

**Phil Rockefeller**  
Chair  
Washington

**Tom Karier**  
Washington

**Henry Lorenzen**  
Oregon

**Bill Bradbury**  
Oregon



## Northwest Power and Conservation Council

**W. Bill Booth**  
Vice Chair  
Idaho

**James Yost**  
Idaho

**Pat Smith**  
Montana

**Jennifer Anders**  
Montana

March 3, 2015

### MEMORANDUM

**TO: Council members**

**FROM: Jennifer Anziano and Tom Eckman**

**SUBJECT: Renewal of the RTF Policy Advisory Committee Charter and approval of revised bylaws for the Regional Technical Forum**

### BACKGROUND:

**Presenter:** Jennifer Anziano

**Summary:** Staff is requesting that the Council authorize the renewal of the Regional Technical Forum (RTF) Policy Advisory Committee (PAC) charter for a period of two years. The RTF PAC's current charter expires on March 12, 2015. Staff also is requesting that the Council to approve minor revisions to the RTF bylaws.

**Relevance:** The RTF PAC charter expires on March 12, 2015. For the RTF PAC to continue to meet as an advisory committee to the Council, staff is seeking a two year renewal for the RTF PAC charter. The RTF charter and bylaws do not have an expiration date, but both the RTF and the RTF PAC discussed whether updates are needed. Based on those discussions, staff, with the support of the RTF and RTF PAC, is recommending minor revisions to the RTF bylaws only.

**Workplan:** 1.C Chair and manage RTF activities

**Background:** The Regional Technical Forum is an advisory committee to the Council formed out of a directive from Congress to develop and maintain a library

of conservation measures with estimated energy savings, measure costs, and measure lifetime. The RTF also develops standard protocols for determining energy savings for more complex conservation measures, provides guidance for estimating energy savings for custom programs and program level savings, and tracks progress towards regional conservation targets. The changes recommended for the RTF Bylaws are clerical in nature.

The RTF Policy Advisory Committee was created by the Council to advise the Council on RTF policy and governance issues. The PAC operates by engaging stakeholders in identifying regional priorities in terms of energy efficiency work and by assisting the Council and RTF in securing the resources necessary to perform the technical work required by the region. The PAC also reviews the progress of the RTF toward fulfilling the priorities recommended by stakeholders and provides comments and advice to the Council on the organization and operating procedures of the RTF. A new PAC Charter is submitted for decision. The PAC, over the next two years, will provide ongoing comments and advice to the Council with respect to the policy implications of RTF technical recommendations and their implementation, as well as how to best meet the mutual needs of the RTF's stakeholders.

More Info: A decision memorandum authorizing the renewal of the PAC charter and approval of the revised RTF bylaws, as well as the proposed PAC charter and RTF bylaws, are attached.

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March 3, 2015

### DECISION MEMORANDUM

**TO:** Council members

**FROM:** Jennifer Anziano  
Regional Technical Forum Manager

**SUBJECT:** Approval of the revised charter of the RTF Policy Advisory Committee and revised bylaws of the RTF

**PROPOSED ACTION:** In accordance with the Federal Advisory Committee Act, renew the Regional Technical Forum Policy Advisory Committee (PAC) charter. Additionally, adopt revised Bylaws for the Regional Technical Forum (RTF)

**SIGNIFICANCE:** The PAC charter expires on March 12, 2015. For the PAC to continue to meet as an advisory committee to the Council, staff is seeking a two year renewal for the PAC charter. While the RTF charter and bylaws do not have an expiration date, both the RTF and PAC discussed whether updates are needed. Based on those discussions, staff is recommending only minor revisions to the RTF bylaws.

### BUDGETARY/ECONOMIC IMPACTS

Funding for the RTF is based on an annual work plan approved by the Council with input from the PAC. The RTF Manager, who oversees the day to day operations of the RTF and supports planning for the PAC, is funded through the RTF budget. The Council does not contribute funds directly to the RTF; rather, the Council provides the RTF and PAC with in kind support for legal, financial, and administrative services.

## **BACKGROUND**

The RTF is an advisory committee to the Council formed out of a directive from Congress to develop and maintain a library of conservation measures with estimated energy savings, measure costs, and measure lifetime. The RTF also develops standard protocols for determining energy savings for more complex conservation measures, provides guidance for estimating energy savings for custom programs and program level savings, and tracks progress towards regional conservation targets.

The RTF Policy Advisory Committee was created by the Council to advise the Council on RTF policy and governance issues. The PAC operates by engaging stakeholders in identifying regional priorities in terms of energy efficiency work and by assisting the Council and RTF in securing the resources necessary to perform the technical work required by the region. The PAC also reviews the progress of the RTF toward fulfilling the priorities recommended by stakeholders and provides comments and advice to the Council on the organization and operating procedures of the RTF. The PAC, over the next two years, will provide ongoing comments and advice to the Council with respect to the policy implications of RTF technical recommendations and their implementation, as well as how to best meet the mutual needs of the RTF's stakeholders.

## **ANALYSIS**

Attached is a copy of the proposed PAC charter. The proposed charter makes two substantive changes from the existing charter. First, the PAC recommends revising the current process for replacing PAC members who are not able to serve out their term after having been appointed by the Council. Currently, the PAC charter has replacement members from the same organization being appointed using the same process as the original membership slate. PAC members are appointed by the Chair of the Council in consultation with the Management Officer, RTF Chair, and interested parties. Experience with this process however has proven cumbersome given the relatively frequent turnover in PAC members (ex: eight over the past eight months). Both the PAC and staff want to explore a process to streamline the appointment of replacements. The proposed charter authorizes the PAC Co-Chairs, acting in consultation with each other, to appoint replacements from the same organization as the exiting member represented. Since a Council member serves as Co-Chair of the PAC, this retains the Council's role in appointing the organizations represented on the PAC, but reduces the administrative burden of getting replacements named as the need arises. Experience has shown that in most cases, the exiting member recommends another from his/her organization as a replacement. The proposed language allows for this transition to happen seamlessly so long as the PAC Co-Chairs (one of whom is a Council member) have no objection. The Council, meanwhile, maintains its authority to choose the original membership slate every two years. As the PAC is a policy committee representative of RTF funders, NEEA, the four state public utility commissions, and other stakeholders, and the role is to advise the Council on policy matters related to the RTF, the PAC believes this is an appropriate solution.

The second proposed change to the existing PAC charter is to eliminate the Chairperson/Vice Chairperson positions and replace these with PAC Co-Chairs. This recognizes the joint and equal role that practically-speaking the two officers have come

to play in leadership of the PAC. The proposed charter also specifies that one co-chair should be a Council member. The PAC believes that this is an important connection to keep with the Council, especially in light of the proposed changes for addressing member replacements. At its February 3 meeting, the PAC voted to recommend to the Council to adopt the charter (with the revisions) to renew the RTF Policy Advisory Committee.

Also attached is a copy of the proposed bylaws for the RTF. While the RTF charter and bylaws do not have an expiration date, the PAC, RTF, and staff reviewed both documents and considered whether any changes or updates were needed at this time. Neither the PAC nor the RTF recommended any changes to the RTF Charter. Staff is, however, recommending minor changes to the RTF bylaws, the most notable is a change to reflect that the RTF Manager has taken over the responsibilities of Financial Management from the RTF Vice Chair. Amendments to the RTF bylaws require the approval of a two-thirds majority of the voting members of the RTF and subsequent Council approval. At the RTF February 2015 meeting, the RTF voted unanimously to adopt the revised bylaws and to recommend to the Council for approval. At its February 2015 meeting, the RTF PAC similarly voted to recommend the Council approve the RTF Bylaws as modified.

### **ALTERNATIVES**

The Council could choose to not renew the RTF PAC charter. To achieve similar results, this would require meetings and consultations between Council members, Council staff, and many different groups. It would lack the benefit of gathering many of the region's policy people together in one place to discuss issues around the RTF.

The Council could also choose to not approve the proposed RTF bylaw changes. As noted, the changes are more clerical in nature and would not impact the day to day work of the RTF.

### **ATTACHMENTS**

Regional Technical Forum Policy Advisory Committee proposed charter  
Regional Technical Forum revised bylaws

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Chair  
Washington

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### Charter of the Regional Technical Forum Policy Advisory Committee

1. Official Designation: This advisory committee will be known as the Northwest Power and Conservation Council's Regional Technical Forum (RTF) Policy Advisory Committee.

2. Background: The Pacific Northwest Electric Power Planning and Conservation Act, P.L. 96-501, 16 U.S.C. 839 et seq. ("Act"), requires the Pacific Northwest Electric Power and Conservation Planning Council ("Council") to develop "a regional conservation and electric power plan." The plan is to include a twenty year forecast of electricity demands and a resource plan for the development of conservation and generation to meet the demand at the lowest cost consistent with adequate and reliable electricity service.

Including conservation as a resource requires a rigorous verification and accounting of energy savings. In 1996, Congress directed the Council and Bonneville to establish a regional technical forum to develop "consistent standards and protocols for verification and evaluation of energy savings, in consultation with all interested parties." (Senate Report 104-120 - Energy and Water Development Appropriations Bill, 1996). The RTF was founded in 1999 as an advisory committee to the Council. The RTF is funded by Bonneville Power Administration ("Bonneville"), regional utilities and the Energy Trust of Oregon and through the Council by provision of staff support. The Council provides technological, administrative, and legal support. The Northwest Energy Efficiency Taskforce ("NEET"), a regional effort to identify ways to accelerate efficiency acquisition in the region, recommended initiation of a process to reach agreement on stakeholder definition, address issues related to RTF governance and structure, inventory stakeholder needs, establish a transparent process for prioritizing those needs, establish a multi-year workplan aligned with those needs, and to implement incremental operational changes to increase transparency in RTF operations. An RTF Review Committee was appointed by NEET to more fully develop its recommendations.

Part of the RTF Review Committee recommendation was to create this RTF Policy Advisory Committee ("Advisory Committee") to provide increased visibility of, and policy guidance for, RTF activities through its recommendations to the Council. This advisory committee is established as part of a network of advisory committees satisfying the

Council's obligation under the Act to establish a voluntary scientific and statistical advisory committee to assist in the development, collection, and evaluation of information relevant to the Council's development and amendment of its regional electric power plan. 16 U.S.C. 839b(c)(11). Under section 4(a)(4) of the Act, the terms of the Federal Advisory Committee Act, 5 U.S.C. Appendix I, sections 1-14, apply "to the extent appropriate" to the Council's advisory committees.

3. Objectives and Scope of Activity: The RTF Policy Advisory Committee will provide policy recommendations to the Council on how best to meet the mutual needs of the RTF's stakeholders, while ensuring that the RTF maintains its role as the pre-eminent independent technical body on energy efficiency in the region (i.e., maintain its independence and credibility) by:

- Engaging stakeholders to identify regional priorities to recommend to the Council and foster the appropriate use and acceptance of data and outputs from the RTF;
- Securing the resources necessary to perform the technical work required by the region;
- Reviewing the progress of the RTF toward fulfilling those priorities recommended by stakeholders and the RTF Advisory Committee that have been established by the Council; and
- Providing consensus recommendations to the Council on policy-related matters on how best to meet the mutual needs of the RTF's stakeholders.

The Advisory Committee will not make policy decisions or act on behalf of the Council. The Council's relationship with the RTF and the RTF Chair will remain unchanged. The role of the RTF Policy Advisory Committee is to provide advice to the Council on the specific policy matters set forth above. The RTF Policy Advisory Committee will not have a direct advisory or oversight role over the RTF. As an advisory committee to the Council, the expectation is that the RTF Policy Advisory Committee's activities will not conflict with the mission of the Council or the Council's other advisory committees, including the RTF.

Specifically the tasks of the RTF Policy Advisory Committee include providing comments and advice to the Council in the following areas:

- The organization and operating procedures of the RTF;
- RTF work plan priorities and the policy implications of RTF technical recommendations and their implementation;
- The funding structure for the RTF, and long-term (5-year) funding commitments from the funding utilities and agencies; and
- RTF progress in accomplishing its objectives and completing its work plan consistent with the work plan priorities.

The Council expects that with input from the RTF Chair and the RTF Policy Advisory Committee, the Council will have final say over the content and implementation of the RTF work plan, but will benefit from collaboration with the stakeholders on the RTF Policy Advisory Committee. This collaborative approach will promote a work plan that results in greater regional benefits through better understanding of the most pressing

needs of the Northwest. The RTF Policy Advisory Committee will also relieve the RTF Chair(s) of the burden of securing funding commitments, allowing more organizational resources to be allocated to the technical analysis where they are most needed.

4. Official to Whom the Advisory Committee Reports: The RTF Policy Advisory Committee will report to the Executive Director of the Council.

5. Authority of the Advisory Committee: The RTF Policy Advisory Committee will serve in an advisory capacity only. Neither the Committee nor its members are authorized to make statements or commitments on behalf of the Council. Committee members will not be considered to be members of the Council staff.

6. Estimated Annual Operating Costs in Dollars and Staff Time: \$15,000 plus six weeks of staff time. Some, or all, of the expenses of the RTF Policy Advisory Committee may be covered by the RTF contributions.

7. Advisory Committee Management Officer: The Advisory Committee Management Officer ("Management Officer") for the RTF Policy Advisory Committee will be the Director of the Council's Division of Power Planning. The Management Officer will designate members of the Council's staff to coordinate and attend meetings of the Committee.

8. Co-chairs:

- A. The Council will appoint up to two Co-Chairs of the RTF Policy Advisory Committee, one of which will be a Council member, to serve a one year term.
- B. The Co-Chairs may be called upon to report to the Council on appropriate matters, including the Advisory Committee's progress on the tasks described in Part 3 of this Charter.
- C. The duties of the Co-Chairs will include presiding over RTF Policy Advisory Committee meetings, ensuring that detailed minutes of such meetings are prepared and submitted to the Executive Director of the Council in a timely manner, and maintaining communication between the Committee, the RTF, the Council, and the Council's staff.
- D. The Co-Chairs will certify detailed minutes of meetings of the RTF Policy Advisory Committee. The minutes should include a complete and accurate description of matters discussed, conclusions reached, actions taken, persons invited to meet with the Committee, and persons in attendance. The minutes also will include copies of reports received, issued or approved by the Committee. Minutes of meetings will be prepared and released within ten days of the meeting, unless an extension is granted by the Management Officer. The Management Officer will distribute copies of the minutes to members of the Committee and the other interested persons.
- E. Small sub-groups of the RTF Policy Advisory Committee may be established by the Co-Chairs to undertake particular aspects of the Committee's work.
- F. Methods for organizing the work and procedures of the Committee must follow the scope of responsibilities assigned to the Committee by the Council. The work

of the staff for the Committee will include making arrangements for Committee meetings, solving logistical problems, and providing clerical services.

10. Membership: The general composition of the membership will include Bonneville, investor-owned and customer-owned utilities that are direct funders of the RTF, an indirect RTF utility funder, Energy Trust of Oregon, public interest members, the Northwest Energy Efficiency Alliance, the four state public utility commissions, and the Council. Members of the RTF Policy Advisory Committee will be appointed by the Chair of the Council in consultation with the Management Officer, RTF Chair, and interested parties. Acting in consultation with each other, the Co-chairs may appoint replacements from the same organization if any member is unable to serve.

11. Rules: The [advisory committee rules](#) approved and adopted by the Council on March 17, 1982, as amended from time to time, will apply to the RTF Policy Advisory Committee.

12. Estimated Frequency of Committee Meetings: The Chairperson of the RTF Policy Advisory Committee, after consultation with the Management Officer, or his designee, will call meetings as necessary. All meetings will be open to the public, unless closed pursuant to 5 U.S.C. Section 552b(c). Timely notice of meetings, including agendas, will be made. Interested persons may attend Committee meetings and appear before or file statements with the Committee, subject to such reasonable rules as the Council may prescribe.

13. Reimbursement of Expenses: The Council will reimburse public members of the RTF Policy Advisory Committee for travel if requested; including per diem in lieu of subsistence in accordance with the Council's travel regulations for contractors and advisory committee members, for the purpose of attending Committee meetings as authorized by 5 U.S.C. Section 5703. The Executive Director shall determine who are public members.

14. Duration: The RTF Policy Advisory Committee will terminate two years from the filing date of this Charter, unless renewed in accordance with the Federal Advisory Committee Act. All Members of the Committee serve at the pleasure of the Council.

This Charter for the RTF Policy Advisory Committee was approved and adopted at a duly called meeting of the Northwest Power and Conservation Council, March 11, 2015 at Eugene, Oregon.

NORTHWEST POWER AND CONSERVATION COUNCIL

Chair

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Date Filed: March 11, 2015

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## BYLAWS OF THE REGIONAL TECHNICAL FORUM

### ARTICLE I NAME

The name of this committee is the Regional Technical Forum (RTF), an advisory committee to the Pacific Northwest Electric Power and Conservation Planning Council (Council).

### ARTICLE II PURPOSE AND POWERS

A. Purposes. The RTF is organized and shall be operated exclusively to carry out the objectives and activities identified in the RTF charter.

B. Powers. The RTF is authorized to advise the Council on the subjects outlined in the RTF Charter and to engage in activities necessary to carry out its advisory responsibilities. In addition to adopting bylaws, the RTF is authorized to develop and maintain an operations manual setting forth its customary way of conducting day-to-day business.

### ARTICLE III MEMBERSHIP

A. Appointment Process for Voting Members. Approximately every three years, the RTF will solicit nominations for voting members from the Bonneville Power Administration, the region's utilities, the state energy offices, energy efficiency professionals, renewable resource developers, public interest groups, customers and other experts from within and outside the region. The nominees interested in membership will submit a resume and letter of interest to the RTF. RTF staff and the Operations Subcommittee will review the nominees' technical expertise, sector experience, technology focus, policy experience, and institutional experience. Based on their review, the RTF staff and Operations Subcommittee will make membership recommendations to the Director of

the Council's Power Planning Division and the Chair of the Council's Power Committee. The Council, in consultation with the Director of the Council's Power Planning Division and the Chair of the Council's Power Committee, will then appoint RTF members in accord with the principles set forth in the RTF Charter.

B. Appointment Process for Non-voting Members. The Director of the Council's Power Planning Division, in consultation with the Chair of the Power Committee, may appoint corresponding members, ex officio members, and interested parties as non-voting members of the RTF. The RTF Operations Subcommittee may recommend to the Director of the Council's Power Division names of persons who could serve as corresponding members, ex officio members and interested parties. Corresponding members bring special expertise to the work of the RTF and may be asked by the RTF to serve on subcommittees and/or provide comments on matters before the RTF. Interested parties are persons who attend or follow RTF activities and who may serve on RTF subcommittees, but receive no compensation from the RTF for their work or time.

C. Membership Term (Voting Members). All Voting Members shall serve for a three-year term and may be re-appointed for successive terms without limitation. Members may serve for more than one term, but must submit their resume and letter of intent to the RTF for consideration the same as other persons interested in appointment to the RTF.

D. Resignation. Any member may resign at any time by delivering written notice to the RTF Chair or Vice-Chair. Such resignation shall be effective upon receipt unless the notice specifies a later effective date. Acceptance of the resignation shall not be necessary.

E. Removal. All Members of the RTF serve at the pleasure of the Council. The RTF may make a removal recommendation to the Council if seventy-five percent of RTF Voting Members agree on such recommendation. Removal of any member shall not occur unless the member who is the subject of any such removal recommendation is afforded an adequate opportunity to respond, in writing and/or in person, to any allegations made in connection with such removal.

Corresponding members may be removed, with or without cause, by the Director of the Council's Power Division in consultation with the RTF Operations Subcommittee.

F. Vacancies. Any vacancy occurring in the RTF for any reason, including a vacancy resulting from the removal of a member, may be filled by the same method of appointment set forth above. Depending on the circumstances, the RTF may opt not to fill all vacancies as they arise.

G. Compensation. Participation in the RTF is voluntary. Ordinarily, members shall not receive compensation for their services. However, a member contracting independently with the RTF to provide technical expertise to the RTF may, in some cases, receive compensation for time spent on RTF-related activities and reasonable expenses incurred in performance of the contract. The RTF Operations Subcommittee shall

approve member contracts for compensation within the RTF's approved operating budget. The Operations Subcommittee shall also ensure that any compensation paid is identified in the RTF's annual financial report.

H. Travel Reimbursement. Per the RTF Charter, the Council will, upon request, reimburse members for travel for the purpose of attending RTF meetings, in accordance with the Council's travel policies and reimbursement rates.

## **ARTICLE IV MEETINGS**

A. Notice. Meeting notice shall be given at least one week before each meeting; notice of a special meeting shall be given at least forty eight (48) hours before the meeting. Meeting notices shall be directed to the members' electronic mail address and posted on the RTF webpage. Others interested in receiving electronic notice of RTF meetings and who have provided the RTF with their names and electronic mail address shall also be given notice of RTF meetings on the same schedule as above. RTF staff shall make every attempt to provide Voting Members with all written materials related to a vote no less than one week prior to the meeting at which the vote will be taken.

B. Meeting by Telephone Conference or Other Electronic Means. The RTF may hold a meeting by telephone conference or other electronic means provided all persons participating in the meeting can speak and hear each other. Participation in such meeting shall constitute attendance at the meeting.

C. Voting Procedure. A proposed action by the RTF must be moved by a RTF Voting Member and seconded by another RTF Voting Member before a vote may be taken.

D. Procedural Rules. RTF meetings shall be conducted based on the rules outlined in the most recent edition of Robert's Rules of Order or any other generally accepted collection of parliamentary procedure chosen by the members, to the extent reasonable. The Chair or his or her designee will decide all procedural questions.

E. Minutes. The Chair will certify detailed minutes of meetings of the RTF. The minutes should include a complete and accurate description of matters discussed, conclusions reached, actions taken, persons invited to meet with the RTF, and persons in attendance. The minutes should also include the number of persons participating in the vote, the number of yea and nay votes, the number of abstentions, and shall identify members abstaining on grounds of Conflict of Interest and the material facts related to any such conflict. The minutes also will include copies of reports received, issued or approved by the RTF. Draft minutes of meetings will be prepared and released within ten days of the meeting, unless the Chair grants an extension. The Chair will make available copies of the minutes to members of the RTF and the other interested persons.

## **ARTICLE V OFFICERS**

- A. Designation. The officers of the RTF shall include a Chair and a Vice-Chair.
- B. Term. Officers shall serve a term of three (3) years. Officers can be reappointed to consecutive terms.
- C. Chair. The Chair shall have the duties and responsibilities set forth in the RTF charter, bylaws, and operations manual maintained by the RTF in addition to such other responsibilities as the Council or RTF shall assign.
- D. Vice-Chair. The Vice-Chair shall have the duties and responsibilities set forth in the RTF charter, bylaws, and operations manual in addition to such other responsibilities as the Council or RTF shall assign.

## **ARTICLE VI SUBCOMMITTEES**

- A. Creation. The RTF Chair may designate and appoint subcommittees as necessary and appropriate. Members of RTF technical subcommittees could include voting members, non-voting members or others with the technical expertise or experience relevant to the subcommittee's responsibilities. The RTF Chair or a designee and any RTF staff assigned by the RTF Chair shall be a member of all subcommittees.
- B. Operations Subcommittee. The RTF Chair shall appoint at least three (3) non-staff RTF members to serve on an Operations Subcommittee, which oversees the business operations of the RTF including development and execution of agendas, contracts, staffing, correspondence and communications. The appointments can include RTF corresponding members. The RTF Chair, Vice-Chair along with any members of the RTF staff and RTF contractors assigned by the RTF Chair shall also serve on the Operations Subcommittee. The RTF Chair or his or her designee shall act as chair of the Operations Subcommittee.
- C. Authority. RTF subcommittees report directly to the RTF. RTF subcommittees shall have and may exercise such powers and authority as conferred by the RTF. No RTF subcommittee shall have the authority to (a) make a recommendation to the Council; (b) amend, alter, or repeal these bylaws or the RTF Charter; or (c) elect, appoint, or remove any RTF member or officer. The designation and appointment of any subcommittee and the delegation of authority to such subcommittee shall not operate to relieve the RTF of any responsibility imposed by the RTF charter or the bylaws.

## **ARTICLE VII CONTRACTS AND FINANCIAL MANAGEMENT**

A. Contracts. The Council's Legal Division, following the Council's contracting policy, will prepare and have executed all contracts on behalf of the RTF. The RTF, generally through RTF staff, will supply the legal division with all necessary background material from which such contracts will be developed.

B. Financial Management. The Council's Administrative Division will be responsible for the RTF's financial management, relying on assistance from the RTF Manager. The RTF will be subject to an annual, independent audit as a component of the Council's annual financial audit. The RTF Manager will ensure that the committee's financial reports are included in the RTF's annual report.

## **ARTICLE VIII WORK PLAN, BUDGET, AND FUNDING**

A. RTF Adoption of Work Plan, Business Plan and Budget.

The RTF shall develop and adopt an annual work plan and multi-year business plan with input from the Council and regional stakeholders. The work plan and business plan are intended to be sufficiently flexible such that the RTF may modify them to accommodate changes in work or funding priorities, budget issues, and other unforeseen circumstances.

The RTF shall also develop and adopt a budget recommendation for the Council. The size of the RTF budget shall be determined by the work plan and multi-year business plan.

RTF adoption of the work plan, business plan, and budget recommendation and any significant changes proposed thereto shall take place at a regularly scheduled RTF meeting and requires an affirmative vote of at least 1) sixty percent of the Voting Members participating in the vote; and 2) forty percent of the total number of RTF Voting Members.

B. Council Approval of Work Plan, Business Plan, and Budget.

The work plan, business plan, and budget recommendation adopted by the RTF and any significant changes proposed by the RTF shall be approved by the Council, with input from the RTF Policy Advisory Committee and any other interested parties no later than December of each year.

C. Tracking of Work Plan Progress and Funding Reallocation.

RTF Manager and the Operations Subcommittee shall report the progress of work and expenditures made under the RTF work plan annually but in any event no later than June 30. Based on its review, the Operations Subcommittee may propose reallocation of funds. Any funding reallocation must be approved by a vote of the RTF at a regularly-scheduled meeting. All significant funding reallocations shall be approved by the Council.

D. Funding. RTF funders include regional utilities, Bonneville Power Administration, and energy efficiency organizations. Subject to Council review, the RTF does not restrict contributors to specific businesses, industries or organizations.

- Funding for the RTF is on a voluntary basis. Funders agree to contribute funds based on a predetermined share of the cost of completing the work outlined in the RTF work plan.
- The RTF should allocate and expend funds equitably as to contributors.
- The RTF cannot contract for work without funding commitments in place sufficient to cover the cost of the work being contracted for. Multi-year funding commitments are therefore necessary to ensure the RTF can contract for work anticipated to occur over the course of more than one (1) year.

## **ARTICLE IX REPORTING**

A. Annual Report. The RTF will submit an annual report to the Council by June 1 of each year detailing the previous year's accomplishments and financial expenditures. The annual report shall also include details about ongoing work and report on the overall progress of work as compared to the RTF work plan. The annual report shall be posted on the RTF website subsequent to Council review.

B. Quarterly Reports. Every quarter the RTF shall publish on its website a report describing progress made on the annual work plan and funds expended as a result. The Quarterly Report will also include news of any anticipated changes to the work plan or budget.

## **ARTICLE X CONFLICTS OF INTEREST**

A. Generally. RTF officers, members and staff shall at all times conduct RTF business in a fair and honest manner, and shall avoid personal financial activities that might compromise or reasonably create the appearance of compromising the RTF.

B. Conflicts Policy. The RTF has adopted a Conflicts of Interest Policy (Policy) and has committed to reviewing it as necessary. The Policy is incorporated in these bylaws by reference. All RTF members and staff are required to review the Policy annually.

C. Reporting Concerns. Any person who is concerned that a violation of the Policy has occurred may report such concern to any officer of the RTF. Immediately upon receipt of any such report, the officer shall inform the Council's legal division for consideration of further action.

## **ARTICLE XI AMENDMENT**

These bylaws may be amended at any regular meeting of the RTF by a two-thirds majority of the Voting Members of the RTF and requires subsequent Council approval.

The bylaws for the RTF were approved and adopted at a duly noticed meeting of the Northwest Power and Conservation Council on March 11, 2015 in Eugene, Oregon.

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Chair

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