March 27, 2019

**TO:** NAESBParliamentary Committee Members: Bill Boswell, Jim Buccigross, Cade Burks, James Cargas, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Greg Lander, Debbie McKeever, Rae McQuade, Lou Oberski, Randy Parker, Timothy Simon, Kim Van Pelt

**FROM:** Elizabeth Mallett, NAESB Deputy Director

**RE:** Parliamentary Committee Draft Meeting Minutes – March 12, 2019

**NAESB Parliamentary Committee Conference Call**

**Tuesday, March 12, 2019 from 2:30 AM to 4:00 PM Central**

1. **Administration and Welcome**

Mr. Desselle welcomed the participants and called the meeting to order. Mr. Booe provided the Antitrust and Other Meeting Policies reminder and called the roll of the committee members. Quorum was not established and the meeting was deemed a working session. Mr. Desselle reviewed the agenda with the committee.

1. **Review the NAESB Bylaws Work Paper**

Mr. Desselle stated that the Parliamentary Committee would continue the effort to review and update the NAESB Certificate of Incorporation (Certificate), the NAESB Bylaws (Bylaws), and the NAESB Operating Procedures (NAESBOps). He stated that the proposed modifications and comments considered by the Parliamentary Committee would ultimately result in recommendations to the Board of Directors. Mr. Desselle explained the five goals listed in the [NAESB Governance Documents 2.0 Work Paper](https://naesb.org/pdf4/parliamentary072618w1.docx). Those goals are to ensure that: (1) the NAESB Governance Documents are consistent with Delaware General Corporation Law; (2) the NAESB Governance Documents are consistent with each other; (3) the language of the provisions and/or procedures included in the NAESB Governance Documents are consistent with the original intent of the adopted provision and/or procedure; (4) the NAESB Governance Documents are consistent with, and incorporate where necessary, resolutions adopted by the NAESB Board of Directors; and (5) the NAESB Governance Documents are consistent with, and incorporate where necessary, undocumented practices and procedures of NAESB. Mr. Desselle noted that during previous Parliamentary Committee calls, the participants discussed the Certificate.

Mr. Booe stated that he and Ms. Mallett drafted the [NAESB Bylaws Update Work Paper](https://www.naesb.org/pdf4/parliamentary031219w1.docx) which divides the language of each section of the Bylaws into a table. He noted that the suggested changes in the document focus on items (1) and (2) of the work paper and are merely to facilitate the committee’s discussion. In the Notes section for each part of the table that contain proposed modifications, a “Q” and a number – one through five – were included. Mr. Booe explained that the Q and the number indicate for which of the five goals the change is being made. For example, “Q-3” would represent a change that was made to achieve the third goal of the NAESB Governance Documents effort – that the language of the provisions and/or procedures included in the NAESB Governance Documents are consistent with the original intent of the adopted provision and/or procedure. Mr. Booe stated that this form of annotation would ensure that the committee remains clear and consistent within the scope of the review.

Section 1.1: Mr. Booe noted that the word “Act” was proposed for deletion and to be replaced with “Delaware Law”. The word “Member” was capitalized where appropriate throughout the document and the definition of “Contribution” was modified to reflect the definition of the same in the [NAESB Intellectual Property Rights Policy Concerning Contributions and Comments](http://www.naesb.org/pdf4/naesb_ipr_policy.docx). “Agent” was also capitalized throughout the document. Additionally, where appropriate, “of these Bylaws” was added throughout the document to indicate the Governance Document referenced by the text. Mr. Desselle asked for any questions. Mr. Connor stated that the definition of “Contribution” seemed broad and noted that he could not recall any instances when the definition had been at issue. Mr. Booe stated that the definition of “Contribution” was broadened to clarify the organization’s IP policies. He also noted that there were many references to “Quadrant EC” throughout the Bylaws and that the word “Majority” would be lowercased when referring to votes within the Board of Directors. The definition of “Voting Members” was modified to reflect the Certificate.

Section 2.2: Mr. Booe noted that the paragraph with the title “ANSI Accreditation” would be addressed in a subsequent review, as it does not pertain to Q-1 or Q-2. In the following paragraph “Member” was capitalized, as it is used as the defined term.

Section 2.3: Mr. Booe asked whether this section should be modified to identify that it is only intended for the Executive Committee. He explained that a note had been placed in the document, “Q2: Article V of the Certificate defines voting procedures for votes by both the Executive Committees and the Board of Directors, including modifications to the governance documents. For consistency purposes should clarity be added to this section?” Mr. Booe stated that the Bylaws could be seen as being used to impact the voting procedures in the Article V of the Certificate. Mr. Desselle stated that the Bylaws should not control the Certificate, but vice versa. He stated that Mr. Boswell should be consulted regarding this section of the Bylaws.

Section 5.1: Mr. Booe stated that “governmental entities” was added to the list of Voting Members to reflect the changes made to the Certificate. He also noted the proposal to delete the last sentence of Section 5.1(b), as those entities that are delinquent in their payments are not members. Additionally, Mr. Booe modified the reference to Section 5.1 (f) to refer to Section 5.1. “Members” and “Agents” were capitalized because they are used as a defined terms in this section. “Delaware General Corporation Law” was replaced with “Delaware Law.”

Section 5.2: Mr. Booe stated that “governmental entities” was added to the list of Voting Members to reflect the changes made to the Certificate.

Section 5.4: “Members” was capitalized because it is used as a defined term in this section.

Section 6.3: “Members” was lower cased because it is not used as a defined term in this section. “Meetings” was capitalized in the phrase “Meetings of the Members.”

Section 6.5: “Members” was lower cased because it is not used as a defined term in this section. “Meetings” was capitalized in the phrase “Meetings of the Members.”

Section 6.6: “Act” was replaced with the phrase “Delaware law.”

Section 7.2: “Agent” was capitalized because it is used as a defined term in this section.

Section 7.4: “Agent” was capitalized because it is used as a defined term in this section.

Section 7.6: “NAESB Operating Practices” was replaced “NAESB Operating Procedures.”

Section 7.8: “Majority” and “Members” was lower cased and uppercased, where appropriate. “Executive Director” was replaced with “President” to reflect the modifications in the Certificate.

Section 8.1: “Executive Director” was replaced with “President” to reflect the modifications in the Certificate.

Section 8.2: “Executive Director” was replaced with “President” to reflect the modifications in the Certificate.

Section 8.3: “Executive Director” was replaced with “President” to reflect the modifications in the Certificate. The phrase “of these Bylaws” was added to indicate the Governance Document referenced by the text.

Section 8.4: “Majority” was lower cased because it is not used as a defined term in this section.

Section 8.6: The title “Chief Executive Officer” was capitalized. “Agent” was capitalized. Additionally, the title of the section was capitalized.

Section 8.7: “Members” was capitalized because it is used as a defined term in this section.

Sections 8.8 and 8.9: “Executive Director” was replaced with “President” to reflect the modifications in the Certificate.

Section 8.10: “Executive Director” was replaced with “President” to reflect the modifications in the Certificate. The title “Chief Operating Officer” was capitalized.

Section 9.3: The title “Annual Meeting” was added to the section. “Meeting” was capitalized in the phrase “Meeting of the Members.” Mr. Booe will evaluate the Certificate to ensure the use of “Meeting of Members” in the Bylaws is consistent with the Certificate.

Section 9.5: The phrase “of these Bylaws” was added to indicate the Governance Document referenced by the text.

Section 9.7: “Members” was capitalized because it is used as a defined term in this section.

Section 10.1: Specific sections, Sections 5.a and 5.b, were added to clarify the reference to Article III, Section 5 of the Certificate.

Section 10.2: “Members” and “Agent” were capitalized because they are used as a defined terms in this section.

Section 10.3: “Majority” was lower cased because it is not used as a defined term in this section.

Section 10.4: “Members” and “Agent” were capitalized because they are used as a defined terms in this section. The phrase “of these Bylaws” was added to indicate the Governance Document referenced by the text.

Section 11.1: “Act” was replaced with the phrase “Delaware Law.”

Section 12.1: The word “Section” was capitalized in the last sentence of this section.

Section 13.1: The phrase “of these Bylaws” was added to indicate the Governance Document referenced by the text.

Section 13.2: “Agents” was capitalized because it is used as a defined term in this section. “Act” was replaced with the phrase “Delaware Law.”

Section 14.1: “Agent” was capitalized because it is used as a defined term in this section.

Sections 14.3, 14.4, 14.5, 14.6, 14.7, and 14.8: The phrase “of these Bylaws” was added to indicate the Governance Document referenced by the text.

Section 19.1: “Members” was capitalized because it is used as a defined term in this section.

1. **Discuss Next Steps**

Mr. Desselle stated that, during the next meeting, the committee would review a work paper addressing Q-3. Ms. McQuade reviewed the action items from the call: Mr. Boswell will be consulted regarding Section 2.3; Mr. Booe will evaluate the Certificate to ensure the use of “Meeting of Members” in the Bylaws is consistent with the Certificate; and the comments submitted from the participants would be reviewed. Mr. Desselle asked that commenters submit any comments on the items just reviewed in the following few weeks.

1. **Adjourn**

The meeting was adjourned by consensus at 3:09 PM Central.

1. **Attendance by Committee Members**

| **Parliamentary Committee Members** | | |
| --- | --- | --- |
| **Name** | **Organization** | **Attendance** |
| Bill Boswell\* | NAESB General Counsel |  |
| Jim Buccigross | 8760, Inc. | Present |
| J. Cade Burks | Big Data Energy Services |  |
| James P. Cargas | City of Houston |  |
| Valerie Crockett | Tennessee Valley Authority | Present |
| Michael Desselle | Southwest Power Pool | Present |
| Bruce Ellsworth | New York State Reliability Council |  |
| Greg Lander | Skipping Stone, LLC |  |
| Debbie McKeever | Oncor Electric Delivery Company LLC |  |
| Rae McQuade\* | North American Energy Standards Board | Present |
| Lou Oberski | Dominion Resources Services, Inc. |  |
| Randy E. Parker | ExxonMobil Gas and Power Marketing Company | Present |
| Timothy Simon | TAS Strategies |  |
| Kim Van Pelt | Boardwalk Pipeline Partners | Present |
| \*Mr. Boswell and Ms. McQuade are non-voting members of the Parliamentary Committee. | | |

1. **Other Attendance**

| **Name** | **Organization** |
| --- | --- |
| Denise Adams | ONEOK |
| Jonathan Booe | North American Energy Standards Board |
| Pete Connor | Representing American Gas Association |
| David Crabtree | Tampa Electric Company |
| Ronnie Hensley | Southern Star |
| Elizabeth Mallett | North American Energy Standards Board |
| Marcy McCain | Enbridge (U.S.) Inc. |
| Ed Skiba | Midcontinent Independent System Operator |
| Caroline Trum | North American Energy Standards Board |