




Document name	Title
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	Board	Version No.	1.0
		Effective Date	March 17, 2011
Whistleblower Policy		Distribution Restriction: None	

Introduction

The Western Electricity Coordinating Council (WECC) plays a critical role in assuring the reliability of the Western Interconnection. Ethical conduct and behavior in all matters is crucial to maintaining the credibility necessary to carry out this complex responsibility. Appendices A and B of the WECC Bylaws contain standards of conduct for members of the WECC Board of Directors (Directors), officers, employees, and substantially full-time consultants or contractors (contractors) of WECC. In addition, WECC is bound by its delegation agreement with the North American Electric Reliability Corporation, applicable reliability standards, laws regarding workplace conditions and behavior, and antitrust statutes and policies. Any WECC Director, officer, employee or contractor who is aware of actions known or suspected to be in violation of a policy, regulation, or law should immediately report the actions to the appropriate person as described in Section 3.

1.1. Purpose


The purpose of this document is to set forth WECC's Whistleblower Policy, which includes reporting procedures and ensures that no Director, officer, employee, or contractor who in good faith reports an inappropriate or illegal action, behavior, or situation shall suffer harassment, retaliation, or adverse employment consequence.

1.2. Document Owner

The owner of this document is the General Counsel.

The document owner is responsible for:

- Identifying the governance requirements for approval of the policy.
- Designating WECC staff as subject matter experts for the review and revision of the policy.
- Performing initial review and approval of the policy and its revisions in accordance with its review cycle.
- Directing review and revision of the policy to be accurate and compliant with applicable regulatory, legal, and business requirements; and in accordance with the policy's review cycle.
- Submitting the policy and its revisions for approval.
- Distributing the approved policy as appropriate.

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1.3. Scope

This policy applies to Directors, officers, employees, and contractors.

1.4. Responsibilities

General Counsel

- Receive reports from the WECC Conflict of Interest and Ethical Issues Reporting Hotline (WECC Hotline).
- Provide legal advice as needed.
- Investigate reports as necessary and in coordination with the Vice President of Shared Services and Director of Human Resources as appropriate.

Vice President of Shared Services


- Receive reports from the WECC Hotline.
- Investigate reports as necessary and in coordination with the General Counsel.

Director of Human Resources

- Communicate this policy to all affected persons.
- Resolve reports regarding employee relations matters, in coordination with Vice President of Shared Services and General Counsel as appropriate.

Should any WECC officer, employee, or contractor deviate from this policy, that individual is responsible for notifying his or her supervisor of the deviation. The individual is responsible for documenting a description of the deviation and the reason(s) for it. The officer or employee's supervisor must contact the WECC Legal Department regarding the issue. The contractor's supervisor shall report to WECC in accordance with the applicable contract. Individuals who are concerned about reporting the deviation to a supervisor may use the WECC Hotline.

Should any Director deviate from this policy, that individual is responsible for notifying the Board Chair (Chair) and the WECC Chief Executive Officer (CEO) of the deviation. The individual is responsible for documenting a description of the deviation and the reason(s) for it. The Chair and/or the CEO will then consult with the General Counsel regarding the issue.

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2. Policy

- 2.1. The Directors, officers, employees, and contractors of WECC are expected to adhere to high standards of ethical conduct.
- 2.2. It is the responsibility of all Directors, officers, employees, and contractors to comply with the standards of conduct and other applicable laws and regulations, and to report violations or suspected violations in accordance with this Whistleblower Policy. Under this policy, disciplinary action may be taken against an officer or employee who learns of misconduct and fails to appropriately report it. Appropriate action may likewise be taken against a contractor in accordance with the applicable consulting agreement or contract. Matters involving Directors will be referred to the Chair and the CEO.
- 2.3. The type of conduct that should be reported includes, but is not limited to, the following:
 - Fraudulent or negligent accounting
 - False financial reporting
 - Violations of the WECC Delegation Agreement
 - Conflicts of interest or other violations of the standards of conduct
 - Breaches of confidentiality
 - Violations of antitrust laws
 - Violations of Reliability Standards by WECC
 - Gifts or gratuities not otherwise permitted by WECC policy
 - Bribes or kickbacks
 - Harassment or discrimination
 - Safety or security hazards
 - Employee relations matters

3. Reporting

Reports of violations or suspected violations should be made to the authority best able to address the concern. Reports may also be made anonymously.


- 3.1. WECC officers, employees, and contractors should report violations or suspected violations to their supervisor, a member of the WECC management team, or the General Counsel. Directors should report violations to the Chair or the CEO.

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- 3.2. Reports involving employee relations matters should be made to the Director of Human Resources.
- 3.3. Anonymous reports may be made to a neutral third party by calling the WECC Hotline at 866-546-9757 or online at www.integrity-helpline.com/wecc.jsp. While anonymous reports are acceptable, individuals making such reports should understand that anonymity cannot be guaranteed and may hinder any subsequent investigation.
- 3.4. Anyone filing a report concerning a violation or suspected violation must be acting in good faith and have reasonable grounds to believe the information disclosed indicates a violation or suspected violation. Anyone who makes unfounded allegations that are proven to have been made recklessly, maliciously, or with the foreknowledge that the allegations are false is subject to disciplinary action.
- 3.5. Crimes against persons or property should immediately be reported to law enforcement.

4. Handling Reports

- 4.1. Reports made to the WECC Hotline, the CEO, the Chair, Directors, members of the WECC management team, or to the General Counsel will be kept confidential to the extent possible, unless the issue requires investigation by law enforcement, in which case the information may be subject to subpoena.
- 4.2. Supervisors, managers, and Directors who receive reports of violations or suspected violations should immediately inform the General Counsel, Chair or CEO as provided above. Reports involving employee relations matters should be forwarded to the Director of Human Resources. All reports made to the WECC Hotline will be communicated to the General Counsel and the Vice President of Shared Services.
- 4.3. The General Counsel — working with the supervisor, manager, and/or Director as appropriate, and in coordination with the Vice President of Shared Services — will promptly act to investigate and/or resolve reported violations. The Director of Human Resources will review and resolve reports involving employee relations matters.

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- 4.4. If the report involves the CEO, General Counsel or Vice President of Shared Services, the matter will be referred to the Chair who will determine how to proceed. If the report involves the General Counsel, outside legal counsel may be used to advise the Chair and to assist in any investigation.

5. No Retaliation

- 5.1. No Director, officer, employee, or contractor who in good faith reports a violation or suspected violation shall suffer harassment, retaliation, or adverse employment consequence. An officer, employee or contractor who retaliates against someone who has reported a violation or suspected violation in good faith is subject to discipline up to and including termination of employment. A Director who engages in such conduct is subject to action in accordance with the WECC Bylaws.

6. Reference Documents

- WECC Bylaws

7. Review and Re-Approval Responsibility and Cycle

Review Responsibility	General Counsel
Frequency of Review	This document will be reviewed once every two years or upon proposed revision by the document owner.
Approval Responsibility	Any revision to this document must be approved by the WECC Board of Directors.

8. Document History

8.1. Revision History

Effective Date	Version Number	Drafted/Revised By:	Revision History
3/17/11	1.0	Kwin Peterson	Initial version

8.2. WECC Board of Directors Approval

Date	Corporate Secretary Name	Corporate Secretary Signature
3/17/11	Steven Goodwill	