

## REGIONAL PORTFOLIO ADVISORY COMMITTEE CHARTER

### Review process:



<b>HISTORY</b>			
<b>Source</b>	<b>Date</b>	<b>Action/Notes</b>	<b>Next Review</b>
RPAC	Q1, 2015	Reviewed, no changes	Q1, 2016
Board Approved	June 2, 2015	Approved	2020
Governance Committee	November 3, 2015	Recommended Board approval.	2020
Executive Committee	November 19, 2015	Recommended Board approval.	Q2 2020
Board Decision	December 3, 2015	Board approval.	Q2 2020
RPAC	August 11, 2016 August 31, 2017	Revised Revised	Q1 2018
Governance Committee	October 24, 2017	Recommend Board approval	Q2 2020
Executive Committee	November 16, 2017	Recommend Board approval	Q2 2020
Board Decision	December 5, 2017	Board approval.	Q2 2020

### ***Purpose***

The purpose of the Regional Portfolio Advisory Committee (Advisory Committee) is to provide NEEA with broad based advice, experience and guidance on electric market transformation programs and supporting activities. The Advisory Committee will work to reach consensus on the prioritization and advancement of market transformation programs to help steer NEEA’s work toward achievement of the organization’s strategic goals, priorities and objectives.

This Advisory Committee is a management advisory committee, providing support to the work of NEEA managers and other staff in its program development and implementation responsibilities. As such, it ultimately reports to NEEA’s Executive Director.

### ***Responsibilities***

1. Review the portfolio of NEEA electric programs to: monitor movement through NEEA’s Initiative Life Cycle process; monitor changes in energy savings estimates including those due to changes in assumptions or methodology vetted by the Cost Effectiveness Advisory Committee; evaluate the appropriate balance of the portfolio; and monitor developments in the Emerging Technology efforts at NEEA.
2. Review Portfolio Operations plan and budget on an annual basis.
3. Work as a committee to reach full consent to advance NEEA programs at the Initiative Start and Scale-up Approval milestones of NEEA’s Initiative Lifecycle
4. Exercise the “challenge flag” process (refer to Addendum B – “Challenge Flag” Process), whereby members may call for a temporary suspension of efforts on a NEEA program if the member believes NEEA has violated the Standard Rules of Engagement (defined on p32 of the 2015-2019 Electric Business Plan) or if NEEA activities go beyond the scope of effort agreed upon by the Advisory Committee. Under such circumstances, NEEA agrees to convene an immediate meeting of the Advisory Committee to resolve the issue and to halt any activities where the issue cannot be resolved to the Advisory Committee’s satisfaction.

5. Coordinate information-sharing within and among member organizations in advance of Portfolio Consent Voting at Initiative Start and Scale-up Approval milestones for NEEA programs.
6. Share experiences and advance understanding of how NEEA and utilities/public benefits administrators and key stakeholders can best work together on the market programs to leverage resources and results.
7. Provide a forum for information exchange within the region on market program activities and interests, and opportunities for collaboration.
8. Define criteria and weighting for the portfolio assessment tool.
9. Recommend allocation of resources between sectors.
10. Inform the members' organizations and key stakeholders on the activities and decisions of the Committee.
11. Review Committee Charter at least annually and route substantive revisions to the NEEA Board Strategic Planning Committee for review.
12. Provide direction and oversight for the Regional Strategic Market Plans identified in NEEA's current Business Plan. The Collaborative Charter, available [here](#)<sup>1</sup>, details the Advisory Committee's roles and responsibilities, membership and governance, purpose, and other information.

### ***Committee Membership***

Each electric direct funder will appoint a representative with voting authority on the Advisory Committee. The Executive Director may appoint additional voting member(s) as needed to support or enhance the effectiveness of the Advisory Committee.

### ***Portfolio Consent Voting***

Full consent must be reached by all Advisory Committee voting members in attendance, in person or electronically, in order for a NEEA program to advance through the Initiative Start and Scale-up Approval milestones (refer to Addendum A – Program Advancement Process for voting rules). To conduct a vote, a quorum of Advisory Committee members must participate. A quorum is a simple majority of eligible participants.

### ***Open Meetings and Closed Sessions***

All Advisory Committee meetings shall be open to in-person participation by members of the public. With the exception of sensitive information not appropriate for public dissemination, meeting materials (including but not limited to meeting packets, slide presentations, summary notes and Portfolio Consent Voting records) will be posted for public access. A closed session for part or all of any committee meeting may be called at any time to discuss sensitive information such as competitive or proprietary information that should not be publicly shared. Any member of the Advisory Committee can request a closed session.

### ***Meeting Schedule***

The Advisory Committee will conduct standing meetings quarterly and conduct additional meetings and/or webinars as needed.

### ***Shared Commitment***

Advisory Committee members and NEEA Staff share a commitment to communicate and coordinate with the intent of operating with no surprises.

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<sup>1</sup> [https://conduitnw.org/\\_layouts/Conduit/FileHandler.ashx?RID=2872](https://conduitnw.org/_layouts/Conduit/FileHandler.ashx?RID=2872)

## **RPAC CHARTER ADDENDUM A – NEEA PROGRAM ADVANCEMENT PROCESS**

### **OVERVIEW**

In addition to collaborating with the appropriate sector advisory committee and work group, NEEA Staff will take a formal vote of its Regional Portfolio Advisory Committee (Advisory Committee) prior to a NEEA Program being adopted into the NEEA market transformation program portfolio (Initiative Start milestone), and prior to a NEEA Program being approved to 'scale-up' its market activities (Scale-up Approval milestone). NEEA will provide the Advisory Committee with supporting materials at least 10 business days prior to a vote, including:

- A Stakeholder Coordination Plan to identify areas where coordination may or will be required, what steps NEEA will take to ensure appropriate coordination, and what process NEEA will follow moving forward. NEEA and funder representatives will generate this plan in a collaborative process prior to release to the Advisory Committee.
- The Market Transformation Strategy (Business Case) that describes the overall design of the program, including the specific market barriers that NEEA believes are impeding market transformation, the steps proposed to overcome those barriers, whether efforts are best done by NEEA, the local organization or others and why, and estimated costs, benefits and related assumptions used to define the scope, goals and outcome metrics for the program.
- The Program Implementation Plan that provides details on planned market interventions, timing and that clarifies roles and responsibilities.

### **PORTFOLIO-CONSENT VOTING**

A roll-call vote will be taken at the Advisory Committee prior to a NEEA program advancing through the Initiative Start and Scale-up Approval milestones. Full consent must be reached for a NEEA program to advance. To the extent an Advisory Committee member's organization has opted out of a NEEA program, that member shall abstain from voting on the advancement of that program.

An Advisory Committee member may register his/her "Yes" vote in multiple ways:

- In person or via phone/webinar during a meeting where a Portfolio-Consent Vote is taken
- In writing (electronic or otherwise) to NEEA Staff in advance of a meeting
- Via an appointed delegate, in the event the Advisory Committee member is unable to participate

Notes:

- If an Advisory Committee member is unable to participate in a meeting where a vote is to take place, and does not register a vote in writing in advance of the meeting, and appoints no delegate to represent his/her organization at the meeting, that member is considered to forgo his/her vote on the program slated for voting at that time.
- A "No" vote must be delivered personally during a meeting, whether by phone or in-person.
- Advisory Committee members voting "No" shall identify their concerns and how they might be addressed so that Advisory Committee members and NEEA Staff have an opportunity to discuss and understand the position of the member voting "No."

Voting results will be shared with NEEA's Board and posted for public access along with other committee meeting materials. If the Advisory Committee does not reach full consent for program advancement, the advancement of the program will be delayed and NEEA's Executive Director will direct the program team to address the committee's concerns and bring a modified program proposal back to the Advisory Committee for a vote. In the rare occasions when consensus cannot be achieved through this process, the Executive Director will discuss with the Board prior to the Executive Director making the final decision on the program's advancement.

**FULL CONSENT – Definition**

*In groups that require unanimous agreement or full consent (unanimity) to approve group decisions, if any participant objects, he/she can block consensus.*

**DISSENT OPTIONS**

When a participant does not support a proposal, he or she does not necessarily need to block it. When a call for consensus on a motion is made, a member may register dissent in one of three ways:

1. Declare reservations but let the motion pass;
2. Stand aside or abstain to let the motion pass for the good of the region;
3. Block the motion and supply an alternative proposal or process for generating one.

**Review schedule:**

The Board will review this charter during the first year of the funding cycle, or at other times as needed.

## **RPAC CHARTER ADDENDUM B – “CHALLENGE FLAG” PROCESS**

### **OVERVIEW**

As part of the 2015-2019 NEEA Electric Business Plan (page 32), the NEEA Board committed to the following Standard Rules of Engagement for coordinating market transformation efforts between NEEA Staff and its funding utilities:

NEEA will:

- Jointly develop a local/regional program coordination plan in collaboration with funders that clearly defines roles and responsibilities prior to each milestone decision.

NEEA will not:

- Engage with market actors in funding utilities’ territory without approval as detailed in the approved Stakeholder Coordination Plan; or
- Engage with or market directly to utility customers unless the activities are approved as part of the Stakeholder Coordination Plan.

NEEA will ask Local Utilities to:

- Commit to address market barriers on a local basis where they opt out of the market transformation activities such as marketing or channel development activities;
- Work with NEEA to identify potential areas of overlap with local market actors early in initiative planning/design to avoid conflict/surprises; and
- Agree to participate in any initiative evaluation where they elect to play a role in marketing or channel development activities.

Per the RPAC Charter, Responsibility #4, an Advisory Committee member (Member) may exercise the “Challenge Flag” process if he/she believes NEEA has not honored these guidelines or if NEEA activities go beyond the scope of effort agreed upon by the Advisory Committee.

### **THROWING THE CHALLENGE FLAG**

A Member who feels a NEEA activity has not honored the coordination guidelines outlined above should exercise the “challenge flag” process as follows:

1. Member should first communicate the concern to NEEA Staff and attempt to resolve the matter directly. If a satisfactory resolution cannot be reached, Member should inform NEEA Staff that he/she intends to exercise the “challenge flag” option. At this point, NEEA Staff halts any activities related to Member’s concern until it can be addressed in the Advisory Committee setting.
2. Member and NEEA Staff work together to determine the best option for addressing the concern in the Advisory Committee setting, based on the impact on the program and timing of the next scheduled Advisory Committee meeting. Options include, but are not limited to:
  - a. Discuss during the next regularly scheduled Advisory Committee meeting.
  - b. Convene a special Advisory Committee meeting/webinar.
3. Member prepares “Challenge Flag” memo for Advisory Committee, articulating:
  - a. The NEEA activity that has not honored the Standard Rules of Engagement and/or goes beyond the scope of effort agreed upon by the Advisory Committee;
  - b. The nature and scope of Member’s concern;

- c. A proposed solution that Member feels addresses both its concern and the viability of the NEEA market transformation effort.
- 4. NEEA Staff convenes Advisory Committee for a facilitated discussion on Member's proposed resolution, with the goal of addressing both (i) Member's concern, and (ii) the viability of the NEEA market transformation effort.
  - a. If the Advisory Committee and NEEA Staff agree on a proposed solution that achieves 4(i-ii), then the Advisory Committee shall indicate its support by reaching full-consent (per RPAC Charter Addendum A) on the proposed solution and the NEEA market transformation effort shall proceed as modified.
  - b. If the Advisory Committee and NEEA Staff cannot agree on a proposed solution that achieves 4(i-ii), the NEEA market transformation activity causing Member's concern shall remain on hold, and NEEA staff shall prepare an alternative solution to propose at a future Advisory Committee meeting.
    - i. Upon re-convening, if the Advisory Committee and NEEA Staff agree on the alternative solution, and full-consent is reached by the Advisory Committee, then no further action is required and the NEEA market transformation effort shall proceed as modified.
    - ii. In the event that the Advisory Committee and NEEA Staff are still unable to agree on a proposed solution that addresses 4(i-ii), the matter will be escalated to NEEA's Executive Director for discussing with the Board prior to the Executive Director making the final decision on how the NEEA market transformation effort shall proceed.