Massachusetts Energy Efficiency Advisory Council By-Laws

Amended ~~June 15, 2022~~March ___, 2024

The following are the by-laws for the organization and operation of the Energy Efficiency Advisory Council, authorized by G.L. 25, §§ 19-22, as amended from time to time (the "Green Communities Act").

ARTICLE 1. ESTABLISHMENT AND NAME

The Energy Efficiency Advisory Council is established under G.L. c. 25, § 22, and may be referred to as the "EEAC" or the "Council."

ARTICLE 2. PURPOSE

These by-laws shall govern the organization and operation of the Energy Efficiency Advisory Council in carrying out its duties pursuant to the Green Communities Act, together with any applicable regulations and Energy Efficiency Guidelines adopted by the Department of Public Utilities (the "Department"), to work with and advise the electric and natural gas distribution companies and municipal aggregators with certified efficiency plans ("Program Administrators").

ARTICLE 3. POWERS AND DUTIES.

3.1 Statutory Duties

(A) Pursuant to G.L. c. 25, § 22(b), the Council shall, as part of the three-year plan approval process by the Department:

(1) seek to maximize net economic benefits through energy efficiency and load management resources and to achieve energy, capacity, climate and environmental goals through a sustained and integrated statewide energy efficiency effort; and

(2) review and approve demand resource program plans and budgets; work with program administrators in preparing energy resource assessments; determine the economic, system reliability, climate and air quality benefits of efficiency and load management resources; sponsor and recommend relevant research; recommend long term efficiency and load management goals to maximize economic savings and achieve environmental goals; and examine opportunities to offer or coordinate joint programs providing similar efficiency measures that save more than 1 fuel resource or to coordinate programs targeted at saving more than one fuel resource.

(B) Powers and duties specific to the planning process for three-year electric and natural gas efficiency plans shall be in accordance with Section 21(b), and include, but are not limited to:

(1) ensuring the plans provide for the acquisition of all available energy efficiency and

demand reduction resources that are cost- ~~-~~effective or less expensive than supply;

(2) coordinating with the Program Administrators on preparation of the plans;

(3) reviewing ~~the~~draft plans submitted to the EEAC every three years by ~~from~~ the Program Administrators ~~every three years on or before April 30~~;

(4) requesting and receiving any additional information from the Program Administrators relevant to the consideration of the plans;

(5) submit approval or comments to the Program Administrators not later than 3 months after submission of the plans;

(6) working with the Program Administrators and providing input on any recommended ~~changes or~~ revisions to the plans;

(7) work with the Program Administrators to develop a plan to evaluate energy efficiency programs consistent with the provisions of Section 3.5 of the Energy Efficiency Guidelines.

(C) Powers and duties specific to implementation of the three-year electric and natural gas efficiency plans shall be in accordance with the Green Communities Act, including, but not limited to:

(1) periodically reviewing program cost-effectiveness to ensure the programs are designed to obtain energy savings and system benefits with value greater than the costs of the programs;

(2) reviewing quarterly reports submitted by the Program Administrators, containing a description of the Program Administrators' progress in implementing the three-year plan, a summary of the savings secured to date, and such other information as the Council shall determine;

(3) reviewing and approving or opposing mid-term modifications ~~-~~, consistent with Section 3.8 of the Energy Efficiency Guidelines;

(4) working with the Program Administrators on the statewide evaluation plan, developed consistent with and subject to Section 3.5 of the Energy Efficiency Guidelines; and

(5) requesting, where warranted, that the Department investigate a Program Administrator's performance at any time during a three-year term consistent with and subject to the provisions of Section 4.3 of the Energy Efficiency Guidelines.

(D) Pursuant to G.L. c. 25, §22(c), the Council may retain expert consultants. The Council shall, as appropriate, review and approve a consultant work plan and budget to further Council goals and meet the mandates of the Green Communities Act. The Council shall annually submit a proposal to the Department regarding the level of funding necessary to retain its expert consultants and cover reasonable administrative costs.

(E) The chair of the Council shall continue to maintain an EEAC website to share pertinent information.

3.2 Reporting.

Pursuant to G.L. c 25, § 22(d), the Council shall provide an annual report to the Department and the Joint Committee on Telecommunications, Utilities and Energy on the implementation of the

plan which includes descriptions of the programs, expenditures, cost-effectiveness and savings and other benefits during the previous year.

3.3 Home Sale Disclosures.

In accordance with G.L. c. 13, § 97A, the Council shall consult with the Board of Registration of Home Inspectors, on the development of requirements and adoption of regulations to require documents to be provided to a buyer of a single-family residential dwelling or a multiple-family residential dwelling with less than 5 dwelling units, or a condominium unit at the time of closing, outlining the procedures and benefits of a home energy audit, with no additional fees imposed or collected in connection with the provision of such documents.

ARTICLE 4. ADDITIONAL GENERAL POWERS.

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

4.1 Adopt and Amend Bylaws.

The Council 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 Council meeting at which a quorum of voting members is present. Amendments must be provided to the Council at least one week in advance of the meeting at which the proposed amendment will be voted on.

4.2 Committees.

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

(1) Manage Council consultants: procurement, compensation and general oversight and address operational administrative matters regarding Council consultant;

(2) Identify ways to enhance efficiencies in the Council's activities;

(3) Act as a sounding board for Council on emerging issues and initiatives; and

(4) Make recommendations and report to the full Council on actions and activities of the Committee.

(B) The Council shall have a standing Equity Working Group, whose responsibilities include, but are not limited to:

(1)Provide a forum for ongoing collaboration and interaction between working group members and stakeholders on progress in implementing planned programs for achieving equity objectives and targets;

(2)Provide input and feedback to the EEAC on establishing equity targets, priority areas for program development and implementation, program designs, and other new strategies to increase equitable program design and delivery for each 3-year plan;

Commented [RE1]: This change promotes the EWG from a temporary committee to a standing committee.

(3)Review quarterly and annual reports from the Program Administrators to assess progress towards established equity targets and other equity commitments,
(4)Review non-participant evaluation studies and other evaluation studies as relevant to identify and advise the EEAC on new strategies for increasing equitable participation among underserved populations across the Commonwealth;
(5)Solicit meaningful participation and engagement from stakeholders and organizations that represent underserved populations;
(6)Advise and assist the EEAC on equity matters; and
(7)Make recommendations and report to the EEAC on actions and activities of the Equity Working Group.

~~(B)~~(C) The Council 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 Council but in no case for a period longer than two years without specific reauthorization by the Council.

ARTICLE 5. APPOINTMENT AND COMPOSITION OF THE COUNCIL.

5.1 Council Composition.
Pursuant to G.L. c. 25, § 22(a), the Council shall consist of 15 members (each a "Councilor"), including 1 person representing each of the following:
(1) residential consumers, (2) the low income weatherization and fuel assistance program network, (3) the environmental community, (4) businesses, including large C&I end users, (5) the manufacturing industry, (6) energy efficiency experts, (7) organized labor, (8) the department of environmental protection, (9) the attorney general, (10) the executive office of housing and economic development, (11) the Massachusetts Non profit Network, (12) a city or town in the commonwealth, (13) the Massachusetts association of realtors, (14) a business employing fewer than 10 persons located in the commonwealth that performs energy efficiency services and (15) the department of energy resources.

5.2 Term.
Pursuant to G.L. c. 25s, § 22(a), ~~members~~Councilors shall serve for terms of 5 years and may be reappointed.

5.3 Chair.
Pursuant to G.L. c. 25, § 22(a), the commissioner of the Department of Energy Resources ("DOER") shall serve as chair of the Council.

5.5 Ex-officio Members.
Pursuant to G.L. c. 25, § 22(a), there shall be 1 non-voting, ex officio member from each of the

electric and natural gas distribution companies, 1 from each of the approved municipal aggregators, 1 from the heating oil industry, 1 from ISO New England and 1 from energy efficiency businesses.

5.6 Vacancies.
A vacancy by expiration shall be filled in the manner of the original appointment by the Department. 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 Council may suggest the names of persons to the Department to fill any vacancies. The Department shall have the power to remove its appointee for just cause.

5.7 Designees.
In cases of emergency or significant personal hardship that prevent a ~~voting~~ Councilor ~~member's~~ from attend~~ance~~ing ~~at~~ a ~~particular~~ meeting, a ~~voting~~ Councilor ~~member~~ may appoint a designee to serve as their proxy.~~ who~~ The proxy shall not have voting privileges, ~~consistent with those of the Council member~~unless the proxy is also a Department-appointed Councilor. The ~~member~~Councilor should submit the name of the ~~designee in writing~~proxy to the Chair prior to the meeting~~s~~ at which the designee is to function.

Commented [RE2]: This language has been modified to be consistent with the DPU appointment letters

ARTICLE 6 MEETINGS

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

6.2 Schedule.
Regular meetings shall be held in accordance with a schedule established by the Council and ~~shall be~~ routinely held on the third Wednesday of each month, ~~and~~or as otherwise deemed necessary by the Council, subject to the Open Meetings Law, G.L. c. 30A, §§ 18-25. Special meetings may be called by the Chair or any six members of the Council. The Chair shall consult with the Council to decide if and when a special meeting shall be held.

6.3 Agenda.
The Chair shall post the agenda on the EEAC website in accordance with ~~all~~ Open Meeting requirements and send electronically to any person or organization requesting it. ~~Members of the~~ Councilors may also request ~~that~~ hard copies of agendas or other meeting materials ~~be~~

~~mailed to them~~.

6.4 Quorum. A simple majority of ~~the number of appointed~~ voting ~~member~~Councilors shall constitute a quorum.

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

6.6 Open Meetings Requirements

Council meetings shall adhere to the requirement of the Open Meetings Law, G.L. c. 30A, §§ 18-25.

6.7 Remote Participation

The Council 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, with that vote applying to all subsequent Council meetings.

ARTICLE 7 VOTING AND MEETING RECORDS

7.1 Voting

The Council shall operate primarily through a process of consensus agreement. In cases where consensus cannot be reached, the Council will operate by majority vote, except for the approval of a statewide energy efficiency plan, which requires two-thirds majority of voting members, pursuant to G.L. c. 25 § 22 (b). When a vote is required, on a major issue such as evaluating plans, approving budgets, contracts and resolutions, EEAC members must receive notice at least two days before the vote ~~is taken~~. Notice should be as specific as possible, identifying the subject of the vote and all relevant background information. An exception to this rule may be made with EEAC 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.

The Council will work to develop a process to appropriately address minority concerns should they arise. ~~Members, upon prior written notification to the Chair, may assign a proxy vote to another voting member.~~ Any Council member may request a vote be taken on any issue related to Council business.

Commented [ER(3]: Addressed above in Section 5.7

7.2 Meeting Minutes.

The Chair shall compile minutes of each Council meeting, which shall be reviewed and

approved by the Council and posted to the EEAC website in a timely manner.

Commented [RE4]: Note that neither the law nor the bylaws require a vote. As an alternative, we could ask for any ,comments or changes, and then the chair can approve on behalf of the Council.

7.3 Conflict of Interest

Voting Council 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 Council. All procurement decisions shall be made by consensus of the Executive Committee ~~Council~~, and where not possible, by a majority of voting Council members. The Council shall develop a work plan and budget in accordance with G.L. c. 25, § 22.

8.2 Budget

The Council 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 Council each year. The Council may amend its work plan at any time during the year to ~~facilitate~~ address~~ing~~ shifting or emergent priorities. Consultants shall be hired according to Council agreement through competitive processes and careful review, 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 Council. Any reports required of the consultants shall be developed with DOER supervision, with Council review and comment.

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 Council.