

Terms of Reference – Updated February 2015

UTILITY ADVISORY COUNCIL (UAC)

Mandate and Role:

This Utility Advisory Council is mandated to provide views and advice the Chief Executive Officer (CEO) and ESA senior management on matters specific to the electrical distribution sector.

The Utility Advisory Council (UAC) will act as an advisory body to provide advice and input to ensure the identification, monitoring and reduction of electrical safety incidents and fatalities in Ontario specific to the Electrical Distribution Safety System. The mandate includes recommendations on new proposals or revisions to the Electrical Distribution Safety Regulation and the associated guideline as well as to provide advice on the impact of the administration of the regulation.

Objectives:

- Review, refine and clarify the safety objectives identified in the Electrical Distribution Safety Regulation;
- Review, refine and clarify the Electrical Distribution Safety Regulation guidelines;
- Consideration of all proposals or requests for revision to the Electrical Distribution Safety Regulation;
- Advise and assist ESA in its efforts to communicate with members of the Electrical Distribution sector and the public¹;
- Provide advice on safety policies proposed by the ESA (e.g. Safety Bulletins);
- Provide advice on ways ESA can improve its business services (plan approval, inspection, etc.);
- Identify Ontario Electrical Safety Code or technical issues or concerns for referral to the Ontario Provincial Code Council or other ESA advisory councils for consideration;
- Identify opportunities to improve electrical safety.

Council Structure:

- The Utility Advisory Council will be comprised of a minimum of 18 members and maximum of 26 members offering expert opinions;
- It is the intent of ESA to ensure that the UAC be comprised of a balanced representation of industry stakeholders;
- Approximately one-half of the UAC will be parties representing local distribution companies with the balance representing various general interests and regulatory interests (regulatory/governmental agencies) according to the following matrix:

¹ In this context, 'public' means those outside of the Electrical Distribution sector who are impacted by electrical safety issues. This includes consumers and workers in other sectors who experience electrical contacts, injuries, fatalities, and/or damage and loss.

	Minimum	Maximum
Licensed Distribution Companies/Owner/ Operator	9	13
General Interest	6	8
Government, Regulatory	3	5

Member Appointments and Terms:

- The term for Council members is three years. Members may be eligible for reappointment for an additional two terms. Reappointment should be based on member attendance, participation, and continued relevance of the subject area of the member's expertise;
- In order to begin to track membership more accurately, current members, as of October 4, 2012 will be grandfathered and considered to be starting their first three-year term. After that time, there will be a schedule for members to retire in rotation to ensure a balance of experience and fresh perspectives;
- As the UAC functions as an advisory body, it is important that members be drawn from among the appropriate distribution industry segments. Candidates should possess a strong grasp of the electricity distribution sector and be well regarded within the industry. People holding senior positions in organizations, associations or firms are considered the preferred candidates;
- Nominations for appointments will generally be obtained through the various organizations or associations that represent the viewpoints of parties affected by the Electrical Distribution Safety Regulations and those interested in promoting safety in the electrical distribution sector;
- General interest members will be selected based on their ability to represent broad constituencies to support ESA's strategic direction;
- Regular participation in UAC meetings is encouraged, however, alternates are acceptable. Members who regularly do not attend or send an alternate representative may be asked to resign from the Council.

Appointment of the Chair and Vice-Chair:

- The Council Chair will be selected by UAC members through a Council voting process. In addition to the election of a Chair, a Vice-Chair will also be elected by the members. Both the Chair and the Vice-Chair must be elected from the membership;
- The Term for the Chair position is two years with the option for the UAC to renew the position for an additional two year term. The Term for the Vice Chair position is two years with the option for the UAC to renew the position for an additional two year term. As of May 24, 2012 the current position of Chair will be grandfathered and considered to be starting the first two year term:

- The members should consider the following criteria when electing the Chair and Vice-Chair:
 - Governance experience;
 - Experience leading teams through decision making processes;
 - Council or Committee experience ;
 - Proven commitment to positioning societal perspectives;
 - Experience applying Robert’s Rules;
 - Ability to manage and engage others;
 - Time availability to support Council activities.

Voting and Quorum:

- Generally, the UAC will operate on a consensus-based process. In some circumstances recommendations may be made by a vote of the Council membership;
- Each member of the Council shall be entitled to one vote. Voting by proxy will be permitted provided that written notice relative to the proxy has been filed with the Chair prior to the meeting. The Chair will only vote in the case of a tie;
- A quorum is required to vote, however it is not required to proceed with the meeting. A quorum shall consist of two-thirds of the voting membership.

UAC Technical Sub-Committees:

- The UAC may wish to establish technical subcommittees to explore and make recommendations on technical issues that arise. The sub-committee acts only in an advisory capacity to the UAC. The Chairman of the Subcommittee shall be a member of the Council, but the membership of the Subcommittee may include non-members of the Council.

Utility Council Member Expectations:

- Active participation and willingness to work on a Council;
- It is expected that the various associations, through their member(s) on the Council, will use the UAC as a forum for proposing changes and revisions to satisfy the needs of the segment of the industry that they are representing and to improve safety;
- Engage members of the electrical distribution industry in the delivery of public electrical safety in Ontario;
- Identify and make recommendations to ESA on ways to improve electrical safety;
- Ability to attend 4 meetings per year. Additional time for conference calls, material review, and participation/integration with other ESA Councils may be required;
- Ability to work in a multi-stakeholder environment;
- Council members will be independent of ESA, and will identify any real or potential conflicts to the chair of the Utility Advisory Council.

ESA Support to Utility Council Members:

- Quarterly summary of Council activities to ESA's Regulatory Affairs and Governance Committee;
- ESA Advisory Council Orientation Package;
- Additional staff support and training if needed;
- Financial support for out-of-pocket travel expenses to attend committee meetings;
- Council members whose costs are not covered by their employers are eligible to receive a meeting fee of \$250 and the Chair is eligible to receive a \$500 meeting fee;
- Governance training for the incoming Chair;
- Networking support with other members;
- Access to relevant research materials and reports e.g. Ontario Electrical Safety Report and industry research.

Meetings:

- The Council meets at least three times per year. Additional meetings may be called at the request of the Chair;
- Meeting agendas and supporting material will be sent to each member one week in advance of the meeting date;
- Draft minutes will be distributed approximately two weeks after the meeting and members will have two weeks to propose changes to the draft minutes. The draft minutes (with revisions) will be posted to the ESA website within 30 days of the meeting.

Council Reporting:

- As the Council provides advice to the CEO and Executive Management Team, the Council may provide the CEO with an annual report to communicate:
 1. Key accomplishments
 2. Emerging issues
 3. Performance against annual objectives for the fiscal year.
- This report will ensure full disclosure and reinforce ESA's commitment to transparency and public accountability and should also inform on ESA's ability to support the activities of the Council.

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Attendance of Non-Members at ESA's Advisory Council Meetings:

ESA Board Members: *ESA Board members may advise ESA Senior Management or the Chair of the Council that they intend to attend a Council meeting as an observer. However, the Board member has no voting privileges and will be invited to participate in the discussion by the Chair or ESA Senior Management when appropriate.*

Public/other: *Members of the public or other guests are permitted to attend meetings at the discretion of the Chair and ESA Management. These guests have no voting privileges and will be invited to participate in the discussion by the Chair or ESA or Senior Management when appropriate. Guests should be identified at the outset of the meeting.*

ESA Staff and Consultants: *Staff, consultants and other professionals retained by ESA are not considered guests at the meeting as they may be required to participate in the discussion to provide opinions and advice. These attendees will be identified to the Chair during the agenda planning process, they will be introduced at the outset of the meeting, and the Chair and ESA management will allow their participation in the discussion when appropriate.*