
Strategic Advisory Committee to the IESO Board of Directors and Executive

Terms of Reference
October 2024

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1. Introduction

The *Electricity Act, 1998*, as amended, requires the IESO to establish one or more processes by which consumers, distributors, generators, transmitters and other persons who have an interest in the electricity industry may provide advice and recommendations for consideration by the IESO. The IESO Board has established this Strategic Advisory Committee (the Committee) as part of its engagement processes.

These terms of reference are intended to provide pragmatic guidelines for the Committee and assist it in providing advice and recommendations to the IESO Board and Executive. However, these terms of reference are not exhaustive and the Committee may encounter circumstances not covered in this document. In these instances, the Chair of the Committee is encouraged to consult with the Chair of the IESO Board and to use his or her best judgment as to how best to address such circumstances.

2. Purpose of the Committee

2.1 Purpose

The Committee is a forum for its members to be informed of IESO activities and to provide timely policy advice and feedback both broadly on behalf of the electricity sector and their constituency, directly to the IESO Board and Executive with respect to the IESO's mandate, including:

- the existing IESO-administered markets and the future evolution of the markets;
- the planning of the power system;
- the design, delivery, funding and evaluation of conservation programs and demand response;
- the procurement of generation resources, electricity storage resources, and the ongoing management of these contracts;
- other matters relating to IESO's mandate and matters of concern to the sector and other interested parties; and
- matters concerning reliability standards, such as those set out by the Northeast Power Coordinating Council (NPCC) or the North American Electric Reliability Council (NERC), continue to be developed in their established processes.

Committee members can expect the IESO to review and respond to the feedback they provide. The Committee should also seek to identify and discuss emerging issues and external developments with a view to understanding how they may impact or benefit Ontario's electricity sector.

2.2 Relationship to other IESO Engagement Mechanisms and Processes

2.2.1. The IESO will utilize all engagement mechanisms and processes established by the IESO without duplication or overlap, and guided by the [IESO Engagement Principles](#).

2.2.2. The Committee's primary role is to provide the IESO Board and Executive with policy level advice, leaving the primary role of other IESO engagement mechanisms and processes to seek advice from engagement participants at a more detailed level.

3. Composition of the Committee

Committee to consist of 15-20 members representing each of the following five categories in addition to the IESO members:

- Persons representing the constituency of generators of electricity and electricity storage
Examples of representatives in this constituency might include generation by gas, nuclear, wind, solar, hydro-electric and storage of electricity using batteries or other forms of storage
- Persons representing the constituency of consumers of electricity
Examples of representatives in this constituency might include residential, embedded retail/industrial, directly connected industrial
- Persons representing the constituency of transmitters and distributors with at least one member representing transmitters
- Persons representing related businesses and services
Examples of representatives in this constituency might include electricity traders/wholesalers, aggregators, innovation, research, smart grid, gas utility, conservation-related services
- Persons representing Ontario communities
Examples of representatives in this constituency might include Indigenous Communities, municipalities, environmental, academia

At its discretion, the IESO Board may appoint one or more additional members for specified terms.

3.1 IESO Member

3.1.1. The IESO Board will appoint one or more individuals from the IESO executive team to sit on the Committee.

3.2 Nomination and Appointment of Committee Members

3.2.1. Appointments will be made through a nomination process. Parties having an interest in IESO activities may nominate qualified persons to be Committee members or a person may nominate themselves, from which the IESO Board will appoint replacement members.

3.2.2. The IESO Board may seek additional nominees to expand the slate of candidates for a particular constituency.

3.3 Qualifications of Members of the Committee

3.3.1. Nominees to the Committee should be senior members of their respective organization who are committed to represent their constituency's position on various issues and to participate on the Committee for its stated purposes.

3.3.2. The status of a Committee member may be impacted by a change in their employment or affiliation during their term on the Committee. In such cases, the IESO Board may in its sole discretion terminate a Committee member's appointment.

3.3.3. Nominees should have a breadth of knowledge about both Ontario's electricity sector and the constituency they represent.

3.3.4. Organizations may not have more than one representative as a member of the Strategic Advisory Committee at any one time.

3.4 Committee Membership Term

3.4.1. Other than IESO Committee member(s), Committee members will be appointed for two year terms, unless earlier removed by the IESO Board, and may serve up to six consecutive years. Membership terms will be staggered so as to provide continuity to the Committee. Notwithstanding the forgoing:

(a) the IESO Board may extend the term of the current Committee member:

- i. for the purpose of implementing staggered membership terms; and/or
- ii. in order to ensure adequate representation of a particular constituency, recognizing that the individual's participation on the Committee is required to continue to provide a well-balanced representation on the Committee; and

(b) all Committee members serve at the pleasure of the IESO Board and the IESO Board reserves the right to remove any Committee member for any reason.

3.5 Roles and Expectations of Committee Members

3.5.1. The role of the Committee member is to advise the IESO Board or Directors and Executive but does not empower the Committee to make decisions.

3.5.2. Members should attend meetings, and actively participate in discussions.

3.5.3. Members are expected to bring the views of the constituency or sector that the member represents and report any feedback back to their constituencies on Committee discussions.

3.5.4. Members are expected to provide broad perspectives on issues and opportunities facing the electricity sector beyond their own constituency.

3.5.5. Devote the necessary time and effort to prepare for meetings and contribute to discussions at the meeting. If unable to attend, feedback should be submitted in writing to the IESO before or directly following the meeting.

3.5.6. Each member of the Committee, in their capacity as a Committee member and otherwise, shall at all times (a) conduct themselves honestly, fairly, ethically and with integrity; (b) be respectful of the public, staff and each other; and (c) not act in a manner that could reasonably be expected to harm the reputation of the IESO and/or the Committee.

3.5.7. The IESO Board may, but is not obligated to, obtain the input and/or recommendation of the Chair of the Committee in making a determination as to whether a Committee member has contravened Section 3.5.6., above. The IESO Board will take into consideration, but will not be bound by, the Chair of the Committee's input and/or recommendations with respect to the forgoing.

3.5.8. If the IESO Board determines, in its sole discretion, that a Committee member has contravened Section 3.5.6., above, the IESO Board may terminate such Committee member's appointment.

3.5.9. For greater certainty, nothing in Section 3.5.7 or Section 3.5.8 shall be construed to limit or restrict the exercise of the IESO's Board's general authority to remove a Committee member for any reason as set forth in Section 3.4.1.(b).



4. Leadership of the Committee

The Chair and Vice Chair of the Committee will play leadership roles in order to provide effective governance and administration of the Committee. Administrative support to act as Secretary to the Committee will be provided by the IESO.

4.1 Chair and Vice Chair

4.1.1. The Chair and Vice Chair will be appointed by the IESO Board and are responsible for the conduct of all matters before the Committee.

4.1.2. The term of the Chair and Vice Chair will be two years and each may be reappointed.

5. Organization and Administration of Meetings of the Committee

5.1 Meetings and Agenda Preparation

5.1.1. Meetings of the Committee (both public and in-camera) will be pre-scheduled at regular intervals throughout a calendar year at the IESO Board and Executive's discretion. If it is determined that a meeting is not required or must be re-scheduled, members will be notified in advance of the scheduled meeting.

5.1.2. The IESO or the Chair may call additional meetings as required including in-camera sessions of the Committee in support of Committee activities.

5.1.3. The IESO will canvass the Committee and the Board of Directors for input on the matters to be included on meeting agendas.

5.1.4. The IESO shall endeavour to ensure meeting agendas and related materials are posted publicly in advance of each regular meeting.

5.1.5. The IESO shall endeavour to provide education/information materials and/or speakers in order to provide context to related, relevant or potential matters of interest.

5.2 Quorum

5.2.1. The quorum for meetings of the Committee is a majority of the members participating in person or virtually.

5.3 Meeting Authority and Normal Order of Business

5.3.1. The Chair or, in the absence of the Chair, the Vice Chair shall preside at meetings of the Committee.

5.3.2. Regular Committee meetings will be open to any individual wishing to attend the meeting but they may only address the meeting with the permission of the Chair.

5.4 Meetings with the IESO Board

5.4.1. Members of the IESO Board may attend meetings of the Committee as observers.

5.4.2. The Chair of the IESO Board and the Chair of the Committee will ensure effective communications between the Committee and the IESO Board including, not less than once per year, a joint meeting.

5.4.3. The joint meeting provides an opportunity for the Committee and the IESO Board to communicate and illustrate how input is shaping the policy direction of the IESO.



6. Finalization of Action Item Summary

6.1.1. The IESO shall prepare a summary of the action items resulting from the meeting in consultation with and at the direction of the Chair and Vice Chair. The IESO will endeavour to distribute a draft action items summary to all Committee members within two weeks following a meeting.

6.1.2. Committee members will review the draft action items summary and provide any comments to the IESO within one week of receipt of the draft.

6.1.3. The IESO will then publish the final action items summary and related written materials and post on the IESO web site.



7. Committee Working Groups

7.1 Establishing a Working Group

7.1.1. The Committee may establish a Working Group comprised of some of its members for specific matters that require more detailed consideration and deliberation than can occur at a regular Committee meeting. The Committee shall specify in writing a Working Group's purpose, objectives and estimated duration where appropriate.

7.1.2. Working Groups shall support the mandate of the Committee with regular reports of their progress to the Committee.



8. Remuneration of Members of the Committee

8.1.1. Notwithstanding where a Committee member may choose not to accept remuneration, each Committee member, other than the IESO member, shall be entitled to receive an annual retainer of \$3,500 plus a remuneration of \$175/hour to a maximum daily rate of \$850 for attendance at Committee meetings.

8.1.2. Members residing outside of the Greater Toronto Area are entitled to be reimbursed for reasonable travel and accommodation expenses they may incur in attending meetings.

8.1.3. Eligible expenses are required to be submitted within 30 calendar days of the Committee meeting, and will be paid quarterly, in accordance with Committee member remuneration.



9. Travel and Accommodation Expenses

9.1.1. Each Committee member must adhere to the [Government of Ontario's Travel, Meal and Hospitality Directive \(the "Directive"\)](#). The Directive sets out the reimbursement for Committee-related travel, meal and hospitality expenses. Committee members are eligible for the government rates for accommodation when travelling.

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