

Records Availability Policy

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DECEMBER 9, 2013**



Revision History

Date	Revised By	Description
12/9/2013	Board of Directors	Records Availability Policy adopted

Table of Contents

1. Objective.....	1
2. Introduction.....	1
3. Scope.....	1
4. Roles and Responsibilities.....	1
4.1. Board of Directors.....	1
4.2. Executive Director.....	2
4.3. Records Requester.....	2
5. Records Availability.....	2
5.1. Jurisdiction Records.....	2
5.2. Documents on WCI, Inc. Website.....	2
5.3. Confidential Records.....	2
6. Procedure.....	3
6.1. Requesting Copies of Records.....	3
6.2. Response Time.....	4
6.3. Jurisdiction and Third Party Records.....	4
6.4. Subpoenas.....	4
7. Fees.....	4
7.1. Copies.....	4
7.2. Search Time.....	5
7.3. Compilations of Corporate Information.....	5
8. Reconsideration of Denial.....	5
9. Communications.....	5
10. Compliance.....	5
11. Resources.....	6
12. Contacts.....	6
13. Disclaimer.....	6
14. Approval.....	6

1. Objective

The purpose of this policy is to ensure that the operations of Western Climate Initiative, Inc. (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.

This policy is intended to ensure that WCI, Inc. provide access to its corporate records in a transparent and open manner that affords the public the greatest possible access consistent with applicable law and other duties of the corporation, including respect for and protection of personal and other confidential information.

2. Introduction

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.'s purpose is to provide administrative services to support participating jurisdiction emission 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 efforts of several jurisdictions located across North America. WCI, Inc. is funded by participating jurisdictions and other entities and recognizes the importance of openness and transparency in its operations given its role in coordinating administrative support to the participating jurisdictions.

3. Scope

WCI, Inc. records include any writing or recording containing information relating to the conduct of its business prepared, owned, used, or retained by WCI, Inc. regardless of physical form or characteristics. WCI, Inc. records do not include records of the participating jurisdictions or other entities providing funding.

Any person may request records from WCI, Inc.

4. Roles and Responsibilities

4.1. Board of Directors

The WCI, Inc. Board of Directors (Board) is responsible for determining what information created by, or in possession of, WCI, Inc., shall be made available or kept confidential in order to provide the greatest possible access to records consistent with the duties of the corporation. If a requester asks for reconsideration of a denied request, the Board is

responsible for performing a reconsideration and responding to the requester in writing with its decision including the underlying rationale.

4.2. Executive Director

The Executive Director is responsible for generally ensuring compliance with this policy and coordinating with the Board of Directors regarding reconsiderations of denied requests for records.

4.3. Records Requester

Individuals or entities requesting records from WCI, Inc. are expected to follow the procedure described in this policy to make requests and ask for reconsideration of denied requests.

5. Records Availability

All WCI, Inc. records are available to the public except as specified in section 5.3.

5.1. Jurisdiction Records

In the course of coordinating administrative support to jurisdiction programs, WCI, Inc. may receive records of the jurisdictions. WCI, Inc. will refer requesters for jurisdiction records to the relevant jurisdiction(s) in accordance with section 6.

5.2. Documents on WCI, Inc. Website

Many records of WCI, Inc. are routinely posted on the [WCI, Inc. website](#). Requests for such records will be referred to the WCI, Inc. website.

5.3. Confidential Records

Although WCI, Inc. records generally are available to the public pursuant to section 5.0, the following types of records shall be kept confidential in order to achieve the purposes of WCI, Inc. and satisfy requirements of applicable law. Notwithstanding this section, the WCI, Inc. Board of Directors may, subject to applicable law and duties of the corporation, choose to make WCI, Inc. records normally kept confidential available to the public on a case-by-case basis.

- Records, disclosure of which is exempted or prohibited pursuant to federal, state, or provincial law that applies to public bodies and the private sector, including, but not limited to, provisions of the California Evidence Code relating to privilege, of the Québec Act Respecting Access to Documents Held by Public Bodies and the Protection of Personal Information, and the Québec Act Respecting the Protection of Personal Information in the Private Sector; records constituting or including work product and trade secrets; records relating to consultation with counsel and other protected legal

advice; personal information; confidential business information; and information maintained as confidential under jurisdiction program regulations and policies.

- Records pertaining to matters discussed in an executive session of the Board or WCI, Inc. committees in accordance with the WCI, Inc. Open Meeting Policy then in effect.
- Records pertaining to hardware or software programs developed or licensed by WCI, Inc. or the software programs themselves, to the extent that such materials are proprietary to WCI, Inc.; or are deemed confidential or the intellectual property of another party in any agreement entered into with WCI, Inc.
- Records, disclosure of which may affect the competitive positions of participants in the jurisdictions' greenhouse gas emission trading programs, or otherwise compromise the efficiency or competitiveness of the program auctions, the markets for compliance instruments, or related markets.
- Records of procurement strategy and contract negotiations, the disclosure of which would compromise WCI, Inc.'s ability to be a prudent steward of public funds or reveal confidential business information of WCI, Inc., or of bidders and contractors.
- Personnel, medical, or similar files, except for dates of employment of personnel identified by the requester.
- Preliminary drafts, notes and memoranda, and other records that are not retained by WCI, Inc. in the ordinary course of business.
- Records that contain information required to be kept confidential or otherwise not subject to disclosure by WCI, Inc.'s articles of incorporation or bylaws, or applicable law.
- Records for which disclosure would infringe a copyright.
- Records for which the Board determines that the public interest served by not making the record public clearly outweighs the public interest served by disclosure of the record.
- Records that contain information required to be kept confidential by WCI, Inc.'s funding agreements or contracts with participating jurisdictions.

6. Procedure

6.1. Requesting Copies of Records

All requests for copies of records must be made in writing and directed by mail or e-mail to:

Record Request

980 Ninth Street, Suite 1600

Sacramento, CA 95814

Email: operations@wci-inc.org

All requests must be sufficiently clear to reasonably describe an identifiable record. A request that does not meet these criteria may be returned, or WCI, Inc. may request clarification. Reasonable restrictions may be imposed upon general requests for voluminous records – see section 7.0 below for more information. Computer data will be provided in a form determined by WCI, Inc.

6.2. Response Time

As soon as practicable, but within ten (10) business days after the receipt of a record request, WCI, Inc. will a) request clarification from the requester; b) refer the requester to an appropriate jurisdiction or third party; c) fulfill the request or state when the request will be fulfilled; or d) deny the request and state the basis for denial. WCI, Inc. will inform jurisdiction representatives of requests. WCI, Inc. will make readily compiled records available as soon as practicable, but not later than ten (10) business days after determination of the record's availability, except in cases of voluminous records where additional time may be required to identify and duplicate the records.

Additional time may be required if there is a large amount of material to compile, or if there is a question regarding the status of the requested records as available under this policy. In either case, the requester will be notified within the above ten (10) business day period and will be given an approximate date by which the record will be available.

6.3. Jurisdiction and Third Party Records

WCI, Inc. may receive records of one or more jurisdictions or a third party. If the scope of a records request includes a jurisdiction's or a third party's records or records of WCI, Inc. that include information of one or more jurisdictions or a third party, WCI, Inc. will refer requesters directly to the jurisdiction or the third party for appropriate resolution. WCI, Inc. will not take further action unless and until the jurisdiction or the third party authorizes WCI, Inc. in writing to release the requested records.

6.4. Subpoenas

This policy does not apply to subpoenas issued to WCI, Inc. for document production. All such subpoenas shall be referred to counsel.

7. Fees

7.1. Copies

There will be no fee for processing a request for fewer than thirty (30) pages of documents. For thirty (30) or more pages, the direct cost of scanning, photocopying or printing will be charged to the requester. Fees will be calculated based on the cumulative page count, to include records requested in follow-up requests by the same requester.

Records Availability Policy

WCI, Inc. may require advance payment before the request is processed. Postage also will be charged if it exceeds a nominal amount. WCI, Inc. will deliver copies in electronic format by email at no additional charge. In the event of a conflict between this section and any applicable legal or regulatory requirement, the latter shall apply.

7.2. Search Time

The intent of this policy is to assist the public in locating existing, identifiable publicly available records created by WCI, Inc. in its normal course of business. Staff time will not be charged for this service.

This policy is not intended to cover requests for analysis or summary of WCI, Inc. records not already publicly provided in board presentations or otherwise posted to the WCI, Inc. website (see section 7.3, below).

7.3. Compilations of Corporate Information

Requests that require analysis and summary of WCI, Inc. records are not requests for an existing identifiable record, and, therefore, are not subject to this policy. However, WCI, Inc. may agree to create a new record, provided the requester agrees to compensate WCI, Inc. for all costs associated with the task, including, but not limited to, staff time incurred in creating the new record. No information will be released until such costs are paid.

8. Reconsideration of Denial

A requester may ask for reconsideration of any request denied under this policy by the Board within thirty (30) calendar days from the date of the denial by filing a notice with the Corporate Secretary (see section 12 below for contact information). WCI, Inc. will notify the requester of the Board's decision in writing. The decision of the Board shall be final and binding.

9. Communications

A current version of this policy will be available on the WCI, Inc. website. Any substantive revisions to this policy will be approved by the Board of Directors and posted as an updated version of the policy on the WCI, Inc. website.

10. Compliance

The Records Availability Policy supports the WCI, Inc. corporate core values of transparency and open communication. This policy also helps to ensure that WCI, Inc. is in compliance with applicable law.

11. Resources

Below is a list of additional resources that are relevant to this policy.

- [Open Meeting Policy](#)
- [WCI, Inc. website](#)

12. Contacts

For questions regarding this policy, please contact WCI, Inc. at operations@wci-inc.org.

A request for reconsideration of a denial should be filed with the Corporate Secretary via mail to:

WCI, Inc.
980 Ninth Street, Suite 1600
Sacramento, CA 95814

13. 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 WCI, Inc., claimed as a result of a violation of this policy. This Records Access 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 Records Availability 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.

14. Approval

This Records Availability Policy was adopted by the Board of Directors on December 9, 2013.