

**WESTERN CLIMATE INITIATIVE, INCORPORATED
(WCI, INC.)**

OPEN MEETING POLICY

Adopted May 8, 2013

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1. Objective

This purpose of this policy is to ensure that the operations of WCI, Inc. are conducted in a transparent and open manner commensurate with the prudent stewardship of the public funds provided to WCI, Inc. by the participating jurisdictions and funding entities.

2. Introduction

Western Climate Initiative, Inc. (WCI, Inc.) is a non-profit corporation formed exclusively to provide administrative and technical services to support the implementation of state and provincial greenhouse gas emissions trading programs. WCI, Inc. does not develop policy related to the emissions trading programs of the participating jurisdictions.

WCI, Inc. was created through the collaborative effort of several jurisdictions located across North America. WCI, Inc. is funded by participating jurisdictions and recognizes the importance of openness and transparency in its operations given its role in coordinating administrative support to the participating jurisdictions.

The geographically dispersed nature of the participating jurisdictions, along with government budgets that do not allow frequent travel, necessarily lead to WCI, Inc. meetings being held by telephone conference calls. Consequently, this Open Meeting Policy applies to both telephonic and in-person meetings. This Open Meeting Policy relies on Internet communications (including emails to interested parties who sign-up to receive meeting notices), such that meeting notices, meeting agendas, and relevant documents will be accessible on the WCI, Inc. website.

3. Applicability

- 3.1. This policy shall apply to all meetings of the WCI, Inc. Board of Directors and Executive Committee.
- 3.2. It is the intent of the Board that WCI, Inc. shall conduct its business and establish its overall policies in open meetings, except in the circumstances described in Section 9 of this policy. Therefore, all formal actions taken by the Board of Directors and Executive Committee shall be taken in a properly-noticed open meeting or properly-noticed Executive Session.
- 3.3. The Board and Executive Committee may meet in open or executive session by teleconference, including conference telephone or electronic video screen communication, or other similar equipment, so long as all directors participating in the meeting can hear one another and that proper translation services are provided.
- 3.4. "Meetings" as used in this Open Meeting Policy includes both in-person meetings and telephonic (conference calls) or electronic video screen communication (or other similar equipment), that allows video and voice participation by WCI, Inc. directors and the public. Meeting notices will include a

description of the meeting format as well as the details for participation in the meeting. In-person meetings will include access by telephone or other electronic media.

4. Language

All Board meetings and Executive Committee meetings shall be held in both French and English. Translation shall be provided in French and English for all participants. All written material and notices of meetings shall be made publicly available at the same time in both French and English.

5. Notices of Meetings and Agendas

- 5.1. With the exception of Special Meetings of the Board and Executive Committee described in Section 10 of this policy, and Emergency Meetings of the Executive Committee described in Section 11 of this policy, notices of Board meetings and Executive Committee meetings shall be provided at least ten calendar days in advance of the meeting.
- 5.2. Any member of the public may receive notices of meetings by signing up for the electronic mailing list on the WCI, Inc. website (<http://www.wci-inc.org/>).
- 5.3. Any notice provided to the Board or Executive Committee and to members of the public who have requested such a notice, shall also be posted on the WCI, Inc. website at the same time as the delivery of the notice to the Board or Executive Committee.
- 5.4. Each meeting notice shall include the items of business to be discussed.
- 5.5. Agenda items may be changed by request of any member of the Board up to two calendar days in advance of a meeting, and a revised notice will be posted on the WCI, Inc. website at substantially the same time the revised notice is delivered to the members of the Board and members of the public who have requested such a notice. In the event of a determination that there is an immediate need to take action on an item that comes to the attention of the Board after this time, a revised notice will be posted on the WCI, Inc. website as soon as practicable.
- 5.6. At any properly-noticed open meeting, the Board may vote to recess the meeting to another time and place to be designated and announced to the members of the public attending the meeting at the time of the recess of such open meeting. At the reconvened meeting, the Board will conduct only that business previously noticed for the recessed meeting.

6. Registration at Meetings

- 6.1. Members of the public attending a Board or Executive Committee meeting, either in person or by telephone, shall be asked to register their name and professional affiliation, either through advance registration or by signing in at the meeting.

- 6.2. Members of the public who provide comment at an open meeting shall be asked to provide their name and affiliation to ensure transparency and for proper recording in the minutes of the meeting.

7. Availability of Meeting Materials

All written materials which are not privileged, not confidential, and not materials that would be legally protected personal information in any of the participating jurisdictions or funding entities, and which are submitted to the Board in connection with a matter subject to discussion or consideration at an open meeting, and copies of any presentations made to the Board at an open meeting, will be made available to the public. All such written materials will be posted on the WCI, Inc. website no later than the day of the meeting or on the day following the meeting if it is not feasible to post them beforehand, except that materials provided to the Board for teleconference meetings will be posted on the website no later than the day of the meeting. Following approval, minutes from each meeting will be posted on the WCI, Inc. website.

8. Public Comment

- 8.1. Members of the public will be given an opportunity to comment on any item on the agenda of an open meeting of the Board or Executive Committee prior to or during consideration of the item. For telephonic meetings, the public shall be provided with a telephone number and confirmation code to be permitted to become part of the teleconference.
- 8.2. The Chair of a meeting may limit the total amount of time allocated for public comment on a particular issue and/or for each individual speaker.

9. Executive Sessions

- 9.1. An executive session is a meeting or portion of a meeting of the Board or Executive Committee that is closed to members of the public. It may be called by the Board or Executive Committee to protect and advance the best interests of WCI, Inc. and/or its participating jurisdictions. Matters that may be considered in executive session may include, but are not limited to the following.
 - Litigation and Legal Advice. The Board or Executive Committee may hold an executive session to confer with, or receive advice from, legal counsel regarding: pending litigation; circumstances that present a significant exposure to litigation; consideration of initiation of litigation; or other legal matters that in the opinion of legal counsel, based on existing facts and circumstances, require discussion in executive session to protect the interests of WCI, Inc. No part of this policy constitutes a waiver of WCI, Inc.'s ability to assert the lawyer-client privilege for such discussions, except where actions of the Board or Executive Committee constitute a waiver of such privilege.

- Personnel. The Board or Executive Committee may hold an executive session to consider the recruitment, appointment, employment, evaluation of performance, or dismissal of a WCI, Inc. officer or employee, external auditor, or contractor, or to hear or discuss complaints or charges brought against an officer or employee, against a Board member, or against a contractor, by any other person, including other WCI, Inc. personnel. The Board or Executive Committee may also hold an executive session to discuss matters relating to staffing strategies, employment policies, salaries, salary schedules, or compensation paid in the form of fringe benefits.
- Proprietary/Confidential Information. The Board or Executive Committee may hold an executive session when considering matters involving trade secrets or confidential or proprietary information, whether proprietary to WCI, Inc. or to any other person or entity or when considering matters involving other information which the Corporation or a participating jurisdiction or funding entity would be restricted by law from disclosing.
- Commercial Transactions/Procurement. The Board or Executive Committee may hold an executive session prior to WCI, Inc. entering into a business transaction, where public discussion of procurement requirements, evaluation criteria, procurement strategy, negotiating strategy, including price, terms or conditions, would prejudice WCI, Inc.'s interests, or the interests of any participating jurisdiction or funding entity.
- Security-Sensitive Information. The Board or Executive Committee may hold an executive session to consider issues of: (i) infrastructure security; (ii) surveillance and review of market participant transactions; (iii) cooperation with state, provincial, or federal (U.S. and Canadian) enforcement agencies; and (iv) issues for which public disclosure would pose a threat to the safety or security of the WCI, Inc. facilities or systems, or the facilities or systems of any participating jurisdiction or funding entity.
- Participating Jurisdictions. The Board or Executive Committee may hold an executive session to consider issues relating to the status of jurisdictions as participating jurisdictions, including discussions regarding jurisdictions that may be considering becoming a participating jurisdiction, jurisdictions that may be considering no longer being a participating jurisdiction, and jurisdictions that may be considering alternative degrees of association with WCI, Inc.

9.2. When meeting in executive session, in addition to the Board, the Chair of the meeting may permit other attendees he or she deems necessary to be present in such an executive session.

9.3. At any time during an open meeting, the Board or Executive Committee may vote to adjourn the open meeting and reconvene in an executive session if, a quorum being present, at least a majority of the Board members present at such meeting vote in favor of such adjournment and reconvening, so long as such

executive session has been properly noticed in accordance with Section 5 of this policy.

10. Special Meetings

Special meetings of the Board shall be held whenever called by a member of the Executive Committee or by any member of the Board upon written demand of not less than one third of the Entire Board as defined in the bylaws. Special meetings of the Executive Committee shall be held whenever called by a member of the Executive Committee or the Executive Director. Notice of the time and place of each special meeting shall be given not fewer than three calendar days in advance of the day on which the meeting is to be held.

11. Emergency/Extraordinary Meetings

In the case of an emergency situation where a work stoppage, crippling disaster or other activity impairs, or threatens to impair, public health or safety, or impairs, or threatens to impair, the administration of systems on behalf of participating jurisdictions or funding entities, and when it is not practicable to convene a regular or special meeting of the Board, a member of the Executive Committee, the Executive Director, or any member of the Board upon written demand of not less than one third of the Entire Board as defined in the bylaws may call an emergency/extraordinary meeting of the Executive Committee without providing the notices required under this policy. In an emergency/extraordinary situation, if time permits, WCI, Inc. will post the notice for the emergency meeting on the WCI, Inc. website as soon as practicable before the meeting is to be held.

12. Interruption of Meetings

In the event any open meeting is willfully interrupted by a person, a group or groups of persons so as to render the orderly conduct of such meeting unfeasible, and order cannot be restored by the removal of such persons, the Chair of the meeting may order the meeting room cleared and continue the meeting. However, members of the press, other than those participating in the disturbance, shall be allowed to attend any session that is closed under this provision.

13. Accessibility of Meetings

For all meetings of the Board that are held at a physical location, the location shall be accessible to all members of the public and usable by persons with disabilities. WCI, Inc. shall impose no cost for the public to attend meetings.

14. Disclaimer

Nothing set forth in this policy shall establish a cause of action on the part of any person or entity for monetary damages, or to invalidate any action of the Board, claimed as a

result of a violation of this policy. This Open Meeting Policy does not and will not serve as the basis for any cause of action or create any rights in any third parties.

Nothing in this policy detracts from or supplants any of the powers or duties of the corporation or its Directors, officers, employees and agents as established by the corporation's by-laws.