

Massachusetts Grid Modernization Advisory Council By-Laws

Adopted _____, 2023

ARTICLE 1. ESTABLISHMENT AND NAME

The Grid Modernization Advisory Council is established pursuant to G.L. c. 164, § 92C, and may be referred to as the “GMAC.”

ARTICLE 2. PURPOSE

These by-laws shall govern the organization and operation of the GMAC in carrying out its duties pursuant to G.L. c. 164, §§ 92B-92C to review and provide recommendations on electric-sector modernization plans developed pursuant to subsection (a) of section 92B, together with any applicable regulations or guidelines adopted by the Department of Public Utilities (the Department).

ARTICLE 3. POWERS AND DUTIES.

3.1 Statutory Duties

(A) Pursuant to G.L. c. 164, § 92C(b), the GMAC shall:

- (1) seek to encourage least-cost investments in the electric distribution systems, alternatives to the investments or alternative approaches to financing investments that will facilitate the achievement of the statewide greenhouse gas emission limits and sublimits under chapter 21N and increase transparency and stakeholder engagement in the grid planning process;
- (2) review and provide recommendations on electric-sector modernization plans developed pursuant to subsection (a) of section 92B that maximize net customer benefits and demonstrate cost-effective investments in the distribution grid, including investments to enable interconnection of, and communication with, distributed energy resources and transmission-scale renewable energy resources, facilitate electrification of buildings, transportation and other sectors, improve grid reliability and resiliency, minimize or mitigate impacts on ratepayers throughout the commonwealth and reduce impacts on and provide benefits to low-income ratepayers throughout the commonwealth; and
- (3) cooperate and coordinate with the clean energy transmission working group.

(B) Powers and duties specific to the electric-sector modernization plans shall be in accordance with Section 92B, and include, but are not limited to:

- (1) provide input, such as planning scenarios and modeling, to the electric companies;
- (2) requesting and receiving information and document requests from the electric companies;
- (3) reviewing the plans from the electric companies every five years with a schedule

determined by the Department, but not later than 150 days before the electric company files the plan with the Department;

(4) return the plans with recommendations not later than 70 days before the companies files the plan with the Department;

(C) Pursuant to G.L. c. 164, § 92C(c), the GMAC may retain expert consultants, which shall be independent experts in energy distribution and transmission, energy efficiency or energy finance. The GMAC shall, as appropriate, review and approve a consultant work plan and budget to further GMAC goals and meet the mandates of G.L. c. 164, §§ 92B-92C. The GMAC shall annually submit a proposal to the Department regarding the level of funding necessary to retain its expert consultants and cover reasonable administrative costs.

ARTICLE 4. ADDITIONAL GENERAL POWERS.

Except as otherwise prohibited by law, the GMAC shall have the following additional general authority:

4.1 Adopt and Amend Bylaws.

The GMAC shall have the power to amend, repeal or adopt these By-Laws and Ground Rules for the conduct of meetings, by a two-thirds (2/3) vote of the members at a GMAC meeting at which a quorum of voting members is present. Amendments shall be provided to the GMAC at least one week in advance of the meeting at which the proposed amendment will be voted on.

4.2 Committees.

(A) The GMAC shall have a standing Executive Committee, whose responsibilities include, but are not limited to:

- (1) Manage GMAC consultants, including procurement, compensation, general oversight, and administrative matters;
- (2) Identify ways to enhance efficiencies in the GMAC's administration;
- (3) Act as a sounding board for GMAC on emerging issues and initiatives; and
- (4) Make recommendations and report to the full GMAC on activities of the Committee.

(B) The GMAC shall have authority to constitute other committees, including those related to consultant selection and operations, press releases, drafting of documents, and other subject areas necessary to implement its duties. A committee shall be constituted for the length of a specific project or as agreed upon by the GMAC, but in no case for a period longer than two years without specific reauthorization by the GMAC.

ARTICLE 5. COMPOSITION OF THE GMAC.

5.1 GMAC Composition.

Pursuant to G.L. c. 164, § 92C(a), the GMAC shall consist of 15 voting members, including 1 person representing each of the following:

(1) the commissioner of energy resources, (2) the attorney general, (3) the executive director of the Massachusetts clean energy technology center, (4) middle-income and low-income residential consumers, (5) a local agency administering the low-income weatherization assistance program, (6) the environmental advocacy community, (7) an environmental justice community organization, (8) the transmission scale renewable energy industry with expertise in projects of greater than 20 megawatts, (9) the distributed generation scale renewable energy industry with expertise in projects of less than 5 megawatts, (10) the energy storage industry, (11) the electric vehicle industry, (12) the building electrification industry, (13) municipal or regional interests, (14) technical and engineering expert in interconnecting clean energy, and (15) businesses, including large commercial and industrial end-use customers.

5.2 Term.

Pursuant to G.L. c. 164, § 92C(a), members shall serve for terms of 5 years and may be reappointed.

5.3 Chair.

Pursuant to G.L. c. 164, § 92C(a), the commissioner of the Department of Energy Resources (DOER) shall serve as chair of the GMAC.

5.4 Non-Voting Members.

Pursuant to G.L. c. 164, § 92C(a), there shall be 1 non-voting member from each electric company operating in the commonwealth.

5.5 Vacancies.

A vacancy by expiration shall be filled in the manner of the original appointment by the governor. A vacancy that is created by resignation or a reason other than by expiration shall be filled in the same manner but only for the unexpired portion of the term. The GMAC may suggest the names of persons to the governor to fill any vacancies. The governor shall have the power to remove its appointee for just cause.

5.6 Designees.

In cases of emergency or significant personal hardship that prevent a voting GMAC member's attendance at a particular meeting, a voting GMAC member may appoint a designee who shall have voting privileges consistent with those of the GMAC member. The member should submit the name of the designee in writing to the Chair prior to the meetings at which the designee is to function.

ARTICLE 6. MEETINGS

6.1 Open Meetings Requirements

GMAC meetings shall comply with the Open Meetings Law, G.L. c. 30A, §§ 18-25.

6.2 Responsibility of the Chair.

The Chair shall, in consultation with the Executive Committee, make arrangements for all meetings of the GMAC; notify all members thereof; prepare an agenda for each meeting; keep accurate and complete records of attendance and proceedings of the GMAC, and transmit the actions and recommendation of the GMAC to the Department or others as appropriate. The Chair shall manage each GMAC meeting in accordance with Ground Rules, as adopted by the GMAC and amended from time to time.

6.3 Schedule.

Regular meetings shall be held in accordance with a schedule established by the GMAC and as otherwise necessary, subject to the Open Meetings Law, G.L. c. 30A, §§ 18-25. Special meetings may be called by the Chair or any seven members of the GMAC. The Chair shall consult with the GMAC to decide if and when a special meeting shall be held.

6.4 Agenda.

The Chair shall post the agenda on the GMAC website in accordance with all Open Meeting Law requirements and send to any person or organization requesting it.

6.5 Quorum. A simple majority of the number of voting members shall constitute a quorum.

6.6 Attendance. Voting GMAC members or their designees who miss more than three consecutive meetings shall be asked to become more active on the GMAC. In the event of further absences, the GMAC may decide by majority vote to recommend to the appointing authority that the appointment be reconsidered.

6.7 Remote Participation

The GMAC may, by a simple majority of voting members, approve, amend, or revoke a remote participation policy, in accordance with the requirements of 940 CMR 29.10 and the Open Meeting Law, with that vote applying to all subsequent GMAC meetings.

ARTICLE 7. VOTING AND MEETING RECORDS

7.1 Voting

The GMAC shall operate primarily through a process of consensus agreement. In cases where consensus cannot be reached, the GMAC will operate by majority vote. When a vote is required,

on a major issue such as evaluating plans, approving budgets, contracts, and resolutions, GMAC members must receive notice at least two days before the vote is taken. An exception to this rule may be made with GMAC approval if the party seeking the vote demonstrates why notice was not given at least two days in advance and why a vote at that time is required. Procedural votes may be undertaken at the discretion of the Chair. Other votes may be taken without such notice.

Members, upon prior written notification to the Chair, may assign a proxy vote to another voting member. Any GMAC member may request a vote be taken on any issue related to GMAC business.

7.2 Meeting Minutes.

The Chair shall compile minutes of each GMAC meeting, which shall be reviewed and approved by the GMAC and posted to the GMAC website in a timely manner.

7.3 Conflict of Interest

Voting GMAC members shall comply with G.L. c. 268A, the conflict of interest law.

ARTICLE 8. PROCUREMENT OF GOODS AND SERVICES AND DISBURSEMENT OF FUNDS

8.1 Procurement

The Department of Energy Resources shall act as the procurement agency for the GMAC. All procurement decisions shall be made by consensus of the Executive Committee, and where not possible, by a majority of voting GMAC members. The GMAC shall develop a work plan and budget in accordance with G.L. c. 164, § 92C.

8.2 Budget

The GMAC shall develop an annual work plan and budget to support its work. Each year's budget shall be submitted to the Department for approval, on a schedule to be determined by the Department. The budget shall generally describe the proposed expenses and work plan to be undertaken by the GMAC each year. The GMAC may amend its work plan at any time to address shifting or emergent priorities.

DOER, acting on behalf of the GMAC, may hire consultants through competitive processes and careful review by the Executive Committee, to ensure that the highest level of services are obtained at reasonable value. Consultants shall be managed on a daily basis by DOER, following the priorities of the GMAC. Any reports required of the consultants shall be developed with DOER supervision and GMAC review.

ARTICLE 9. SEVERABILITY

If any provision of these by-laws is held invalid, such invalidity shall not affect other provisions of the by-laws which can be given effect without the invalid provision. These By-Laws must conform with all applicable laws in place as of the date on which they are adopted by the GMAC.