



MARKET TRANSFORMATION ADVISORY BOARD CHARTER & CONFLICT OF INTEREST RULES

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May 17, 2023

CHARTER FOR MARKET TRANSFORMATION ADVISORY BOARD

Name. Market Transformation Advisory Board (MTAB)

Purpose of MTAB. Pursuant to D.19-12-021, the purpose of the MTAB is to provide expertise and unbiased, non-binding recommendations to the California Market Transformation Administrator (CalMTA) and the CPUC during the design and implementation of market transformation initiatives. The MTAB is advisory and not decision-making board.

Members. The MTAB shall have no more than nine members and should include one member from each of the following backgrounds:

- Ratepayer advocacy/protection
- Workforce and/or labor
- Environmental advocacy
- Evaluation professional
- National/Regional EE policy professional
- IOU Utility EE representative
- CCA or REN energy efficiency professional
- Up to two CPUC staff (non-voting seats)

Duties and Responsibilities. The MTAB is a non-authoritative body, making non-binding recommendations to CalMTA and ultimately to the CPUC. Members must:

- Understand and be dedicated to supporting the goal of CalMTA.
- Attend all meetings. If this is not possible, alert CalMTA ahead of time, and follow up on the material covered.
- Come to meetings fully prepared, having reviewed pre-meeting materials.
- Participate constructively in meetings, helping to create reasonable solutions that further the goal of CalMTA.
- Serve as educators of market transformation efforts to facilitate strong partnerships and deepen understanding of the work.

Term of Appointment. Members will have two-year terms, other than the first term for purposes of staggering vacancies. To stagger vacancies, the first term for each seat will be randomly assigned a one- or two-year term.

If a member ceases to be employed by the organization they represented when appointed, the member's appointment will terminate as of the date the affiliation ceases.

Removal. Members can be removed by agreement of the CPUC staff and the CalMTA lead staff if:

- The member is not regularly participating in meetings (i.e., misses two or more of the past four meetings) unless there are extenuating circumstances; or
- An insurmountable or continuing series of conflicts of interest arise for the member or the organization they represent.
- The Board member's disclosed conflict of interest is such that it is or can be perceived by a reasonable person to reduce the likelihood that the member's influence on the MTAB and CalMTA can be impartial and in the best interests of CalMTA.

Vacancy. Vacancies will be filled according to the process in Attachment A.

Stipend. Members of the MTAB are volunteers and are not employees of CalMTA or Resource Innovations, which administers CalMTA services, the CPUC, participating investor-owned utilities, or the State of California. Representatives from Energy Efficiency Program Administrators and government agencies are not eligible for a stipend.

Members will be paid a stipend of \$1,400 for each six-hour meeting that the member attends. This will be prorated for meetings of greater or lesser length¹.

Compensation and expense reimbursement will be paid by Resource Innovations, the company administering CalMTA, to the member's employer unless the member can show justification for receiving these monies directly and their organization agrees.

Travel reimbursement. Approved travel expenses will be paid per the terms of the contract between Resource Innovations and PG&E and augmented as needed by specific Resource Innovations' travel policies.

Conflict of Interest. MTAB members agree to abide by conflict of interest policies per Attachment B.

Confidential Information. Should the MTAB need to review confidential information, a non-disclosure agreement will be required.

Meetings. Meetings of the MTAB and any committees established to promote the goals of the MTAB will be open to the public except for portions of meetings with the purpose of team building, or if confidential information is discussed. Notice of meetings along with access credentials and agendas will be publicly available at least four business days in advance of the meeting. An opportunity will be provided in public meetings for

¹ Note that MTAB members are not eligible for Intervenor Compensation per D.19-12-021's direction to have funding for MTAB activities come out of Market Transformation Administrator program funds instead.

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members of the public to comment on MTAB business during an open comment period. Meetings will be facilitated by CalMTA staff or designee.

Records. CalMTA will prepare written minutes and will provide them to the MTAB for review and acceptance. Minutes will: a) identify the date, time and place of the meeting; b) identify the members participating; c) reflect a summary of what was discussed; d) document any member recusals or conflict of interest disclosures; and d) document MTAB recommendations. Final minutes will be posted on CalMTA's website within two weeks of the meeting.

Should a member not agree with aspects of the minutes that are otherwise acceptable to the majority of the remaining members, the dissenting member will have the opportunity to append materials to the minutes reflecting their view.

Effective date. This charter becomes effective on the date it is approved by the CPUC via a Tier 2 advice letter.

Amendments. After review by the MTAB, the CalMTA may recommend amendments to this Charter to be approved by the CPUC staff provided the amendment does not alter the Charter as it relates to the role of the MTAB or the CPUC.

Attachment A to MTAB Charter **Process for Filling Vacancies on the MTAB**

After the initial appointment of members via an advice letter, there are four processes for filling vacancies on the Market Transformation Advisory Board (MTAB). One is for members in the IOU EE Representative category, a second is for the REN/CCA category, a third for the CPUC category, and a fourth for all other categories represented on the MTAB.

Short-term vacancies occurring less than six months before the end of the seat's term can be filled for the remainder of the term by the organization represented by the member at the time the vacancy occurs.

I. IOU

The Utility EE representative will rotate among the IOUs, on a schedule and in an order on which they mutually agree. Should the IOUs be unable to agree, this seat shall remain vacant.

II. REN/CCA

Community Choice Aggregators (CCAs) who are defined by the CPUC as energy efficiency Program Administrators based on CPUC decision D.21-12-011 and Regional Energy Networks (RENs) will mutually agree on a method to appoint an energy efficiency professional to the MTAB. Should the RENs/CCAs be unable to agree, a representative will be selected via the process of described below for "all other membership categories."

III. CPUC

Up to two members will be appointed by the CPUC Energy Division Branch Manager.

IV. All Other Membership Categories

Notification. The notification of membership openings will be distributed to interested parties and posted on the CalMTA website. At least two weeks will be given for nominations to be submitted. Members already on the MTAB may submit an application for additional terms.

Criteria. Criteria can be amended as needed to evolve with the needs of the MTAB.

1. Threshold criteria may include:

- The nominee or the organization the nominee represents has a long-term background in energy efficiency or market transformation.
- The nominee and the organization represented are willing to abide by MTAB conflict of interest policies.

- The nominee and the organization represented are willing to sign non-disclosure agreements as the need arises.
 - The nominee is willing to abide by MTAB roles and responsibilities, including providing sufficient time and attention to MTAB business.
2. Criteria to select among nominees within a particular category of member (for example, ratepayer advocate, environmental advocate or evaluation professional) may include:
- The level of the nominee's understanding of market transformation principles, or willingness to learn.
 - The experience of the nominee to work constructively on advisory (or similar) committees.
 - The knowledge of the nominee in energy efficiency and market transformation policies in California.
 - The knowledge of the nominee in market function and/or energy efficient technologies or services.
 - Offers a unique perspective that complements those of other members to engage more diverse viewpoints.

Evaluation Process. CalMTA will compile the information submitted during the nomination process and review it against the criteria. CalMTA will consult with the CPUC staff and make recommendations of the highest ranked nominees to the CPUC staff.

Approval. Other than inaugural appointments, which are approved by Energy Division's Executive Director and authorized via Tier 2 advice letter per Ordering Paragraph 8 of D.19-12-021, the CPUC staff will make the final selection of representatives to serve on the MTAB.

CONFLICT OF INTEREST RULES FOR MARKET TRANSFORMATION ADVISORY BOARD

I. INTRODUCTION

The MTAB was conceived to facilitate public discussions and gather input from knowledgeable stakeholders on matters relating to the design and implementation of California's market transformation portfolio. This Policy allows market participants, RENs/CCAs, IOUs, workforce organizations, etc. to participate and contribute as MTAB members without creating actual, potential, or perceptions of conflicts of interest (COI).

The primary mechanisms used to avoid COIs are member eligibility rules, recusal, disclosure and transparency.

This Policy should be interpreted and implemented in a manner consistent with the best interests of California's energy customers in an equitable manner, prioritizing those actions that result in public outcomes that advance California's policy goals through energy efficiency market transformation efforts.

- CalMTA will review this policy in consultation with the MTAB regarding its effectiveness and a report will be made to the CPUC staff within 18 months of the first MTAB meeting.
- This Policy may be amended from time to time based on:
 - a. Written direction from the Energy Division Director
 - b. A recommendation from CalMTA after consultation with the MTAB and written agreement from CPUC staff.

II. CONFLICT OF INTEREST REQUIREMENTS

A. Member Eligibility:

- MTAB membership requires that the member not receive funding, directly or indirectly, from CalMTA, including any subcontractors. Disqualification will apply if: a) the member, b) an immediate family member,¹ c) the member's employer, or d) a parent, affiliate, or subsidiary of the employer, e) any business owned or operated wholly or in part by the member, is in receipt of any CalMTA funding, outside of the stipend for MTAB service.

¹ Immediate family members are a person's parents, brothers and sisters, spouse, and children.

- MTAB membership requires that the member not be in pursuit of funding from CalMTA. Disqualification or removal will result if a) the member, b) an immediate family member,² c) the member's employer, or d) a parent, affiliate, or subsidiary of the employer, or e) any business owned or operated wholly or in part by the member, has submitted a bid in response to any Request for Proposal (RFP) or Request for Qualifications (RFQ) issued by CalMTA.

B. Member Recusal Requirements:

- If an MTAB member participates in any MTAB discussions or provides any form of input to CalMTA about specific Market Transformation ideas after that idea has advanced to the Program Development Phase³, that member may not bid on any RFP or RFQ related to that initiative.
- Members may recuse themselves from discussion on individual initiatives once the initiative is in the Program Development Phase. Such recusal must be declared by the member and documented in the publicly available meeting minutes. Such recusal would allow the MTAB member, a family member, or the member's employer (and a parent, affiliate or subsidiary of the employer) to apply for CalMTA funding for the subject initiative, although per Section 1 of this COI policy, if funding were applied for the member would be removed from the MTAB.
- If an MTAB member or their employer has a competitive interest in relation to any MTA initiatives or matters of strategic prioritization, the MTAB member should recuse itself from such discussions. Such recusal must be declared by the member and documented in the publicly available meeting minutes. Recused parties shall not seek to influence the MTAB through outreach to entities that remain a part of the MTAB.
 - a. If interpretation of this clause is needed it will be done by CPUC staff.

C. Member Disclosure Requirements:

- Each MTAB member must complete a COI disclosure using the form in Attachment A, which will then be posted on the CalMTA website. The disclosure form will be filled out by each MTAB member:
 - Prior to joining the MTAB, annually, and upon the conclusion of the member's service.
 - When an MTAB member becomes aware of an actual or potential conflict of interest, or the appearance of an actual or potential conflict of interest, related to an MTAB topic that has not been previously disclosed.

² Immediate family members are a person's parents, brothers and sisters, spouse, and children.

³ The Program Development phase starts when CalMTA commits resources to develop a specific MT initiative based on a prioritization of ideas collected. It is the point marked "Review 1" in Appendix D: Stage-gate Schematic at the end of Attachment A in D.19-12-021.

D. MTAB Transparency Requirements:

- As specified in the MTAB charter, meetings will be open to the public.
- Members of the public may raise perceived conflict of interest concerns during the public comment period that is available at each meeting. Any such issues raised and resultant action will be posted publicly on the CalMTA website.

Attachment A to MTAB Conflict of Interest Policy
Market Transformation Advisory Committee (MTAB) Disclosure Form
(Note: this will be provided in an electronic form)

This disclosure form will be filled out and delivered to CalMTA to be posted on its website:

- a. Prior to joining the MTAB, annually, and upon the conclusion of the member's service, and
- b. When an MTAB member becomes aware of an actual or potential conflict of interest or the appearance of an actual or potential conflict of interest related to an MTAB topic that has not been previously reported per item (a) above.

- 1. Name and Title _____
- 2. Email _____
- 3. Employer _____
- 4. Do you, your immediate family member, your employer, or a parent, affiliate, or subsidiary of your employer currently provide services to CalMTA?

Yes / No

If yes, please describe. _____

- 5. Do you, your immediate family member, your employer, or a parent, affiliate, or subsidiary of your employer currently have, or are planning to have, a financial relationship with Resource Innovations, Cadmus, 2050 Partners, Brio, Unrooz Solutions, or Ortiz Group?

Yes/No

If yes, please describe the nature and duration of those financial relationships.

- 6. Are you aware of other circumstances that could be an actual or perceived conflict of interest?

Yes / No

If yes, please describe. _____

I attest that the above material is accurate. If I discover that I might have a perceived or actual conflict in addition to those listed above, I will immediately inform the appropriate individuals.

Name: _____

Signature: _____ Date: _____