

TERMS OF REFERENCE

OEB Energy [X] Change

Background

Stakeholders are playing a crucial role in the OEB's modernization efforts. The transformation that we are undertaking starts and ends with public trust. We are committed to transparency and accountability and promise to listen, truly hear and take action.

The OEB's path to modernization includes developing a new and purposeful approach to stakeholder engagement. As we renew and expand upon our commitment to this improved engagement, we are establishing the **OEB Energy [X] Change**. Members will serve as key contributors to our future planning discussions and prioritization processes. This step forward also aligns with our approach to implementing and operationalizing an OEB *Stakeholder Engagement Framework*.

In the OEB's *Top Quartile Regulator Report*, the research points to the primacy of deep and effective two-way communication with regulated entities, other stakeholders, and the public. Top tier regulators ensure that stakeholders are involved in the establishment of policy priorities, that the regulator's thinking on policy issues is clearly explained, that performance goals are clearly articulated, and that results are transparent.

Objectives of the Energy [X] Change

The objectives of the Energy [X] Change are to leverage advice, input and feedback from members on corporate priorities including, strategic planning, business planning and budgeting, prioritizing regulatory policy development, identifying emerging trends and other initiatives of interest. In addition, it will support a number of advisory mechanisms available to help inform the OEB's thinking as it continues on its modernization journey.

Executive Accountability and Administration

Chair: The Energy [X] Change will be chaired by the Chief of Corporate Services and General Counsel.

Co-Chair: Once selected, members of the Energy [X] Change will then appoint the Co-Chair from the membership.

Composition

The Energy [X] Change will include industry knowledgeable persons from both the electricity and natural gas sectors. Members will be senior executives. The maximum number of individuals named to the Energy [X] Change will not exceed 15. Once selected and when invited to participate in an Energy

[X] Change meeting¹, members may not substitute a delegate for attendance. The Presidents & CEOs of CHEC, EDA and OEA are invited to sit as members on the committee.

The Energy [X] Change will be representative of Ontario's diverse range of rate regulated utilities, non-utility providers and consumer representatives. The Energy [X] Change will strive to achieve a balance of views among both large and small utilities, non-utility providers, consumer and indigenous representation. Consideration will also be given to regionality and segmentation of customer base (i.e., residential, commercial and/or industrial).

The matrix of desired competencies included in the Appendix, will be utilized to select membership composition from the nominations received.

Term

Individuals selected for the Energy [X] Change will remain on the committee for a period of two years after their appointment. At the end of the first two-year term, 60% of the committee will be refreshed in order to maintain continuity. The OEB may at any time remove an individual from the Energy [X] Change if that individual is no longer able meet all the necessary qualifications.

Once named, any individual may withdraw from the Energy [X] Change prior to the completion of their term, by writing to the Chair.

Duties of Energy [X] Change Members

The duties of members are solely advisory. The intent is to enable meaningful dialogue between appointed stakeholder representatives and senior OEB leaders.

When notified of and invited to participate in a meeting, a member is expected to respond within a reasonable timeframe by email to the invitation and make diligent efforts to be available. Recognizing that the committee will discuss issues within both the electricity and natural gas sectors, from time-to-time meeting topics and issues will be more relevant to certain members than others.

Other duties include:

- Review the agenda and meeting materials prior to each meeting, giving thought to any questions that may be posed in the materials so that productive dialogue may follow
- Share expert views that advance mutual understanding of issues and outcomes
- Understand that views shared by individuals participating in discussions (including representatives of the OEB) do not represent official positions of the organizations with whom they may be affiliated, and that comments are provided solely for the purpose of enhancing group awareness and understanding of the issues being discussed.

¹ Energy [X] Change meetings will be held virtually until such time that in-person meetings can be deemed to be safe.

Meeting Frequency and Preparation

The Energy [X] Change will meet, a minimum of four times each year. Should an ad hoc or urgent need arise, the Chair may convene a meeting at any time.

The meeting process will be initiated through the distribution of an email invitation to all members of the Energy [X] Change. The invitation will be sent with reasonable notice so as to facilitate scheduling, indicating a proposed date and time, and allow for members to reply as to their availability.

The agenda and supporting materials (if any) are to be provided to participants one week prior to the scheduled meeting on a best efforts basis. The Chair may designate another member of the OEB's Senior Management team to be Moderator for a meeting.

It is expected that most meetings will be conducted virtually and the form of meeting (web-conference, teleconference or in person) will be communicated at the time the Chair calls a meeting. Remote participation will be available to all members regardless of the form of meeting. Virtual meetings will use either Zoom or MS Teams.

Reporting

Meetings will not be transcribed. High level action items will be summarized for each meeting held and will be shared with meeting participants. The OEB will post these on its website unless in rare circumstances an issue is confidential.

Annual Review

A review of the efficacy of the Energy [X] Change, its composition of members, and meeting notification process will be performed by the OEB and the members of Energy [X] Change at the conclusion of every two-year term.

Appendix

		Desired Competencies				
# of Stakeholders	Stakeholder Type	Industry Knowledge/Experience	Economic Regulation	Business Transformation	Change Agent (Champion for new ways to do things better)	Unique Perspectives on Customers
8 (diverse geographic representation, size of utility and customer base, will be taken into account)	Regulated Utilities (Generators, Distributors, Transmitters), including Presidents/CEOs from CHEC, EDA, OEA (invited)					
3	Non-Utility Solution Providers (DER developers, other energy related service providers)					
2	Consumer Representation (Rate Payer)					

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	Association, BIA, Chambers of Commerce)					
1	Indigenous Representation					
1	Other: Think Tank/Academic					
15						