reviewed your request and has determined that it fulfills all of the criteria of a proper request under the FOIA and the DOE FOIA regulations at Title 10, Code of Federal Regulations, Part 1004.

Response

BPA searched for and gathered the responsive six Charters from the agency’s Compliance, Audit and Risk Management office and from the Governance & Controls office. Those six Charters, comprising 29 pages, accompany this communication with no redactions applied.

Fee

There are no fees applicable to your request for BPA records.

Certification

Your FOIA request BPA-2023-00029-F is now closed with all responsive agency records provided. Pursuant to 10 C.F.R. § 1004.7(b)(2), I am the individual responsible for the records search and release described above.

Appeal

Note that the records release certified above is final. This final decision, as well as the adequacy of the search, may be appealed within 90 calendar days from your receipt of this letter pursuant to 10 C.F.R. § 1004.8. Appeals should be addressed to:

Director, Office of Hearings and Appeals,
HG-1, L'Enfant Plaza
U.S. Department of Energy
1000 Independence Avenue, S.W.
Washington, D.C. 20585-1615

The written appeal, including the envelope, must clearly indicate that a FOIA appeal is being made. You may also submit your appeal to OHA.filings@hq.doe.gov, including the phrase "Freedom of Information Appeal" in the subject line. The appeal must contain all of the elements required by 10 C.F.R. § 1004.8, including a copy of the determination letter. Thereafter, judicial review will be available to you in the Federal District Court either: 1) in the district where you reside; 2) where you have your principal place of business; 3) where DOE's records are situated; or 4) in the District of Columbia.

Additionally, you may contact the Office of Government Information Services (OGIS) at the National Archives and Records Administration to inquire about the FOIA mediation services they offer. The contact information for OGIS is as follows:

Office of Government Information Services
National Archives and Records Administration
8601 Adelphi Road-OGIS
College Park, Maryland 20740-6001
E-mail at ogis@nara.gov
Telephone at 202-741-5770; toll free at 1-877-684-6448; facsimile at 202-741-5769

Questions about this communication may be directed to James King, FOIA Public Liaison, at jjking@bpa.gov or 503-230-7621.

Sincerely,

Candice D. Palen
Freedom of Information/Privacy Act Officer

Bonneville Power Administration
Audit, Compliance and Governance Committee
CHARTER

Updated: January 25, 2022

Purpose

The Administrator/Chief Executive Officer and the Enterprise Board (EB) of the Bonneville Power Administration (BPA) has constituted and established the Audit, Compliance, and Governance Committee (ACGC) reporting through the Executive Vice-President of Compliance, Audit, and Risk Management (EVP of CAR). The ACGC will promote a one-BPA view of audit, compliance, governance, and risk management. The committee will provide a structured, systematic oversight of BPA's audit program, compliance and governance, risk management, employee concerns, external audit of the Federal Columbia River Power System (FCRPS), and management's responsibility for internal controls practices. The ACGC will report regularly to the EB, summarizing the committee's activities and recommendations and bringing agency decisions needing Board approval.

Committee Members

<p><u>Voting Members:</u></p> <ul style="list-style-type: none">• Executive Vice President of Compliance, Audit and Risk Management• Chief Workforce & Strategy Officer• Chief Administrative Officer• Chief Operating Officer• Executive Vice President & Chief Financial Officer• Executive Vice President & General Counsel	<p><u>Non-Voting Members:</u></p> <ul style="list-style-type: none">• Executive Vice President & Chief Information Officer• Senior Vice President for Power Services• Senior Vice President for Transmission Services• Executive Vice President of Environment, Fish and Wildlife• Chief Compliance Officer• Chief Audit Executive• Accounting Officer
<p><u>Chairperson:</u></p> <ul style="list-style-type: none">• Executive Vice President of Compliance, Audit and Risk Management	<p><u>Standing Invitees</u></p> <ul style="list-style-type: none">• Chief Information Security Officer• Supervisory Attorney-Adviser• Supervisory Auditors• Governance and Internal Controls Supervisor• Compliance Remediation Supervisor• ACGC Meeting Coordinator
<p><u>Meeting Coordinator:</u></p> <ul style="list-style-type: none">• Management Associate to the EVP of Compliance, Audit and Risk Management	

Attendance

- Members are expected to be present in person at all of the ACGC meetings.
- Voting members may designate up to two alternates (a primary and secondary) to attend/observe meetings when the principal ACGC member is unavailable (designation of alternate(s) does not constitute proxy of vote, see Decision Mode below for proxies).
- Non-Voting Members may designate one alternate to attend/observe meetings when the principal ACGC member is unavailable.

- Standing Invitees do not identify an alternate, if they are unable to attend, they will need to schedule time with another ACGC member that was present for a meeting debrief.
- Attendance is limited to committee members or their designated alternates (if necessary) and standing invitees, unless explicitly authorized or invited by the Chairperson.
- The Chairperson is empowered and expected to invite subject matter experts to the ACGC based on on-going committee actions and issues.
- A staff member may attend an ACGC meeting as a visitor if required to answer content questions for relevant topics on the agenda.
- See Appendix A for current list of members and designated alternates. This appendix will be updated quarterly.

Quorum

Four voting members, including either the Chief Operating Officer (COO) or the Chief Administrative Officer (CAO), will constitute a quorum. Non-voting members do not count toward a quorum. The chairperson, or their designated substitute, will decide whether a quorum is present. If neither the COO nor the CAO is available, the meeting shall be rescheduled or cancelled. If the EVP of CAR is not available, the COO will chair the meeting.

Decision Mode

- **Chairperson:** The EVP of CAR chairs all meetings. The ACGC will seek to forge consensus as it discharges its responsibilities.
- **Proxies:** An absent voting member must either assign his or her proxy to another voting member or allow it to be cast by the member who is chairing the meeting. Proxies do not constitute presence for establishing a quorum, except for consideration of items that can be decided by e-mail vote.
- **Non-Voting Members:** The chairperson may call for non-voting member recommendations; each non-voting member will provide their recommendation.
- **Resolutions:** For matters in which the ACGC members cannot reach a consensus decision, the chairperson may decide to escalate the issue to the EB or the Administrator. The meeting coordinator will record all votes and decisions in the meeting minutes.
- **Conduct of Members:** ACGC Members should adhere to BPA's values, code of conduct and ethics principles established by BPA. It is the responsibility of members to disclose any conflict of interest or appearance of conflict of interest to the committee. If there is any question as to whether ACGC member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself. All recusals will be documented in the meeting minutes.

Executive Sessions

The ACGC will schedule and hold Executive Sessions in addition to the regularly scheduled meetings. These sessions will consist of; the voting members, the Chief Compliance Officer, the Chief Audit Executive, and any other officials that the ACGC may deem appropriate at each of its meetings.

Responsibilities

The ACGC serves within BPA's governance framework as a senior management forum to obtain assurance about effective governance, internal control, and compliance over agency objectives. The committee assists the Administrator and the EB by providing advice and guidance on the adequacy of BPA's initiatives for:

- Values and ethics.
- Governance structure.
- Risk management.
- Fraud.
- Internal control framework under the Federal Managers Financial Integrity Act (FMFIA)
- Oversight of the internal audit program, external auditors and other providers of assurance.
- Financial statements and public accountability reporting.

In discharging its responsibilities, the ACGC will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The ACGC is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities. The organization's management and staff should cooperate with audit committee requests.

Schedule and Logistics

- The committee will meet at least once per month, normally on the fourth Tuesday of the month between 1:00 pm – 2:30 pm.
- Two of the meetings will be scheduled to coincide with the start and completion of the FCRPS audit.
- The executive sessions will normally follow immediately after the ACGC from 2:30 to 3:00 pm.
- Time and location, including meeting remotely by teleconference or video conference, may be changed as necessary by the chairperson with sufficient advance notice to accommodate Voting Members' schedules.
- The chairperson may call special committee meetings as needed.
- Meetings will be calendared 12 months in advance. Notice of all meetings will contain, at minimum, the meeting date, time and location.

Business and Records

- The chairperson approves the agenda for each meeting after allowing for input from the members. The chairperson will introduce meeting agenda topics and facilitate the discussion in a way that leads to necessary resolution, while respecting the time available.
- The Chief Compliance Officer and the Chief Audit Executive are responsible for reviewing and approving materials, consistent with any formatting guidelines, prior to submission the coordinator by the specified deadline.
- Meeting materials, such as the agenda, inform documents, decision documents, and minutes of the previous meeting will be provided to the members at least two working days before the ACGC meeting. The coordinator will make all meeting materials available on the ACGC SharePoint site for review by the ACGC members and all members of the EB prior to the meeting.
- All discussion and decision documents will be prepared using the ACGC briefing memo/decision memo templates, with the option of providing additional supplemental publications.

- The meeting coordinator prepares and preserves official minutes of the meetings, with special attention to recording decisions, guidance provided, and actions needed. The ACGC members will be given the opportunity to comment on a draft of decisions and minutes via e-vote, within 5 working days after the meeting, before they are finalized. Minutes shall be made available on the ACGC SharePoint site for the ACGC members and all members of the EB once the committee members via e-vote have approved them.
- All official ACGC documents will be managed in accordance with the agency's Information Governance and Lifecycle Management policies.
- Key ACGC documents, including agendas, supplemental materials, and decision documents will be posted on the ACGC SharePoint site. Access to documents on this site will be restricted as necessary to meet standards of conduct.
- Invited guests, presenters and the ACGC members are expected to summarize the issue and briefly describe the outcome sought from the discussion.
- Key messages for communication to the agency about the ACGC meetings and decisions will be provided at the end of each meeting and/or otherwise noted in the meeting notes.

Subcommittees and Working Groups:

In order to more effectively implement agency assurance programs and activities, two additional operational and deliberative types of bodies are authorized by this charter. Regardless of title, these bodies are formed for either long-term, programmatic responsibilities ('subcommittees') or short term, specific issue resolution ('working groups').

Subcommittees.

The ACGC may charter a standing subcommittee charged with an area of responsibility relating to the agency's governance, risk, and compliance obligations. The charter will include appointment of a chairperson, members, and prescribe the duties of the subcommittee using this charter as a model. All ACGC subcommittees will hold meetings at the call of the ACGC subcommittee chair.

Subcommittees are expected to implement and/or monitor programs, identify issues, and provide recommendations to the ACGC through presentations or additional read-ahead materials as requested by the ACGC members or when the subcommittee needs to elevate a topic/concern. Subcommittees may be required to provide written reports to the coordinator to post to the ACGC SharePoint site for review. The ACGC will determine whether a report, recommendation, or issue presented will be further elevated unless a specific request is made by the Enterprise Board. Subcommittees may be dissolved by a vote of the ACGC.

Working Groups.

The chairperson may create a short term working group to address a specific issue. The chairperson will appoint a working group chair. Working groups will be required to assess risks, perform analyses, and make recommendations to the ACGC. These make take the form of written reports or presentations to the ACGC. The ACGC will determine whether an item should be further elevated unless a specific request is made by the EB. Working groups may be dissolved once the issues to which they have been assigned are resolved.

See Appendix B & C for current list of subcommittees and working groups. These appendices will be updated quarterly.

Leadership Behavior and Norms

Members are expected to model the BPA Leadership Behaviors:

- **Value People:** Show respect and genuine appreciation for your team. Invest in their performance and development.
- **Come Together:** Conduct healthy debate, with final decision in the best interest of BPA as a whole.
- **Listen More Than Talk:** Take time to actively and respectfully listen.
- **Pass It On:** Communicate information deliberately and frequently. Be transparent and authentic.
- **Connect To The Mission:** Connect individual's goals and work to agency's bigger picture. Motivate and mentor.
- **Stick to Priorities:** Define your strategic priorities and be disciplined to focus on the top 3 – 5 right things.
- **Consider It Done:** Accept and meet your commitments reliably. Trust others will do the same.

During the ACGC meetings, members are expected to:

- Trust each other.
- Solve problems.
- Be forthright with information.
- Bring diverse perspectives.
- Show respect.
- No surprises – high level of sharing.
- Model BPA behavior of alignment on issues.
- Engage in open, dynamic conversation.

Charter Amendments

Proposed amendments to this charter will be submitted to the chairperson and will be considered at the next regular meeting. Following the ACGC approval of recommended changes, the proposed amendments will be submitted to the EB for final review and approval.

Bonneville Power Administration
Internal Controls Oversight Team
CHARTER
Updated: May 24, 2022

Purpose

The Audit, Compliance and Governance Committee (ACGC) has constituted and established the Internal Controls Oversight Team to adequately establish, and consistently apply, the required governance needed to routinely identify, assess, manage, and monitor risk and controls across the enterprise reporting through the Chief Compliance Officer. The ICOT will oversee Bonneville’s Internal Control Program housed in the Governance and Controls organization (CGC) and implemented by individual organizations throughout Power, Transmission, and Environment, Fish and Wildlife business lines as well as corporate services. The ICOT will report regularly to the ACGC, summarizing the committee’s activities and recommendations and bringing significant policy proposals and/or strategy decisions to the ACGC for approval. The purpose of acquiring ACGC approval is that the ACGC is the designated entity oversight body that formulates Bonneville’s determinations of reasonable assurance of internal control for annual Federal Manager Financial Integrity Act (FMFIA) attestation reporting purposes.

Sub-committee Members

Voting Members:

- CG - Governance and Compliance
- CBE - Enterprise Risk Management
- D - Chief Workforce and Strategy Office Coordinator
- E - Environment, Fish and Wildlife
- F - Finance
- H - Human Resources
- J - Information Technology
- K - Chief Operating Office
- KS - Customer Support Services
- L - Office of General Counsel
- N - Chief Administrative Office
- P - Power Services
- T - Transmission Services
- CN - Internal Audit
- CGC - Internal Control Program and ICWG
- CGC - Policy Program and PWG Coordinator
- CGR - BART Program and Regulatory Compliance Program Coordinator
- FRS - Appendix A to OMB Circular No. A-123 (External Financial Reporting)
- CP - Appendix B to OMB Circular No. A-123 (Purchasing Card)
- FTO - Appendix C to OMB Circular No. A-123 (Payment Integrity)

Non-Voting Members:

Chairperson:

Chief Compliance Officer (CG)

Standing Invitees:

Other invitees as designated by voting members

Meeting Coordinator:

Governance and Controls Supervisor (CGC)

See Appendix A for membership names and titles.

Attendance

- Voting Members are expected to be present at all ICOT meetings requiring a vote. Two alternates (a primary and secondary) must be designated to substitute and are permitted when the principal ICOT member is unavailable. Standing invitees are welcome, but not required, to attend ICOT meetings. A staff member may attend an ICOT as a visitor if required to answer content questions for relevant topics on the agenda.
- Attendance is limited to committee members, their designated alternates (if necessary), and standing invitees, unless explicitly authorized or invited by the chairperson.

Quorum

A quorum for conducting business that requires a vote of the ICOT shall be 50% plus one of the current filled voting member positions. A member who cannot attend should arrange for a manager or team lead from their organization to observe.

Decision Mode

- **Chairperson:** The Chief Compliance Officer chairs all meetings. The ICOT will seek to forge consensus as it discharges its responsibilities. The meeting coordinator will record all votes and decisions in the meeting minutes.
- **Proxies:** An absent voting member must either assign their proxy to another voting member or allow it to be cast by the member who is chairing the meeting. Proxies do not constitute presence for the purpose of establishing a quorum, except for consideration of items that can be decided by e-mail vote.
- **Resolutions:** For matters in which the ICOT members cannot reach a consensus decision, the chairperson may decide to escalate the issue to the ACGC.

Schedule and Logistics

- The committee will meet at least once a month.
- The chairperson may call special committee meetings as needed.
- Meetings will be calendared six to twelve months in advance. Notice of all meetings will contain, at a minimum, the meeting date, time, and location.
- Meetings may be cancelled if there are no pressing agenda items, if the majority of attendees are absent due to annual leave, or more urgent meeting conflicts.

Responsibilities

The committee serves within BPA's governance framework as a senior management forum to obtain assurance about effective internal control over agency objectives. The committee makes risk-based

assessments of BPA's efforts to continuously improve internal control and the agency's ability to meet its objectives. The committee monitors BPA management accountability for the following internal control objectives; effective and efficient operations; reliable financial reporting; and compliance with applicable laws and regulations. The committee will vet issues prior to presenting to the ACGC. The committee advises and provides related recommendations to the ACGC on the status of internal control improvements and on the BPA Administrator's ability to annually attest that:

- As of September 30, BPA is operating efficiently and effectively and in compliance with applicable laws and regulations (see FMFIA and OMB Circular A-123 reporting requirements).

The committee obtains assurance by monitoring, reviewing, and providing direction for:

- BPA-wide implementation of OMB Circular A-123 requirements
- BPA-wide implementation of GAO Green Book standards
- BPA Audit and Review Tracking (BART)
- BPA-wide implementation of the Regulatory Compliance Program (RCP)
- Oversight of special projects and policies relating to internal control

Business and Records

- The chairperson approves the agenda for each meeting after allowing for input from the members. The chairperson will introduce meeting agenda topics and facilitate the discussion in a way that leads to necessary resolution while respecting the time available.
- The member sponsoring each agenda item is responsible for reviewing and submitting materials, consistent with any formatting guidelines, to the chairperson by the specified deadline.
- Meeting materials, such as the agenda, informs, decision documents, and minutes of the previous meeting will be provided to the members at least two working days before the ICOT meeting. The chairperson will make all meeting materials available on the ICOT SharePoint site for review by ICOT members and all members of the ACGC prior to the meeting.
- The meeting coordinator prepares and preserves official minutes of the meetings, with special attention to recording decisions, guidance provided, and actions needed. The ICOT members will be given the opportunity to comment on a draft of decisions and minutes at the next regular meeting before they are finalized. Minutes shall be posted to the SharePoint site and attached to the meeting.
- All official ICOT documents will be retained in accordance with the agency's document retention policy.
- Key ICOT documents, including agendas, supplemental materials, and decision documents will be posted on the ICOT SharePoint site. Access to documents on this site will be restricted as necessary to meet standards of conduct.
- Invited guests, presenters and ICOT members are expected to summarize the issue and briefly describe the outcome sought from the discussion.
- Key messages for communication to the agency about ICOT meetings and decisions will be provided at the end of each meeting and/or otherwise noted in the meeting notes.

Subcommittees and Working Groups

The chairperson may create a short-term subcommittee or working group to address a specific issue. The chairperson will appoint a subcommittee chairperson and prescribe the duties of the subcommittee. All ICOT subcommittees will hold meetings at the call of the ICOT subcommittee chair. Any ICOT subcommittee may be dissolved once the issues have been resolved. Working groups or subcommittees will be required to perform analysis and provide recommendations to the ICOT. Subcommittees or working groups will be

expected to bring recommendations to the ICOT prior to the ACGC. The ICOT will determine whether an item should be further elevated unless a specific request is made by the ACGC.

Norms

Members are expected to:

- Trust each other
- Solve problems
- Be forthright with information
- Bring diverse perspectives
- Show respect
- No surprises – high level of sharing
- Model BPA behavior of alignment on issues
- Engage in open, dynamic conversation

Charter Amendments

Proposed amendments to this charter will be submitted to the chairperson and will be considered at the next regular meeting. Following ICOT approval of recommended changes, the proposed amendments will be submitted to the ACGC for final review and approval.

ACGC approved the ICOT Charter on 3/27/2015.

ACGC approved revisions to the ICOT on 5/23/2020.

ACGC approved revisions to the ICOT Charter on 1/21/2021.

Appendix A: ICOT Membership (Names and Titles)

Org Code	Org/Position Title	Member Name	Primary Alt Designee	Secondary Alt Designee
Voting Members				
CG	Governance and Compliance	Christopher Frost	Joe Carluccio	Dave Thatcher
CBE	Enterprise Risk Management	Nigel Williams	None	None
D	Chief Workforce and Strategy Officer	Shauna Kuhn	Judith Estep	Nicole Rutherford
E	Environment, Fish and Wildlife	Rodrigo George	Tom Ono	None
F	Finance	Veronica Wittig	Ashley Schmid	Mike Maiorano
H	Human Resources	Anne Fickes	Nermin Suljic	None
J	Information Technology	Rebecca Wilde	Yvette Gill	None
K	Chief Operating Officer	Vishnu Jetmalani	Karen Conforti	None
KS	Customer Support Services	Jinah Nakaji	David Bicknell	None
L	Office of General Counsel	Virginia Schaeffer	None	None
N	Chief Administrative Office	Lynda Racicot	Khatera Mahan	None
P	Power Services	Tina Weber	Rachelle Powers	Justin Hawks
T	Transmission Services	Ivy Tyson	Jamie Pederson	Will Thompson
Non-Voting Members				
CN	Internal Audit	Michael Freudenthal	Melissa Gallagher-Reiter	Holly Patterson
CGC	Internal Control Program and ICWG Coordinator	Marie Pompel	Sandra Billings	N/A
CGC	Policy Program and PWG Coordinator	Dave Jensen	Sandra Billings	N/A
CGR	BART Program and Regulatory Compliance Program Coordinator	Bryan Edwards	Dave Thatcher	N/A
FRS	Appendix A to OMB Circular No. A-123 (External Financial Reporting)	Kevin Owen	N/A	N/A
CP	Appendix B to OMB Circular No. A-123 (Purchasing Card)	Stephanie Green	N/A	N/A
FTO	Appendix C to OMB Circular No. A-123 (Payment Integrity)	Anna Hayes (acting FTO Manager)	N/A	N/A

Reliability Compliance Committee Charter

Bonneville Power Administration
Reliability Compliance Committee
CHARTER
Approved: May 24, 2022

Purpose

The Audit, Compliance, and Governance Committee (ACGC) has constituted and established the Reliability Compliance Committee (RCC) reporting through the Chief Compliance Officer. The RCC will promote a one-BPA view of reliability compliance. The committee will oversee the BPA Reliability Compliance program housed in the Federal Energy Regulatory Commission (FERC) Compliance Office (CGF) and implemented by individual organizations throughout Transmission, Power and Corporate business lines. The RCC will report regularly to the ACGC, summarizing the committee's activities and recommendations and bringing significant policy proposals/strategy decisions to the ACGC for approval. The purpose of acquiring ACGC approval for RCC policy proposals/strategy is that the ACGC body is representative of both agency governance and operations and will provide balanced oversight concerning compliance decisions that materially impact reliability operations.

Committee Members

<u>Voting Members:</u>	<u>Non-Voting Members:</u>
<ul style="list-style-type: none">• Chief Compliance Officer (Sponsor)• VP, Planning and Asset Management, and Reliability Officer (Sponsor)• VP, Transmission System Operations (Sponsor)• VP, Transmission Engineering & Technical Services• CIP Senior Manager and Director Transmission Technology• Chief Security Officer	<ul style="list-style-type: none">• EVP of Compliance, Audit, and Risk Management• VP, Transmission Field Services• VP, Transmission Marketing and Sales• FERC Compliance Officer• Transmission Customer Service Reliability Program Manager• Power Services Reliability Program Manager
<u>Chairperson:</u> <ul style="list-style-type: none">• Chief Compliance Officer	<u>Standing Invitees</u> <ul style="list-style-type: none">• Chief Supply Chain Officer• NERC Reliability Compliance Program Lead• Chief Information Security Officer
<u>Meeting Coordinator:</u>	

- FERC Compliance Officer
- Transmission Reliability Standards Group Team Lead
- Reliability Standards Owners
- Designee from the Office of General Counsel

Attendance

- Voting Members are expected to attend all meetings in person or via phone conference. If unable to attend, Voting Members are expected to designate an alternate to attend on their behalf and communicate to coordinator.
- Non-Voting Members and Standing Invitees do not need to identify an alternate if they are unable to attend. See Appendix A for current list of members. This appendix will be updated quarterly.

Quorum

Four voting members, including two of the three Sponsors, will constitute a quorum. Non-voting members do not count toward a quorum. The chairperson, or their designated substitute, will decide whether a quorum is present.

Decision Mode

- **Chairperson:** The Chief Compliance Officer chairs all meetings. The RCC will seek to forge consensus as it discharges its responsibilities.
- **Proxies:** An absent voting member must either assign his or her proxy to another voting member or their alternate, or allow it to be cast by the chairperson.
- **Non-Voting Members:** The chairperson may call for non-voting member recommendations; each non-voting member will provide their recommendation.
- **Resolutions:** For matters in which the RCC members cannot reach a consensus decision, the chairperson may decide to escalate the issue to the ACGC. The meeting coordinator will record all votes and decisions in the meeting minutes.
- **Conduct of Members:** RCC Members should adhere to BPA's values, code of conduct and ethics principles established by BPA. It is the responsibility of members to disclose any conflict of interest or appearance of conflict of interest to the committee. If there is any question as to whether RCC member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself. All recusals will be documented in the meeting minutes.

Responsibilities

The RCC serves within BPA's governance framework as a management forum to provide leadership, accountability, planning, and coordination to ensure that BPA meets reliability

compliance objectives and requirements. The RCC will discharge its responsibilities by meeting the following goals:

- Providing agency oversight of reliability compliance to ensure BPA proactively manages and implements strategic choices.
- Developing Reliability Compliance Policy and Strategy for the purpose of meeting and/or exceeding North American Electric Reliability Corporation (NERC) and WECC reliability standards compliance requirements.
- Assigning management accountability to ensure that standard ownership is vested in the appropriate Reliability Standard Owner and implemented by the appropriate individuals.
- Coordinating and communicating standards development and its impact on BPA.

Schedule and Logistics

- The committee will meet at least once per month, normally on the fourth Thursday of the month between 1:00 pm – 2:30 pm.
- The chairperson may call special committee meetings as needed, or cancel meetings due to lack of availability of members or lack of agenda topics.
- The FERC Compliance Officer organizes and facilitates the meetings. If the FERC Compliance Officer is not available, the NERC Reliability Compliance Program Lead may organize and facilitate the meeting.

Business and Records

- Meeting materials, such as the agenda, inform documents, decision documents, and minutes of the previous meeting will be provided to the members at least two working days before the RCC meeting. The coordinator will make all meeting materials available on the RCC SharePoint site for review by the RCC members prior to the meeting.
- The Compliance & Governance organization prepares and preserves official minutes of the meetings, with special attention to recording decisions, guidance provided, and actions needed. Minutes shall be made available on the RCC SharePoint site for the RCC members.
- All official RCC documents will be managed in accordance with the agency's Information Governance and Lifecycle Management policies.
- Key RCC documents, including agendas, supplemental materials, and decision documents will be posted on the RCC SharePoint site. Access to documents on this site will be restricted as necessary to meet standards of conduct.

Subcommittees and Working Groups

The chairperson may create a subcommittee or working group to address a specific issue. The charter will appoint a subcommittee chairperson and prescribe the duties of the subcommittee. All RCC subcommittees will hold meetings at the call of the RCC

subcommittee chair. Any of the RCC subcommittees may be dissolved once the issues have been resolved. Working groups or subcommittees will be required to perform analysis and provide recommendations to the RCC. Subcommittees or working groups will be expected to bring recommendations to the RCC prior to the ACGC. The RCC will determine whether an item should be further elevated unless a specific request is made by the ACGC.

These subcommittees will provide quarterly written reports to the coordinator to post to the RCC SharePoint site for review by the RCC. Each subcommittee will be scheduled on the agenda to present in person at least once a year and as needed to present additional information as requested by the RCC members or when the subcommittee/group needs to elevate a topic/concern.

Appendix B & C will contain a current list of subcommittees and working groups when any are active. These appendixes will be updated as needed.

The RCC may charter a standing subcommittee charged with an area of responsibility relating to the agency's reliability compliance obligations. The charter will include appointment of a chairperson, members, and prescribe the duties of the subcommittee using this charter as a model. All RCC subcommittees will hold meetings at the call of the RCC subcommittee chair. Subcommittees are expected to implement and/or monitor programs, identify issues, and provide recommendations to the RCC through presentations or additional read-ahead materials as requested by the RCC members or when the subcommittee needs to elevate a topic/concern. Subcommittees will provide written quarterly reports to the coordinator to post to the RCC SharePoint site for review. The RCC will determine whether a report, recommendation, or issue presented will be further elevated unless a specific request is made by the ACGC. Subcommittees may be dissolved by a vote of the RCC.

The chairperson may create a short term working group to address a specific issue. The chairperson will appoint a working group chair. Working groups will be required to assess risks, perform analyses, and make recommendations to the RCC. These may take the form of written reports or presentations to the RCC. The RCC will determine whether an item should be further elevated unless a specific request is made by the ACGC. Working groups may be dissolved once the issues to which they have been assigned are resolved. Appendix B & C will contain a current list of subcommittees and working groups when any are active. These appendixes will be updated as needed.

Leadership Behavior and Norms

Members are expected to model the BPA Leadership Behaviors:

- **Value People:** Show respect and genuine appreciation for your team. Invest in their performance and development.
- **Come Together:** Conduct healthy debate, with final decision in the best interest of BPA as a whole.
- **Listen More Than Talk:** Take time to actively and respectfully listen.
- **Pass It On:** Communicate information deliberately and frequently. Be transparent and authentic.

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- **Connect To The Mission:** Connect individual's goals and work to agency's bigger picture. Motivate and mentor.
- **Stick to Priorities:** Define your strategic priorities and be disciplined to focus on the top 3 – 5 right things.
- **Consider It Done:** Accept and meet your commitments reliably. Trust others will do the same.

During the RCC meetings, members are expected to:

- Trust each other.
- Solve problems.
- Be forthright with information.
- Bring diverse perspectives.
- Show respect.
- No surprises – high level of sharing.
- Model BPA behavior of alignment on issues.
- Engage in open, dynamic conversation.

Charter Amendments

Proposed amendments to this charter will be submitted to the chairperson and will be considered at the next regular meeting. Following the RCC approval of recommended changes, the proposed amendments will be submitted to the ACGC for final review and approval.

Bonneville Power Administration
Reliability Compliance Committee Charter

Bonneville Power Administration

**Policy Working Group
CHARTER**

Updated: October 14, 2021

Purpose

The Internal Controls Oversight Team (ICOT) of the Bonneville Power Administration (BPA) has constituted and established the Policy Working Group (PWG) reporting through the Governance and Internal Controls Supervisor. The PWG serve as cross-functional and collaborative team to promote a structured, systematic oversight process regarding Bonneville’s internal, enterprise-wide policy needs as defined in BPA Policy 120-1, BPA Policy on Policy Management.

Working Group Members

<p><u>Voting Members</u></p> <ul style="list-style-type: none">• Policy Program Lead• Office of General Counsel• Information Technology• Human Capital Management• Finance• Power Services• Transmission Business Ops• Environment, Fish & Wildlife• Business Transformation Office• Front Office• Customer Contract Support TPP• Chief Administrative Office• Chief Operations Office	<p><u>Non-Voting Members</u></p> <p>N/A</p> <p><u>Standing Invitees</u></p> <ul style="list-style-type: none">• Chief Compliance Officer• Chief Information Security Officer• CGC Internal Controls Compliance Specialist• Safety, Security & Continuity of Operations, Workplace Services, Supply Chain Services• Customer Contract Support (KSC)• Transmission Internal Ops
<p><u>Chairperson</u></p> <p>Governance and Internal Controls Supervisor (CGC)</p>	
<p><u>Meeting Coordinator</u></p> <p>Policy Program Lead (CGC)</p>	

Attendance

- Members are expected to be present or attend via skype at all of the PWG meetings.
- Voting members will designate an alternate to attend/observe meetings when the principal PWG member is unavailable (designation of alternate(s) does not constitute proxy of vote; see Decision Mode below for proxies).
- Standing invitees do not identify an alternate; if they are unable to attend, they will need to review the meeting notes and agenda items on the PWG SharePoint Site.
- Attendance is limited to working group members or their designated alternate (if necessary) and standing invitees.
- The Chairperson or Meeting Coordinator is empowered and expected to invite subject matter experts to the PWG based on ongoing working group actions and issues.
- A staff member may attend a PWG meeting as a visitor if required to answer content questions for relevant topics on the agenda.
- See Appendix A for current list of members and designated alternates. This appendix will be updated quarterly.

Quorum

Seven voting members, including the Governance and Internal Controls Supervisor, will constitute a quorum. Non-voting members do not count toward a quorum. The Chairperson, Meeting Coordinator, or their designated substitute will decide whether a quorum is present. If the Chairperson, Meeting Coordinator, or their designated substitute is not available, the meeting shall be cancelled. If the Governance and Internal Controls Supervisor is not available, the Meeting Coordinator will chair the meeting. If both the Chairperson and Meeting Coordinator are unavailable, their designated substitute will chair the meeting.

Decision Mode

- **Chairperson:** The presiding officer of the PWG. The Chairperson presides over PWG meetings ensuring that members conduct business in an orderly fashion and seek to forge consensus as the PWG discharges its responsibilities.
- **Proxy:** An absent voting member must either assign his or her proxy to another voting member or allow it to be cast by the member who is chairing the meeting.
- **Non-Voting Members:** The Chairperson may call for non-voting member recommendations; each non-voting member will provide their recommendation.
- **Resolutions:** For matters in which the PWG members cannot reach a consensus decision, the Chairperson may decide to escalate the issue to the ICOT.
- **Conduct of Members:** PWG members should adhere to BPA's values, code of conduct and ethics principles established by BPA. It is the responsibility of members to disclose any conflict of interest or appearance of conflict of interest to the committee. If there is any question as to whether PWG member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself. All recusals will be documented in the meeting minutes.

Responsibilities

The PWG serves within Bonneville's governance framework as a management forum for review and analysis of proposed policies (new or revised). Specifically, the PWG (1) validates the purpose and scope of the policy with regard to the "determine need" criteria defined in Policy 120-1 (section 1.8); (2) identifies conflicts or gaps with existing and/or proposed policies and ensures their resolution prior to publication; (3) defines impact analysis parameters; (4) conducts and/or coordinates the impact analysis; (5) reviews draft policies for adherence to policy management program principles, standards, and processes; and (6) coordinates sunset reviews for and disposition of authorized policies.

In discharging its responsibilities, the PWG will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The PWG is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities.

Schedule and Logistics

- The committee will meet at least once per month, normally on the second Wednesday of the month.
- The Chairperson may call special PWG meetings as needed.
- Meetings will be calendared 6 months in advance. Notice of all meetings will contain, at minimum, the meeting date, time and location.

Business and Records

- The Meeting Coordinator approves the agenda for each meeting after allowing for input from the members. The Meeting Coordinator will introduce meeting agenda topics and facilitate the discussion in a way that leads to necessary resolution, while respecting the time available.
- The member sponsoring each agenda item is responsible for reviewing and submitting materials, consistent with any formatting guidelines, to the coordinator by the specified deadline.
- Meeting materials, such as the agenda, inform documents, decision documents, and minutes of the previous meeting will be provided to the members at least two working days before the PWG meeting. The Meeting Coordinator will make all meeting materials available on the PWG SharePoint site for review by the PWG members.
- All discussion and decision documents will be prepared using the PWG briefing memo/decision memo templates, with the option of providing additional supplemental publications.
- The Internal Controls Compliance Specialist prepares and preserves official minutes of the meetings, with special attention to recording decisions, guidance provided, and actions needed. Minutes shall be made available on the PWG SharePoint site.
- All official PWG documents will be managed in accordance with the agency's Information Governance and Lifecycle Management policies.
- Official PWG documents, including agendas, supplemental materials, and decision documents will be posted on the PWG SharePoint site. Access to documents on this site will be restricted as necessary to meet standards of conduct.
- Invited guests, presenters and the PWG members are expected to summarize the issue and briefly describe the outcome sought from the discussion.

- Key messages for communication to the agency about the PWG meetings and decisions will be provided at the end of each meeting and/or otherwise noted in the meeting notes.

Additional Working Groups

The Chairperson may create a short term working group to address a specific issue. The Chairperson will appoint a working group chair. Working groups will be required to assess risks, perform analyses, and make recommendations to the PWG. These may take the form of written reports or presentations to the PWG. The PWG will determine whether an item should be further elevated unless a specific request is made by the ICOT. Working groups may be dissolved once the issues to which they have been assigned are resolved.

Leadership Behavior and Norms

Members are expected to model the BPA Leadership Behaviors:

- **Value People:** Show respect and genuine appreciation for your team. Invest in their performance and development.
- **Come Together:** Conduct healthy debate, with final decision in the best interest of BPA as a whole.
- **Listen More Than Talk:** Take time to actively and respectfully listen.
- **Pass It On:** Communicate information deliberately and frequently. Be transparent and authentic.
- **Connect To The Mission:** Connect individual's goals and work to agency's bigger picture. Motivate and mentor.
- **Stick to Priorities:** Define your strategic priorities and be disciplined to focus on the top 3 – 5 right things.
- **Consider It Done:** Accept and meet your commitments reliably. Trust others will do the same.

During the PWG meetings, members are expected to:

- Trust each other.
- Solve problems.
- Be forthright with information.
- Bring diverse perspectives.
- Show respect.
- Model BPA behavior of alignment on issues.
- Engage in open, dynamic conversation.

Charter Amendments

Proposed amendments to this charter will be submitted to the Chairperson and will be considered at the next regular meeting. Following the PWG approval of recommended changes, the proposed amendments will be submitted to the ICOT for final review and approval.

**Bonneville Power Administration
Information Governance Oversight Team (IGOT)
CHARTER**

Updated: May 24, 2022

PURPOSE

The Audit, Compliance and Governance Committee (ACGC) has constituted and established an Information Governance Oversight Team (IGOT) reporting through the Chief Compliance Officer, with delegated authority to: 1) oversee governance of and compliance with BPA's regulatory and business obligations to appropriately collect, manage, maintain, secure, produce and dispose of agency records and information assets under the Federal Records Act, the Federal Rules of Civil Procedure, the Freedom of Information Act, the Privacy Act, and the Paperwork Reduction Act; and 2) monitor and shape BPA's policies and practices as they relate to these activities. The IGOT will report regularly to the ACGC, summarizing the subcommittee's activities and recommendations and bringing significant policy proposals/strategy decisions to the ACGC for approval.

SUB-COMMITTEE MEMBERS

<p><u>Voting Members:</u></p> <ul style="list-style-type: none"> • Information Governance Supervisor (CGI) (Chair) • Chief Compliance Officer (CG) (JLSR) • Assistant General Counsel for General Law (LG) • Deputy Chief Workforce and Strategy Officer (D) • Deputy Chief Administrative Officer (N) • Enterprise Architecture Supervisor (BA) • Fish and Wildlife Business Operations (EWB) • IGLM Program Lead (CGI) • Financial Information Systems Supervisor (FC) • HR Systems and Automation Supervisor (HS) • Chief Information Security Officer (JB) • • Enterprise Shared Services Supervisor (JL) • Asset Manager/Chief Data Officer (K) • Customer Support Services Director (KS) • Continuity of Operations Supervisor (NNC) 	<p><u>Non-Voting Members:</u></p> <ul style="list-style-type: none"> • Business Applications Supervisor (JLSI) • Data Integration & Reporting Supervisor • Platform Services Supervisor (JNP) • Policy Working Group Liaison (CGC) • Cyber Forensics Team Lead (JBB) • Information Governance Attorney (LG) <p><u>Standing Invitees:</u></p> <ul style="list-style-type: none"> • Chief Audit Executive (CN) Support Supervisor • Privacy/Information Collection Program Lead (CGI) <p><u>Chairperson:</u></p> <ul style="list-style-type: none"> • Information Governance Supervisor (CGI (Agency Records Officer, FOIA/Privacy Officer)) <p><u>Meeting Coordinator:</u></p> <ul style="list-style-type: none"> • Records & Information Management Specialist (CGI)
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- Personnel and Information Security Supervisor (NNP)

- Power Business Operations Supervisor (PSB)
- Transmission Chief of Staff (TA)
- Transmission Technology Services
Internal Business Operations Supervisor (TTB)

ATTENDANCE

- Voting Members are expected to attend all meetings in person or via phone conference.
- Voting Members may designate up to two alternates (a primary and secondary) to attend/observe meetings when the principal IGOT member is unavailable and serve as proxy for voting.
- Non-Voting Members and Standing Invitees do not need to identify an alternate if they are unable to attend.
- See the list posted on the [IGOT SharePoint site](#) for a current list of members and designated alternates. This list is kept up-to-date.

QUORUM

- A quorum for conducting business that requires a vote of the IGOT shall be 50% plus one of the current filled voting members' positions. A member who cannot attend shall arrange for their primary or secondary alternate to attend (see Attendance).

DECISION MODE

- **Chairperson:** The Information Governance Supervisor who is designated as Agency Records Officer and FOIA/Privacy Officer chairs all meetings. The IGOT will seek to forge consensus as it discharges its responsibilities.
- **Proxies:** Only Bonneville employees designated as alternates may hold a proxy for voting. Such Alternates shall be assumed to have a proxy for voting when attending on behalf of the member. An absent voting member with no alternate attending must either assign their proxy to another voting member or allow it to be cast by the member who is chairing the meeting. Proxies not assigned to an alternate do not constitute presence for the purpose of establishing a quorum, except for consideration of items that can be decided by e-mail vote.
- **Non-Voting Members:** The chairperson may call for non-voting member recommendations; each non-voting member will provide their recommendation.
- **Resolutions:** For matters in which the IGOT members cannot reach a consensus decision, the chairperson may escalate the issue to the ACGC. The meeting coordinator will record all votes and decisions in the meeting minutes.
- **Conduct of Members:** IGOT Members should adhere to BPA's values, code of conduct and ethics principles established by BPA. It is the responsibility of members to disclose any conflict of interest or appearance of conflict of interest to the committee. If there is any question as to whether IGOT member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself. All recusals will be documented in the meeting minutes.

RESPONSIBILITIES

The IGOT serves within BPA's governance framework as a management forum to provide leadership, accountability, planning, and coordination to ensure effective governance, internal control, and compliance over information assets in support of agency objectives. The IGOT will vet issues prior to presenting to the ACGC. The IGOT:

- 1) makes risk-based assessments of BPA's efforts to continuously improve information governance and the agency's ability to reasonably assure it meets the above objectives;
- 2) develops and reviews new/revised policies within the BPA internal policy 236 series;
- 3) sponsors, reviews and provides direction for key information governance compliance activities conducted or coordinated by Agency Compliance and Governance and other elements of the agency;
- 4) monitors BPA management accountability for agency information governance objectives under the Federal Records Act, the Federal Rules of Civil Procedure, the Freedom of Information Act, the Privacy Act, the Paperwork Reduction Act; and related regulations, directives, and BPA internal policies;

- 5) advises and provides related recommendations to the ACGC on the status of information governance, compliance, and annual reporting requirements.

SCHEDULE AND LOGISTICS

- The sub-committee will meet at least once a month, normally on the fourth Wednesday of the month between 9:00 am – 10:00 am.
- The chairperson may call special sub-committee meetings as needed.
- Meetings will be calendared six to twelve months in advance. Notice of all meetings will contain, at a minimum, the meeting date, time, and location.
- Meetings may be cancelled if there are no pressing agenda items, if the majority of attendees are absent due to annual leave, or a more urgent meeting conflicts.

BUSINESS AND RECORDS

- Meeting materials, such as the agenda, inform documents, decision documents, and minutes of the previous meeting will be provided to the members at least two working days before the IGOT meeting. The meeting coordinator will make all meeting materials available on the IGOT SharePoint site for review by IGOT members prior to the meeting.
- The meeting coordinator prepares and preserves official minutes of the meetings, with special attention to recording decisions, guidance provided, and actions needed. Minutes shall be made available on the IGOT SharePoint site for the IGOT members.
- All official IGOT documents will be managed in accordance with the agency's IGLM policies.

IGOT WORKING GROUPS

The IGOT may charter working groups to address a specific area of information governance or resolve an identified issue. All IGOT working groups will hold meetings at the call of the IGOT working group chair. Any IGOT working group may be dissolved by revocation of the IGOT approved charter. Working groups will be required to perform analysis and provide recommendations to the IGOT. Working groups will be expected to bring recommendations to the IGOT prior to the ACGC. The IGOT will determine whether an item should be further elevated unless a specific request is made by the ACGC.

LEADERSHIP BEHAVIOR AND NORMS

Members are expected to model the BPA Leadership Behaviors:

- **Value People:** Show respect and genuine appreciation for your team. Invest in their performance and development.
- **Come Together:** Conduct healthy debate, with final decision in the best interest of BPA as a whole.
- **Listen More Than Talk:** Take time to actively and respectfully listen.

- **Pass It On:** Communicate information deliberately and frequently. Be transparent and authentic.
- **Connect To The Mission:** Connect individual's goals and work to agency's bigger picture. Motivate and mentor.
- **Stick to Priorities:** Define your strategic priorities and be disciplined to focus on the top 3 – 5 right things.
- **Consider It Done:** Accept and meet your commitments reliably. Trust others will do the same.

During the IGOT meetings, members are expected to:

- Trust each other
- Solve problems
- Be forthright with information
- Bring diverse perspectives
- Show respect
- No surprises – high level of sharing
- Model BPA behavior of alignment on issues
- Engage in open, dynamic conversation

CHARTER AMENDMENTS

Proposed amendments to this charter will be submitted to the chairperson and will be considered at the next regular meeting. Following the IGOT approval of recommended changes, the proposed amendments will be submitted to the ACGC for final review and approval.

ACGC Approval date 5/24/2022

Bonneville Power Administration
Delegation of Authority Working Group
CHARTER
Updated: October 16, 2021

Purpose

The Internal Controls Oversight Team (ICOT) of the Bonneville Power Administration (BPA) has constituted and established the Delegation of Authority Working Group (DAWG) reporting through the Governance and Internal Controls Supervisor. The DAWG serves as a cross-functional and collaborative team to promote a structured, systematic oversight process regarding Bonneville’s internal, enterprise-wide delegation of authority and designation of authority needs as defined in BPA Policy 140-1, Delegations of Authority to Bind the Bonneville Power Administration, BPA Policy 140-2, Administrative Designations, and BPA Policy 140-3, Authority to Obligate the Bonneville Power Administration.

Working Group Members

<u>Voting Members</u>	<u>Non-Voting Members</u>
<ul style="list-style-type: none"> • Delegation Program Lead • Office of General Counsel • Information Technology • Safety, Security & Continuity of Operations, Workplace Services, Supply Chain Services • Chief Administrator’s Office • Finance • Customer Support Services • Transmission Services • Environment, Fish & Wildlife • Power Business Operations 	<p>N/A</p> <p><u>Standing Invitees</u></p> <ul style="list-style-type: none"> • Chief Compliance Officer • CGC Internal Controls Compliance Specialist • Power Services Energy Efficiency • Power Services Generation • Power Services Requirements & Marketing • Power Services Bulk Marketing
<p><u>Chairperson</u></p> <p>Governance and Internal Controls Supervisor (CGC)</p>	
<p><u>Meeting Coordinator</u></p> <p>Delegation Program Lead (CGC)</p>	

Attendance

- Members are expected to be present or attend via skype at all DAWG meetings.
- Voting members will designate an alternate to attend/observe meetings when the principal DAWG member is unavailable (designation of alternate(s) does not constitute proxy of vote; see Decision Mode
- Standing invitees do not identify an alternate; if they are unable to attend, they can review the meeting notes and agenda items on the DAWG SharePoint Site.
- Attendance is limited to working group members or their designated alternate (if necessary) and standing invitees.
- The Chairperson or Meeting Coordinator is empowered and expected to invite subject matter experts to the DAWG based on ongoing working group actions and issues.
- A staff member may attend a DAWG meeting as a visitor if required to answer content questions for relevant topics on the agenda.

Quorum

Seven voting members, including the Governance and Internal Controls Supervisor, will constitute a quorum. Non-voting members do not count toward a quorum. The Chairperson, Meeting Coordinator, or their designated substitute will decide whether a quorum is present. If neither the Chairperson nor, the Meeting Coordinator, or their designated substitute is not available, the meeting shall be cancelled. If the Chairperson is not available, the Meeting Coordinator will chair the meeting. If both the Chairperson and Meeting Coordinator are unavailable, their designated substitute will chair the meeting.

Decision Mode

- **Chairperson:** The presiding officer of the DAWG. The Chairperson presides over DAWG meetings ensuring that members conduct business in an orderly fashion and seek to forge consensus as the DAWG discharges its responsibilities.
- **Proxy:** An absent voting member must either assign his or her proxy to another voting member or allow it to be cast by the member who is chairing the meeting.
- **Non-Voting Members:** The Chairperson may call for non-voting member recommendations; each non-voting member will provide their recommendation.
- **Resolutions:** For matters in which the DAWG members cannot reach a consensus decision, the Chairperson may decide to escalate the issue to the ICOT.
- **Conduct of Members:** DAWG members should adhere to BPA's values, code of conduct and ethics principles established by BPA. It is the responsibility of members to disclose any conflict of interest or appearance of conflict of interest to the committee. If there is any question as to whether DAWG member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself. All recusals will be documented in the meeting minutes.

Responsibilities

The DAWG serves within BPA's governance framework as a cross-enterprise forum to assure effective control and compliance with regard to BPA's policies on Delegation of Authority and Administrative Designations.

The responsibility of the DAWG is to assist business units in administering delegations and designations using consistent documentation standards and according to BPA policies and the discretion of the Administrator. DAWG responsibilities include:

- Monitor Delegations and Designations templates, policies and procedure at the direction of BPA executive management, via CCM.
- Work collaboratively to ensure BPA Delegations of Authority and Administrative Designations comport with the policies outlined in BPA Internal Policies 140-1, 140-2, 140-3, and applicable functional statements.
- Continuously improve Delegations and Designations development, documentation and recordkeeping processes.
- Discuss and resolve Delegations and Designations issues as they arise, recommending appropriate actions for approval by BPA business unit management and the ICOT.
- Discuss, interpret and resolve issues regarding the application of delegations of authority to contract execution and other responsibilities. Consult with subject matter experts and higher level decision makers as appropriate.

In discharging its responsibilities, the DAWG will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The DAWG is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities.

Schedule and Logistics

- The committee will meet quarterly in the first month, normally on the second Wednesday of the month.
- The Chairperson may call special DAWG meetings as needed.
- Meetings will be calendared 12 months in advance. Notice of all meetings will contain, at minimum, the meeting date, time and location.
- The Chairperson or Meeting Coordinator can cancel a meeting due to a lack of agenda items.

Business and Records

- The Meeting Coordinator approves the agenda for each meeting after allowing for input from the members. The Meeting Coordinator will introduce meeting agenda topics and facilitate the discussion in a way that leads to necessary resolution, while respecting the time available.
- The member sponsoring each agenda item is responsible for reviewing and submitting materials, consistent with any formatting guidelines, to the coordinator by the specified deadline.
- Meeting materials, such as the agenda, inform documents, decision documents, and minutes of the previous meeting will be provided to the members at least two working days before the DAWG

meeting. The Meeting Coordinator will make all meeting materials available on the DAWG SharePoint site for review by the DAWG members.

- All discussion and decision documents will be prepared using the DAWG briefing memo/decision memo templates, with the option of providing additional supplemental publications.
- The Internal Controls Compliance Specialist prepares and preserves official minutes of the meetings, with special attention to recording decisions, guidance provided, and actions needed. Minutes shall be made available on the DAWG SharePoint site.
- All official DAWG documents will be managed in accordance with the agency's Information Governance and Lifecycle Management policies.
- Official DAWG documents, including agendas, supplemental materials, and decision documents will be posted on the DAWG SharePoint site. Access to documents on this site will be restricted as necessary to meet standards of conduct.
- Invited guests, presenters and the DAWG members are expected to summarize the issue and briefly describe the outcome sought from the discussion.
- Key messages for communication to the Bonneville workforce about the DAWG meetings and decisions will be provided at the end of each meeting and/or otherwise noted in the meeting notes.

Additional Working Groups

The Chairperson may create a short term working group to address a specific issue. The Chairperson will appoint a working group chair. Working groups will be required to assess risks, perform analyses, and make recommendations to the DAWG. These may take the form of written reports or presentations to the DAWG. The DAWG will determine whether an item should be further elevated unless a specific request is made by the ICOT. Working groups may be dissolved once the issues to which they have been assigned are resolved.

Leadership Behavior and Norms

Members are expected to model the BPA Leadership Behaviors:

- **Value People:** Show respect and genuine appreciation for your team. Invest in their performance and development.
- **Come Together:** Conduct healthy debate, with final decision in the best interest of BPA as a whole.
- **Listen More Than Talk:** Take time to actively and respectfully listen.
- **Pass It On:** Communicate information deliberately and frequently. Be transparent and authentic.
- **Connect To The Mission:** Connect individual's goals and work to Bonneville's bigger picture. Motivate and mentor.
- **Stick to Priorities:** Define your strategic priorities and be disciplined to focus on the top 3 – 5 right things.
- **Consider It Done:** Accept and meet your commitments reliably. Trust others will do the same.

During the DAWG meetings, members are expected to:

- Trust each other.
- Solve problems.
- Be forthright with information.
- Bring diverse perspectives.

- Show respect.
- Model BPA behavior of alignment on issues.
- Engage in open, dynamic conversation.

Charter Amendments

Proposed amendments to this charter will be submitted to the Chairperson and will be considered at the next regular meeting. Following the DAWG approval of recommended changes, the proposed amendments will be submitted to the ICOT for final review and approval.