



**Joint WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)/Chartering Committee
Teleconference Summary Notes
Wednesday, December 20, 2017
Scheduled for 12:00pm –1:30pm PST**

Call to Order

The WHPA HVAC Stakeholder Engagement Strategy Committee (HSES) Co-Chair, Paul Thomas (SDG&E), called the meeting to order at 12:04 p.m. PST. The meeting audio was recorded for note purposes.

Roll Call

Wendy Worrell (WHPA Staff – InfoPlast) conducted roll call based on the current rosters. As no voting panel has been assigned in favor of consensus voting, members are organized by voting eligibility status. 20 participants (or proxies) attended the meeting with a quorum (11+) of eligible members as indicated below:

P = Present at meeting A = Absent from meeting; if proxy has been assigned it will be noted below.				
Organization	First Name	Last Name	WHPA Category	Attendance
Voting Eligible				
ACCA (Air Conditioning Contractors of America)	Don	Langston	Contractor Association	A
AHRI (Air-Conditioning, Heating, and Refrigeration Institute)	Garrett	McGuire	Director, Government Relations	P
CALBO (California Building Officials)	Bob	Barks	Codes & Standards Official (Association or Jurisdiction)	P
CEC (California Energy Commission)	Lea	Haro	Government (Other than CPUC)	P
CPUC (California Public Utilities Commission) Energy Division	Justin	Hagler	California PUC	A
Galawish Consulting Associates	Elsia	Galawish	Energy Efficiency Program Consultant	P
HARDI (Heating, Air Conditioning & Refrigeration Distributors International)	Talbot	Gee	Distributor Association	P
HVAC Excellence	Eugene	Silberstein	Certifying Body	A
IHACI (Institute of Heating and Air Conditioning Industries)	Bob	Wiseman	Contractor Association	P (HSES Co-Chair) last 50 min
Indio Cooling & Heating Supply	Tim	Mann	Distributor	P
JCEEP (Joint Committee on Energy and Environmental Policy)	David	Dias	Organized Labor	P (Chartering Chair) last 41 min
NCI (National Comfort Institute)	Mel	Johnson	Educator, Trainer	P
PG&E (Pacific Gas and Electric Company)	Mark	Salavitch	California IOU	A
	Christian	Weber	California IOU	A
SCE (Southern California Edison)	Scott	Higa	California IOU	P (last 70 min)
SDG&E (San Diego Gas & Electric Company)	Paul	Thomas	California IOU	P (HSES Co-Chair)
SoCalGas (Southern California Gas Company)	Harvey	Bringas	California IOU	P
SynergyNexGen	Barbara	Hernesman	Energy Efficiency Program Consultant	P
Transformative Wave	Joe	Schmutzler	Controls (Manufacturer or Distributor)	P
Tre'Laine Associates	Pepper	Hunziker	Energy Efficiency Program Consultant	P
Voting Eligible (upon meeting attendance and/or registration)				
ICSC (International Council of Shopping Centers)	Keith	Walker	Owner/Facility/Property Management Association	A
SMUD (Sacramento Municipal Utility District)	Ravi	Patel	Public Owned Utility	A
Guests				
ASHRAE	Ron	Jarnagin	Engineering Society	P
Chicago Law Partners **	Rachel	Steiner +	Other Stakeholder	P (Legal Counsel)
CPUC (California Public Utilities Commission) Energy Division	Peter	Biermayer	California PUC	A
CPUC (California Public Utilities Commission (Energy Division)	Jeorge	Tagnipes	California PUC	A
SDG&E (San Diego Gas & Electric Company)	Pedro	Ramirez	California IOU	A
WHPA Staff				
Better Buildings, Inc.	Mark	Lowry	Other Stakeholder	P (Legal Entity Facilitation)
InfoPlast Key SEO	Wendy Judy	Worrell Johnson	Other Stakeholder Other Stakeholder	P (Host/Scribe) P (Work Product)

** Organization is Not a Member of the WHPA; + Individual is NOT Registered with the WHPA; (P) = Member Organization is Pending Approval from the WHPA Executive Committee.

AGENDA



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The following agenda was distributed to the WHPA HSES and Chartering Committee rosters by WHPA Staff prior to the meeting, along with meeting reference slides:

PDT TIME	TOPIC	FACILITATOR
5 min. 12:00pm-12:05pm	Roll Call	Wendy Worrell
10 min. 12:05pm-12:15am	HSES Co-Chair's Opening Comments <ul style="list-style-type: none"> • Chartering Committee Welcome • Agenda Overview • California Incorporation Email Vote Results 	Paul Thomas
75 min. 12:15pm-1:30pm	Incorporation Document Vetting <ul style="list-style-type: none"> • Bylaws (<i>Live Edits as Needed – Judy Johnson</i>) • Articles of Incorporation Overview & Vetting 	Mark Lowry & Dave Dias
by 1:30pm	Closing Comments & Adjournment	Bob Wiseman

Co-Chair's Opening Comments

Co-Chair Paul Thomas (SDG&E) confirmed that work remains at a quick pace and reminded that due to changes along the way on the Bylaws and Articles of Incorporation the WHPA Executive Committee (EC) meeting that was planned for today was pushed back to January. The Co-Chair overviewed the above agenda.

Co-Chair Paul Thomas (SDG&E) welcomed Rachel Steiner with Chicago Law Partners. Rachel is part of the legal counsel team assisting with this process. Rachel reported the Kimberly Pendo had met with the Co-Chairs and WHPA Staff previously to discuss the pros and cons of incorporating as a nonprofit in California versus Illinois.

Co-Chair Paul Thomas (SDG&E) overviewed meeting slides 5 – 6 detailing the HSES Committee's vote to approve pursuing WHPA incorporation as a 501(c)(3) public benefit nonprofit corporation and asked if there were any comments about the decision to incorporate in California. No comments were stated.

Co-Chair Paul Thomas (SDG&E) voiced appreciation for all the dedicated time focused on this effort.

Incorporation Document Vetting

Mark Lowry (WHPA Staff – BBI) reported that the attorneys have looked back through the incorporation documents and provided comments for California – centric focus.

ARTICLES OF INCORPORATION DISCUSSION

Mark Lowry (WHPA Staff – BBI) reminded that for clarification on the Articles of Incorporation, agreement is needed on the number of Utility seats if the EC votes to make themselves the interim Board of Directors. (Note: Currently the EC has 4 Utility representatives representing SCE, SDG&E, PG&E, and SoCalGas).

- Per Mark Lowry's (WHPA Staff – BBI) request for the Utility perspective, Co-Chair Paul Thomas (SDG&E) reminded that the prior focus was heavily represented by the Investor-Owned Utilities (IOUs) due to their being the primary funding source, etcetera. He reported that the IOUs are still remaining on the committee, but without the same financial obligations. He clarified that if the IOU presence needs to be reduced to two (2) slots, "that should not be an issue". He asked what others thought about reducing the four (4) existing seats to two (2) IOU seats, noting that the IOUs would need to further discuss which representatives would be the best going forward, but that it "is a very doable task".
- Barbara Hernesman (SynergyNexGen) commented that the reasoning behind reducing to two (2) IOU seats was justified, but noted that the IOUs should make the decision on who those representatives should be, "even if it is as the interim Board".
- Pepper Hunziker (Tre'Laine Associates) suggested having three (3) IOU seats for the Interim Board with one (1) representing SEMPRA, one (1) representing SCE, and one (1) representing PG&E. She also asked if the focus would be for HVAC specifically or also from "the WE&T world" if there was consideration for two (2) representatives.



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- Co-Chair Paul Thomas (SDG&E) clarified that SEMPRA Energy owns SoCalGas and SDG&E so it could make sense to consolidate to one (1) representative for them. He commented that because the discussion focus was on carrying over from the current Executive Committee to the Interim Board of Directors, initial representation would be from the HVAC Program areas.
- Mark Lowry (WHPA Staff – BBI) confirmed that he “likes” getting other Utility concentration perspectives, but noted that at least one (1) of the seats would benefit by being from the HVAC Program world. He clarified that a broader perspective across Utility areas would be beneficial as well.
- Pepper Hunziker (Tre’Laine Associates) also suggested that a similar broad perspective across CPUC areas would be beneficial.
- Mark Lowry (WHPA Staff – BBI) reported that decision should be made now on if three (3) IOU seats should be used with the opportunity for the previously decided 3-year Board cycle to begin working. He also noted that the Utility membership category had been expanded to also include Program Administrators. Bearing that in mind, at some point in the future, “it would be beneficial to have representatives from others in that membership grouping for their perspectives as well”.
- In reply to Co-Chair Paul Thomas’ (SDG&E) request for Barbara Hernesman’s (SynergyNexGen) opinion on having three (3) Utility representatives, Barbara Hernesman (SynergyNexGen) commented that she “still thinks two (2) would make more sense since the IOUs would be able to put reps in place that have broad knowledge”.
- In reply to Co-Chair Paul Thomas’ (SDG&E) request for Mel Johnson’s (NCI) opinion, Mel commented that in thinking of the future of what the organization wants to do, two (2) representatives is appropriate. He cited that in his past experience, as long as the right representation was there to bring it back to the larger group, it was feasible. He noted that, “It is up to the current EC to determine if they want to take the interim Board option and adjust the recommendation”, but he endorsed that two (2) IOU reps “could get it done”.
- Co-Chair Paul Thomas (SDG&E) asked for guidance on how to proceed at this point.
- Mark Lowry (WHPA Staff – BBI) reported that since the EC needs to discuss and decide on becoming the initial Board, it is sufficient to notify them that there is general recommendation that the IOU seats be reduced to two (2) representatives and possibly three (3) for the interim round.

ACTION: WHPA Staff to inform the WHPA Executive Committee (EC) of the WHPA HVAC Stakeholder Engagement Strategy Committee’s (HSES) recommendation for IOU representation on the Board of Directors to be reduced from the existing four (4) seats to two (2) seats, with the possibility of three (3) seats for the Interim Board round.

BYLAWS VETTING DISCUSSION

Mark Lowry (WHPA Staff – BBI) facilitated vetting discussion of the revised, California-centric Bylaws. He reported that general counsel advice is to keep the content as general as possible. He also noted that the following review highlights areas that had significant changes or needed further discussion, and that the order of Sections was adjusted for better flow and clarity.

Section 3.1: Mark Lowry (WHPA Staff – BBI) reported that the purposes are still tied to the previously agreed upon Vision and Mission.

Section 5: Mark Lowry (WHPA Staff – BBI) reported that the “Dissolution” section language is similar to that previously presented.

Per Mark Lowry’s (WHPA Staff – BBI) request, **Section 6.2** was updated to clarify “Energy Providers/Program Administrators”.

- Co-Chair Paul Thomas (SDG&E) clarified that the nomenclature was updated since it includes the IOUS, the Public Utilities, the RENs (Regional Energy Networks) and CCAs (Community Choice Aggregation organizations).

Talbot Gee (HARDI) asked if going forward membership would be for individuals or companies. Upon confirmation that membership would remain company-based, Talbot asked why the focus was not on 501(c)(6) incorporation instead of 501(c)(3).

- Mark Lowry (WHPA Staff – BBI) clarified that the type of incorporation was the subject of the initial meeting(s). He reported that both the HSES and Chartering Committees felt that in general the reason for stakeholder entity engagement was for the good of the public, rather than for a particular group of trade members or allied organizations. Ultimately, it is a fairly disparate set of stakeholders committed to developing and improving energy efficiency for users and consumers of HVAC products. In the end, the purpose was deemed beyond the stakeholders.



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- Barbara Hernesman (SynergyNexGen) reported that initially she had been pushing for 501(c)(6) – trade organization status, but that after listening to the public interest benefits, she endorsed 501(c)(3) status. She also noted that review of the mapping breakdown for how the existing categories fell into the new membership categories made the public benefit interests even clearer. (*Scribe Note: See page 2 of the [Draft WHPA Membership Categories as of 12-8-17](#) for additional reference.*)

Regarding **Section 6.4 – Membership Voting Rights**, Mark Lowry (WHPA Staff – BBI) asked Rachel Steiner (Chicago Law Partners) if the revised Bylaw’s content addressed Kimberly Pendo’s (Chicago Laws Partners) document side note that read, *“Unless we state otherwise, the voting members will have the right to vote on amendments to the Articles of Incorporation, merger and dissolution of the corporation and revisions to the Bylaws. We would recommend limiting the members right to vote such that the actions specified may be decided by the Board of Directors. Please advise.”*

- Rachel Steiner (Chicago Law Partners) commented that the language would need to be more specific to list the exclusions.
- In reply to Barbara Hernesman’s (SynergyNexGen) comment that she thought there was prior agreement that it would be a function of the Directors specifically, Mark Lowry (WHPA Staff – BBI) clarified that the prior discussion was more focused on membership.
- Barbara Hernesman (SynergyNexGen) noted that she “assumed the Board would make the voting rights” and suggested clarifying that “the existing language is a function of the Board and not the voting membership”.
- Co-Chair Paul Thomas (SDG&E) stated that the voting membership does not select the Board Members, but that the Board selects the Board.
- Mark Lowry (WHPA Staff – BBI) asked what would be left for “Committee member” voting.
- In reply to Barbara Hernesman’s (SynergyNexGen) comment that her understanding was that the Membership would have the ability to vote on who the Directors would be, Co-Chair Paul Thomas (SDG&E) confirmed that there had been discussion, but that the final decision was that the Board would self-select.
- Mark Lowry (WHPA Staff – BBI) clarified that the initial decision was for the membership to vote in the Board, but that because it would then also be required for the membership to vote to remove a Board member, decision was made for the Board to have the vote instead of the membership.
- Bob Barks (CALBO) reminded that in prior meetings, he had raised the need for membership voting to have a way “to keep control on a runaway Board”. He clarified that if a situation is setup in which the Board has no limitations on them and are not responsible to their membership, a bad situation can be created. He voiced agreement that for the organization’s efficiency and operation, the Board needs to be able to act expeditiously, but noted that there also needs to be a provision in place so that the Membership can counteract the Board if needed.
- Barbara Hernesman (SynergyNexGen) commented that to encourage membership participation, there needs to be clarification of what members get out of the organization.
- Rachel Steiner (Chicago Law Partners) confirmed that legal counsel needs to review California law for the best way to incorporate the concept of checks and balances on a runaway Board.
- Bob Barks (CALBO) reported that with his prior California nonprofit experience, the Bylaws stipulated that upon written request of 10% of the membership, a Board meeting on a specific topic could be called with membership voting enabled. He clarified that it was separate from Board control.
- In reply to Pepper Hunziker’s (Tre’Laine) comment that the last she remembered, the Board would propose candidates from the membership and then solicit membership feedback on the panel, Mark Lowry (WHPA Staff – BBI) clarified that what Pepper noted was the initial decision, but that because then the membership would have to vote on removal as well, the initial decision was reversed.
- Bob Barks (CALBO) commented that there should be an annual meeting to which all members would be invited to have a voice in organization decisions.
- Co-Chair Paul Thomas (SDG&E) voiced agreement to the above suggestion and noted that in the past WHPA had an Executive Committee as well as a lot of empowerment at the lower Committee levels. He stated expectation that there will continue to be membership at the Committee level.
- Barbara Hernesman (SynergyNexGen) reported that if WHPA is a member driven organization, members typically have voting right and empowerment to elect the Board of Directors as voting memberships. She confirmed understanding that part of the decision making at this point is to expedite the transition process and put the current Executive Committee in as an interim Board, but expressed concern that voting member rights needs serious consideration, “or else it feels off”.
- In reply to Co-Chair Paul Thomas’ (SDG&E) indication that this was addressed during the last meeting, Wendy Worrell (WHPA Staff – InfoPlast) clarified that on December 15, 2017, the HSES Committee decided, “without further discussion



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and based on a consensus voiced ‘aye’ vote with none opposed nor abstained, that Bylaws’ content should clarify having the Board nominate and elect Directors rather than election by the Membership.

- Judy Johnson (WHPA Staff – Key SEO) brought attention back to Kimberly Pendo’s (Chicago Law Partners) above referenced side note.
- Rachel Steiner (Chicago Law Partners) clarified that their recommendation is to limit the voting rights, which was the purpose of Kimberly Pendo’s note. She stated that the recommendation is “typical and more efficient”.
- Co-Chair Paul Thomas (SDG&E) asked Barbara Hernesman (SynergyNexGen) if Bob Barks’ (CALBO) recommendation to ensure a check on a runaway Board would be in place by enabling the broader membership some measure to deal with that was adequate in her opinion.
 - Barbara Hernesman (SynergyNexGen) replied that Bob Barks’ (CALBO) above suggestion allows for the membership to have the needed voice. She clarified that her largest concern was for the membership to be empowered with a voice as needed.
 - Co-Chair Paul Thomas (SDG&E) asked if Advisory Committee involvement, attendance at the annual meeting, and the suggestion for a membership check and balance on the Board would satisfy the concern for the needed membership voice.
 - Barbara Hernesman (SynergyNexGen) confirmed agreement based on her “knowledge as a layperson”.

ACTION: Legal counsel (Chicago Law Partners) to make needed revision on Section 6.4 to reflect Membership Voting Rights per the December 20th HSES-Chartering Committee meeting discussion:

1. Specifically list the excluded rights, such as having the right to vote on amendments to the Articles of Incorporation, merger and dissolution of the corporation and revisions to the Bylaws;
2. Clarify that the voting membership does not have the right to elect the Board members; the Board selects the Board members and removes a Board member if necessary;
3. Clarify that the membership, on submission of a written request by x% of the voting membership, can call a Board meeting on a subject, and that at that meeting there would be a vote by the membership on the topic which was presented by the membership.

Mark Lowry (WHPA Staff – BBI) brought attention to **Article 7, Section 1** regarding the “Annual Meeting”.

- Rachel Steiner (Chicago Law Partners) confirmed that some of the specifics may change for provision for voting membership input/action at the annual meeting, but that in general, the revised content is accurate.

Mark Lowry (WHPA Staff – BBI) overviewed **Article 7, Sections 2 “Special Meetings” and 3 “Notice”**.

- Rachel Steiner (Chicago Law Partners) confirmed that the content includes placeholder numbers, and that verification is needed against California law for final content.

In reply to Mark Lowry’s (WHPA Staff – BBI) inquiry on if there are other areas the Committee needs to further vet for scoping, Rachel Steiner (Chicago Law Partners) clarified that if there are areas upon further revision that need more input, they will highlight them.

For **Article 7, Section 4**, Mel Johnson (NCI) commented that in looking at other bylaws, there was a comment clarifying only “members in good standing”. He suggested that the WHPA content be updated in connection with voting.

- Rachel Steiner (Chicago Law Partners) confirmed that it is specified in Section 6.4 for “member voting rights” and that the word “eligible” is sufficient in Section 7.4.
- There were no objections voiced.

For **Section 8.2 Composition and Qualifications**, Mark Lowry (WHPA Staff – BBI) reported that the reference to a range of 11 to 17 from prior meetings was updated. He clarified that Illinois has a nuance that only allowed for a maximum range spread of 5, but that for California focus, the range spread was a non-issue, so the initial content was restored.

- Rachel Steiner (Chicago Law Partners) reported that there was an addition clarifying that the range of persons on the Board would be comprised of at least two (2) representatives in good standing from each membership category with the additional qualifications previously discussed. She confirmed that no further qualifications are needed but that they could be added if needed.



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Mark Lowry (WHPA Staff – BBI) noted that for **Section 7.4.2** about “Removal”, there had been some prior discussion that Director removal could occur with three (3) consecutive absences in a year, and asked for input on that since it is an optional requirement. “Should it be grounds for removal?”

- Co-Chair Bob Wiseman (IHACI), Dave Dias (JCEEP), and Pepper Hunziker (Tre’Laine) confirmed that as long as it is not mandatory so extenuating circumstances could be evaluated, they “agreed with that” content.
- Mel Johnson (NCI) asked if some type of empowering language should be included in that section, such as clarification that a Director may be removed with or without cause at any time by an affirmative vote of three-fourths of the entire Board.
- Rachel Steiner (Chicago Law Partners) clarified that the phrase, “may be removed without cause” was struck since it was not permitted, but that language clarifying that, “by majority, a Director could be removed who failed to meet the qualifications” was added. She reported that if there were additional qualifications to include, they should be made with the thought that not meeting those qualifications could be grounds for removal.
- Mel Johnson (NCI) commented that he was thinking about the Board needing to be empowered to do “damage control” if they know something is occurring.
- In reply to Mark Lowry’s (WHPA Staff – BBI) inquiry on if a qualification to abide by a code of conduct that the Board or organization establishes is permissible, noting that a code of conduct has been historically used within WHPA, Rachel Steiner (Chicago Law Partners) confirmed in the affirmative.

ACTION: Legal counsel (Chicago Law Partners) to add content to Section 7.4.2 clarifying the requirement to abide by a Code of Conduct.

Mark Lowry (WHPA Staff – BBI) reported that **Section 7.4.3** specifies another check on the Board of Directors, so it does not vote someone off through the mechanism of reducing the number of Directors.

Mark Lowry (WHPA Staff – BBI) reported that **Section 7.4.4** covers how Directors can resign with due notice, and clarifies that “you can’t be the last one out”.

Regarding **Section 7.4.5**, Rachel Steiner (Chicago Law Partners) reported that content was added from California Law statute and that her side note stating, “*Unless the articles or bylaws approved by the members provide that the board may fill vacancies occurring by reason of the removal of directors, such vacancies may be filled only by approval of the members,*” was also taken from California Law.

- In reply to Mark Lowry’s (WHPA Staff – BBI) request for clarification on if the Board can replace the vacancy if the Board removes the Director, Rachel Steiner (Chicago Law Partners) clarified that it can, but that it needs to be specified in the Bylaws. If it is not specified, it defaults back to the membership.
- Co-Chair Paul Thomas (SDG&E) asked if that was the case even if though the membership is not voting Directors onto the Board. He confirmed that “the intent is that we want the Board to be able to do that”.
- Rachel Steiner (Chicago Law Partners) stated that verification was needed against California Law to ensure it is clear it is a Board responsibility instead of a membership responsibility.

ACTION: Legal counsel (Chicago Law Partners) to confirm California law for Section 7.4.5. for needed clarification that it is a Board, not a member, responsibility.

Mark Lowry (WHPA Staff – BBI) reported that **Sections 7.3 thru 7.7** cover regular meetings, special meetings, and notification of meeting provisions, as well as what needs to be included in meeting notices, where they can be held, etcetera.

ACTION: For final version, WHPA Staff to cleanse the Bylaws’ Officer nomenclature (no VP reference) and section number ordering for consistency.

Mark Lowry (WHPA Staff – BBI) reported that **Section 7.9.1** covers Quorum content per California law, confirmed that it tracks with what was historically done within WHPA, and clarified that the adjournment portion was removed.

ACTION: Legal counsel (Chicago Law Partners) to ensure that Section 7.9.3 for “When a Greater Vote is Required for Valid Board Action” tracks with California law.



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In reply to Mark Lowry’s (WHPA Staff – BBI) request for input on the meaning of *Section 7.14 Action Without Meeting*, Rachel Steiner (Chicago Law Partners) confirmed that a vote not at a meeting must be unanimous.

For *Article 8 “Committees”*: Mark Lowry (WHPA Staff – BBI) clarified that it covers Committees and Directors and then later the topic of an Advisory Committee.

Regarding *Section 8.6* on “Advisory Committees”, Mark Lowry (WHPA Staff – BBI) noted that Advisory Committees are appointed by the Board but do not have the authority of the Board. He clarified that the historical Committees producing Work Product would be Advisory Committees.

- Rachel Steiner (Chicago Law Partners) confirmed that it would cover the membership engagement for that type of Committee.
- Judy Johnson (WHPA Staff – Key SEO) brought attention to the line, “The Board shall appoint and discharge advisory committee members”, and noted that currently the EC only appoints the Committee Chair and then the Committee Chair makes the roster decisions.
- Mark Lowry (WHPA Staff – BBI) suggested that the section could be written for the Board to appoint the Chair with power for the Chair to act as needed.
- Bob Barks (CALBO) reported that it is a typical corporate mechanism for the Board to issue a grant of authority to the Advisory Committee Chairs to appoint and discharge Advisory Committee Members.
- In reply to Mark Lowry’s (WHPA Staff – BBI) inquiry about what current WHPA Committee Chairs thought, Bob Barks (CALBO) confirmed that as a Chair he would want continued authority to adjust the roster as needed. He suggested that a document is needed as the grant of authority.
- Co-Chair Paul Thomas (SDG&E) voiced support for the above comments and clarified that is a means for striking balance with member empowerment into the process.
- Barbara Hernesman (SynergyNexGen) confirmed her agreement that the roster development power should remain with the Chair and Committee without having to go to the Board for approval.

ACTION: Legal counsel (Chicago Law Partners) to look at grant of authority inclusion for Chair authority to handle its own rosters for Section 8.6. The suggested language for addition to this section reads, *“The Board appoints the Chair to the Advisory Committees, and under a grant of authority to the Advisory Committee Chair, that Advisory Committee Chair shall select and discharge their own advisory committee members.”*

Mark Lowry (WHPA Staff – BBI) reported that there was no further time for discussion during this meeting.

ACTION: Next Steps include Chicago Law Partners) continued legal review and a more final Bylaws document for review in early January in advance of presentation to the EC on January 17, 2018.

ACTION: HSES-Chartering Committee members to share any comments on the draft Bylaws to WHPA Staff and the HSES/Chartering Committee Chairs as desired.

Adjournment

Co-Chair Bob Wiseman (IHACI) adjourned the meeting at 1:33 p.m. PST.

No further meetings were planned.

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Summary of Action Items and Key Decisions (from above)

ACTION ITEMS

- **ACTION:** WHPA Staff to inform the WHPA Executive Committee (EC) of the WHPA HVAC Stakeholder Engagement Strategy Committee’s (HSES) recommendation for IOU representation on the Board of Directors to be reduced from the existing four (4) seats to two (2) seats, with the possibility of three (3) seats for the Interim Board round.
- **ACTION:** Legal counsel (Chicago Law Partners) to make needed revision on Section 6.4 to reflect Membership Voting Rights per the December 20th HSES-Chartering Committee meeting discussion:



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 3. Clarify that the membership, on submission of a written request by x% of the voting membership, can call a Board meeting on a subject, and that at that meeting there would be a vote by the membership on the topic which was presented by the membership.
- **ACTION:** Legal counsel (Chicago Law Partners) to add content to Section 7.4.2 clarifying the requirement to abide by a Code of Conduct.
 - **ACTION:** Legal counsel (Chicago Law Partners) to confirm California law for Section 7.4.5. for needed clarification that it is a Board, not a member, responsibility.
 - **ACTION:** For final version, WHPA Staff to cleanse the Bylaws' Officer nomenclature (no VP reference) and section number ordering for consistency.
 - **ACTION:** Legal counsel (Chicago Law Partners) to ensure that Section 7.9.3 tracks with California law.
 - **ACTION:** Legal counsel (Chicago Law Partners) to look at grant of authority inclusion for Chair authority to handle its own rosters for Section 8.6. The suggested language for addition to this section reads, *"The Board appoints the Chair to the Advisory Committees, and under a grant of authority to the Advisory Committee Chair, that Advisory Committee Chair shall select and discharge their own advisory committee members."*
 - **ACTION:** Next Steps include Chicago Law Partners) continued legal review and a more final Bylaws document for review in early January in advance of presentation to the EC on January 17, 2018.
 - **ACTION:** HSES-Chartering Committee members to share any comments on the draft Bylaws to WHPA Staff and the HSES/Chartering Committee Chairs as desired.
 - **ACTION** (from Dec 15th Meeting): WHPA Staff to ensure content is included in the Bylaws about balancing out the new membership categories with the EC as the interim Board.