

CHARTER

WISCONSIN PUBLIC UTILITY INSTITUTE UNIVERSITY OF WISCONSIN - MADISON

Madison, WI

<http://www.wpui.org>

Proposed Update

April 2015

Approved June 22,
2015

Proposed Changes

January 8, 2016

1. STATEMENT OF PURPOSE

Following the highest standards of academic excellence and the call for public involvement according to the Wisconsin Idea, the Wisconsin Public Utility Institute serves the extended public utility and University communities through programs designed to achieve a better understanding of public policy issues. The Institute provides executive education services and advances research on public utility issues for those communities. The Institute supports and encourages connections between the energy industry and students enrolled in academic pursuits that may lead to a professional energy industry career. The Institute also provides a forum for the free exchange of ideas, and encourages a broad and balanced appraisal of public utility issues. Through its programs and activities, the Institute endeavors to promote a better understanding of the concerns and perspectives of all members of the extended public utility community including electricity, natural gas, municipally-owned and cooperative utilities; governmental and regulatory institutions; consumer and environmental organizations; law firms, professional organizations, and practitioners; and the University community

2. STRUCTURE

The Wisconsin Public Utility Institute is an executive education organization of the College of Engineering at the University of Wisconsin-Madison. The Institute has a membership drawn from the public utility and University community. Institute activities are directed by a Board of Directors and conducted by the Institute staff. The Board of Directors is drawn from various categories of the public utility community in accordance with Section 2.2C below.

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Membership

2.1A Definition and Eligibility. The Institute's membership consists primarily of the University of Wisconsin - Madison and organizations having an involvement or interest in public utility matters in Wisconsin. These organizations include, among others, energy , municipally-owned and cooperative utilities, consumer groups, environmental organizations, public interest groups, utility associations, utility practitioners, and governmental institutions. Any Company, organization, and agency operating in Wisconsin or with an interest in energy-related issues common to Wisconsin are eligible for membership. The Public Service Commission of Wisconsin, the Wisconsin State Legislature, the College of Engineering and the School of Business of the University of Wisconsin-Madison are permanent members of the Institute.

2.1B Institute Responsibilities and Membership Entitlements. The Institute activities are conducted in accordance with its Statement of Purpose described in Section 1. Member organizations are entitled to nominate individuals for the Institute's Board of Directors according to the selection process detailed in Section 2.2C. Members are entitled to receive all Institute publications. Institute staff keeps members informed of Institute activities so they can select those activities in which they would like to participate.

2.1C Categories. Members are classified according to one of the following categories:

- a. Private electricity and natural gas providers;
- ~~b.~~ b. Municipally-owned and cooperative utilities;
- ~~c.~~ c. Government institutions;
- ~~d.~~ d. Utility practitioners and other professional organizations such as consultants, law firms, suppliers, and marketers;
- ~~e.~~ e. Residential consumer organizations;
- ~~f.~~ f. Commercial and industrial consumer organizations;
- ~~g.~~ g. Environmental or other public interest organizations; ~~or~~
- ~~h.~~ h. ~~Other~~Regional transmission organizations;
- ~~i.~~ i. Entity representing a non-utility energy provider;
- ~~j.~~ j. Water systems;
- ~~k.~~ k. Other (Subject to 2.1A)

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A member organization is associated with a category based on its primary function. Categories will be used in the selection of Board of Directors members (as described in Section 2.2C).

2.1D Member's Liaison. Each member organization designates at least one person to serve as a liaison with the Institute. Liaisons serve as spokespersons for member organizations and are the central contact persons for Institute communications.

2.1E Membership Fees. Each member organization pays an annual membership fee. Membership fees are established by the Board of Directors in accordance with Section 2.2A.

2.2 Board of Directors

2.2A Responsibilities. A Board of Directors governs the Wisconsin Public Utility Institute's activities. The Board of Directors is guided by the Institute's Statement of Purpose and by the University of Wisconsin-Madison's tenets and traditions. The Board of Directors' responsibilities are as follows:

- a. Set policies for Institute activities.
- b. Provide direction in planning and implementing Institute programs and activities.
- c. Monitor and evaluate the Institute and its programs and activities.
- d. Establish membership fees.
- e. Advise the Dean of the College of Engineering on the appointment and performance of the Institute's Director and College of Engineering Advisor.
- f. Elect individuals to the Board of Directors as specified under Section 2.2C.

2.2B Membership Structure. Individuals serving on the Board of Directors are selected to provide a general balance consistent with the Institute membership categories as follows:

- a. Four from private electricity and natural gas providers;
- ~~b. One from municipally-owned ~~or and one from a cooperative utilities utility;~~~~
- ~~c. One from a Wisconsin state government agency (not including the PSCW) and~~
- ~~d. Two from the Wisconsin State Legislature with representation from two parties;~~
- ~~e. Two from utility practitioners and other professional organizations such as consultants, law firms, suppliers, and marketers;~~
- ~~f. One from a residential consumer organizations;~~
- ~~g. One from a commercial and industrial consumer organizations;~~
- ~~h. One from an environmental or other public interest organizations;~~
- ~~i. One from a regional transmission organization~~
- ~~j. One entity from the An entity representing a non-utility energy provider, distributed generation side of the utility business.~~
- ~~i. One from a water utility organization.~~
- k. At large.

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Board members are elected for three-year terms (except as provided in Sections 2.2E and 2.2F). There is no limit to the number of terms an elected Board member may serve. Besides the elected Board positions, there are five non-elected positions: the Chair of the Public Service Commission of Wisconsin (or his/her designee), the Dean of the College of Engineering of the University of Wisconsin-Madison (or his/her designee), the Institute's Director, the College of Engineering Advisor (if appointed by the Dean) and a faculty member appointed by the Dean of the School of Business. The Board of Directors may add new at-large positions serving up to three-year terms. Any other revisions to the number or allotment of positions must be made in accordance with Section 4 of this charter. Failure to attend, without cause, three consecutive meetings will result in removal from the Board.

2.2C Selection. The individuals serving on the Board of Directors are chosen by the Board of Directors in accordance with the following:

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- a. *Nominations:* Nominations for the Board of Directors may be made at any time by the Nomination Committee or by any member of the Board of Directors. The Nomination Committee will consider all nominations, confirm the willingness of the nominees to serve, and report its recommendations to the Board for as many people as there are openings on the Board.
- b. *Election:* The Board of Directors elects its members in accordance with the recommendations of the Nomination Committee. The Board may vote on each nominee individually, or by the entire slate. For a nominee to be elected to the Board, more than seventy-five percent of all current Board members must vote in concurrence with the Nomination Committee's recommendations. If a nominee (or the slate of nominees) does not get the required number of votes, the Nomination Committee will review the nominations again and make further recommendations to the Board. Selection of new Board members will be completed by June 30 of each year.

Elections normally occur in the second quarter of the calendar year. Board of Directors terms begin on July 1. The Executive Committee of the Board of Directors appoints replacement Board members to fill interim vacancies in elected positions on the Board. Such appointees serve until the end of the term of the member they replaced.

2.2D Meetings. The Board of Directors meets semi-annually. Additional meetings may be called by the Board of Directors Chairperson. A quorum for a meeting is a simple majority of current Board members. A Board member may designate a representative to attend a Board meeting by notifying the Chairperson or Director before the start of the meeting.

2.2E Chairperson. The Board of Directors selects its Chairperson by a majority vote for a two-year term commencing with the expiration of the previous Chairperson's term. Terms begin on July 1 and end on June 30. The Chairperson is selected at the first Board meeting in the calendar year that the previous Chairperson's term ends. The Chairperson will serve the shorter of a two-year term or the remaining term as a Board member. The Chairperson may not serve more than two consecutive terms (except as provided below); however, there are no restrictions on the total number of terms a Chairperson may serve. In the event of an interim vacancy, the Board will elect a Chairperson to fill any uncompleted term; the Vice-Chairperson will serve as Chairperson until the election regardless of that person's remaining tenure as a Board Member. If the newly appointed Chairperson has been elected to complete the term of the previous Chairperson, and if that remaining term is less than one year in length, then the new Chairperson is eligible to serve a total of three consecutive terms. The three-year Board membership term of the Chairperson extends to the date that the new Chairperson is elected.

The Chairperson approves meeting agendas and conducts the Board of Directors's meetings. When so directed by the Board, the Chairperson acts as spokesperson for the Board of Directors in matters relating to the Institute. The Chairperson oversees the election of new Board members (as described in Section 2.2C).

2.2F Vice-Chairperson. The Board of Directors elects a Vice-Chairperson by a majority vote. The election and term of the Vice-Chairperson is concurrent with the election and

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term of the Chairperson. The Vice-Chairperson may not serve more than two consecutive terms (except as provided otherwise in this section); however, there are no restrictions on the total number of terms a Vice-Chairperson may serve. The Vice-Chairperson assists the Chairperson in fulfilling the Chairperson's responsibilities under Section 2.2E. Other responsibilities of the Vice-Chairperson will be as designated by the Board of Directors. In the event that the Vice-Chairperson is unable to complete a term as a Board officer for any reason, then the Board will elect a new Vice-Chairperson. If the Vice-Chairperson has been elected to complete the term of the previous Vice-Chairperson, and if that remaining term is less than one year in length, then the new Vice-Chairperson will be eligible to serve a total of three consecutive terms. The Vice-Chairperson will serve as Chairperson should the Chairperson position be unfilled.

2.2G Committees of the Board of Directors. The Board has the following standing committees: Executive Committee, Nomination Committee, Program Advisory Committee, and Membership Committee. The Executive Committee shall, at a minimum, include the Chairperson, the Vice-Chairperson, the past Chairperson (if still on the Board of Directors), the Director of the Institute, and the College of Engineering Advisor. At least one member of the Executive Committee serves on the Nomination Committee.

Each standing committee shall have a written Statement of Purpose, Role, and Scope to be approved by the Board. Such statements shall be reviewed not less frequently than every two years by each committee and proposals for changes are given to the Board for approval. Board members are appointed to standing committees by the Board Chairperson and serve for a one-year term. The Board may also appoint non-Board members to any committee. Committee members may be reappointed for an unlimited number of additional terms. The Chairperson of the Board of Directors and the Director are *ex officio* members of all standing committees.

The Executive Committee has authority to act for the Board of Directors on matters that cannot be deferred until the Board's next scheduled meeting, except for the following which shall be reserved for the full Board: officer election; Board member elections; adjustments to membership fees; and changes to the Charter. The Executive Committee may also decide on matters that cannot be delayed until the next meeting by contacting Board members to determine majority vote. The Executive Committee shall report to the next scheduled Board of Directors meeting on all actions taken by it since the last Board meeting. The Board of Directors may authorize the use of electronic voting between sessions. This will be done using a survey instrument that includes a one-time use key to assure one person, one vote.

The Board of Directors or the Board Chairperson may establish ad hoc committees as the need arises. The Chairperson in consultation with the Executive Committee shall determine ad hoc committee membership.

2.3 Management

The Institute is managed by a Director who is a faculty member or faculty associate of the University of Wisconsin-Madison. The Director is appointed by the Dean of the College of Engineering with the advice of the Board of Directors. If the Director is not a tenured
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faculty member of the University, the Dean of the College of Engineering may appoint a Senior Faculty Advisor or other College of Engineering designee to provide advice and guidance to the Director on Institute matters such as research, program development, and University- Institute relations. The Director is responsible for the performance of the Institute, and for the assurance that the programs of the Institute are compatible with the educational, public service, and research mission of the University.

The Director is responsible for program development including program planning, presentations at Institute programs, research, fund-raising, and corporate governance. The Director has authority and responsibility for the development and implementation of the Institute's programs and research activities, with the advice of the College of Engineering Advisor and oversight of the Dean of the College of Engineering. The Director is responsible for the management of the staff of the Institute including full- and part-time permanent staff and any temporary staff or students hired by the Institute. These responsibilities include hiring, disciplinary action, non-contractual salary adjustments, and dismissal. Staff funding must be consistent with projected revenue from dues, programs, grants, and other special funding. The Director is responsible for the coordination of the Institute's programs with the University and for the development of appropriate institutional linkages with other University programs.

The Director is responsible for maintaining an overall balanced and objective position on public policy matters in its programs and activities. The Dean may replace the Director or College of Engineering Advisor with the advice of the Board of Directors, if necessary to assure adherence to the Institute's Statement of Purpose. The Director is an ex-officio board member.

3. ACTIVITIES

3.1 Objectives

The Institute's activities and programs are directed toward providing an objective and unbiased analysis of public utility issues. Through debate, discussions or analysis, the Institute promotes improved understanding and knowledge of public utility issues, of industry and regulatory practices, and of positions taken by members of the public utility community on relevant issues. The Institute does not take positions on public policy issues.

3.2 Educational Programs

The Institute provides educational services in accordance with its Statement of Purpose. The executive educational services may include the provision of seminars, conferences, round table discussions, and training programs conducted in accordance with this charter and Board of Directors policies. Institute programs provide an improved understanding of public policy issues, and promote an open (yet structured) exchange of views and concerns among members of the extended public utility community. Diversity in format and speakers is used to foster understanding and communication on public policy issues. The programs are supported by program fees, membership fees, or other sources. When appropriate, programs are offered at no cost to participants in order to facilitate the achievement of the Institute's Statement of Purpose.

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3.3 Research

The Institute advances research on public utility topics in three ways. It facilitates communication on research matters for the public utility and university communities. It manages or conducts research projects. It encourages graduate research on public utility topics. Research activities are provided in accordance with the charter and Board of Directors policies.

4. CHARTER REVISIONS

Any Institute member may propose charter revisions. Proposed revisions are reviewed by the Executive Committee and submitted with a recommendation to the Board of Directors for a final vote. The proposed revisions are adopted upon approval by a majority of the Board of Directors.