

First Regional Electronic Data Interchange (FREDI)

FREDI Charter

**October 4, 2001
2001 Planning Cycle
Version 2.0**

- 1 Name**

This organization shall be called the First Regional Electronic Data Interchange Group (FREDI).
- 2 Functions and Policies**
 - 2.1 Functions**

The functions of FREDI are to:

 - 2.1.1 Represent our member group of Utilities, Energy Suppliers, and Service Providers who are currently operating, or who wish to operate in the deregulated electricity market (retail customer choice) or future markets FREDI addresses.
 - 2.1.2 Create a regional EDI document set based on existing charter member state EDI documents.
 - 2.1.3 Maintain a Change Control Process for the regional EDI document. FREDI will review and approve or reject change requests and provide feedback to the State(s) on the issues.
 - 2.1.4 Have periodic meetings, as specified in section 4, to discuss progress and direction.
 - 2.1.5 Maintain and coordinate, as required, transaction implementation standards and guidelines.
 - 2.2 Policies**

The FREDI policies are to:

 - 2.2.1 Comply with all applicable federal and state antitrust statutes.
 - 2.2.2 Specifically prohibit its Members, Advisory Committee, or Executive Committee, from engaging in any activity or conduct which has the effect, intent, or the appearance of restraining trade.

2.2.3 Conduct all FREDI General Membership and Advisory Committee Meetings pursuant to written agendas distributed in advance, to the extent possible, to all members. Written minutes shall be prepared and filed by the Secretary and distributed to all members. General Membership meetings are open to all members. Meetings of the Advisory or Executive Committees will be limited to their respective members. Minutes of General Membership and Advisory Committee meetings shall be recorded and posted to the list serve.

3 Membership

3.1 General Membership

The General Membership shall be on a voluntary basis. Members should be willing to commit time and resources as required. General Members must also be willing to attend at least one (1) meeting annually or host a conference and/or conference call.

State Agencies

Delaware PSC
District of Columbia PSC
Maryland PSC
New Jersey BPU
Pennsylvania PUC
Ohio PUC
Virginia SCC

The word "state" in this document is based on this list of state agencies and will be construed to include the District of Columbia.

Utilities

Each State Public Service Commission will determine which regulated utilities are eligible voting members.

Energy Supplier

An entity licensed in at least one state and having at least one fully executed Supplier Agreement (including EDI Certification).

Service Provider

A business enterprise that actively offers software products and/or related technical services. A Service Provider must also be able to articulate a legitimate interest in the general oversight and maintenance of electronic transactions between competitive energy market participants.

3.2 **Advisory Committee**

An Advisory Committee with members representing Utilities, Energy Suppliers, and Service Providers will be the representative governing body. The Advisory Committee is comprised of the following members:

- Utility sector – Ten (10) voting members and two (2) alternates;
- Energy Suppliers – Five (5) voting members and one (1) alternate; and
- Service Providers – Five (5) voting members and one (1) alternate.

In the interest of maintaining balance among the sectors, the aggregate of the voting members from the Utility representatives will equal the sum of the voting members of the Energy Suppliers and Service Providers.

3.3 **Utility Sector**

The Utility Sector Representation is as follows:

- The total number of Utility sector representatives will be ten (10) voting members. This sector may also designate two (2) Alternate Members, elected from within its sector.
- The Alternate Members will have no vote on the Advisory Committee except in the absence of a Voting Member. The Alternate Members may, at their discretion, attend the Advisory Committee meetings as silent observers. The terms of the Alternate Members will be the same as the term of the Voting Members.
- Only one member from any Utility will be allowed to sit on the Advisory Committee.
- The term of service will be two (2) years with no term limits.
- One (1) Utility representative from each participating state will be selected to sit on the Advisory Committee (determined by the individual State Public Service Commission).
- Three (3) At-large Utility representatives will be elected from the eligible candidates. Each state votes for three (3) of the candidates. The three candidates with the most votes will be the At-large representatives.
- If any representative is not available to attend a meeting, the representative may designate an alternate by prior notice to the Chair. The alternate may be an existing FREDI Advisory Committee member or any other person.
- Determination of the Advisory Committee Members for the following term shall be completed by May 15th.

3.4 **Energy Supplier Sector**

The Energy Supplier Sector Representation is as follows:

- The total number of Energy Supplier representatives shall be five (5) Voting Members. This sector has also designated an Alternate Member, elected from within its sector. Each company may have only one representative on the Advisory Committee and each Member is entitled to one vote.

- The Alternate Member will have a term of one (1) year and has no vote on the Advisory Committee except in the absence of a Voting Member. The Alternate Member may, at his or her discretion, attend the Advisory Committee meetings as a silent observer.
- The term of service for the Voting Members will be two (2) years with no term limits. For the first year, two of the five Voting Members shall have a one (1) year term to allow for staggered terms. The three members with the two year terms, the two members with the one year term and the Alternate Member shall be determined by aggregate votes received from FREDI Energy Supplier General Members for each candidate, such that the three candidates with the highest number of votes received shall be elected to two year terms, the two candidates with the next highest number of votes shall be elected to one year terms, and the sixth highest vote receiver shall become the Alternate Member. In subsequent years, elections shall take place to fill the expiring terms, and the next highest vote receiver beyond those required to fill the expiring terms shall be the Alternate Member.
- In the event that a Voting Member vacates the position, the Alternate Member shall assume the position and remaining term of the Voting Member. The Alternate Member has the option to choose a lesser term.
- If an Alternate Member assumes the position of a Voting Member due to a vacancy, the Energy Supplier Sector shall request volunteers for the position of Alternate Member. If there is more than one volunteer, the Energy Supplier Sector shall vote for an Alternate Member. The volunteer receiving the most votes shall assume the position of Alternate Member. Should no person volunteer, the position of Alternate Member shall be left vacant until the next scheduled election of Advisory Committee members.
- Determination of the Advisory Committee Members for the following term shall be completed by May 15th of each year.

3.5 **Service Provider Sector**

The Service Provider Sector Representation is as follows:

- The total number of Service Provider representatives shall be five (5) Voting Members. This sector has also designated an Alternate Member, elected from within its sector. Each company may have only one representative on the Advisory Committee and each member is entitled to one vote.
- The Alternate Member will have a term of one (1) year and has no vote on the Advisory Committee except in the absence of a Voting Member. The Alternate Member may, at his or her discretion, attend the Advisory Committee meetings as a silent observer.
- The term of service for the Voting Members will be two (2) years with no term limits. For the first year, two of the five Voting Members shall have a one (1) year term to allow for staggered terms. The three members with the two year terms, the two members with the one year term and the Alternate Member shall be determined by aggregate votes received from FREDI Service Provider General Members for each candidate, such that the three candidates with the highest number of votes received shall be elected to two year terms, the two candidates with the next highest number of votes shall be elected to one year terms, and the sixth highest vote receiver shall become the Alternate Member. In subsequent years,

elections shall take place to fill the expiring terms, and the next highest vote receiver beyond those required to fill the expiring terms shall be the Alternate Member.

- In the event that a Voting Member vacates the position, the Alternate Member shall assume the position and remaining term of the Voting Member. The Alternate Member has the option to choose a lesser term.
- If an Alternate Member assumes the position of a Voting Member due to a vacancy, the Service Provider Sector shall request volunteers for the position of Alternate Member. If there is more than one volunteer, the Service Provider Sector shall vote for an Alternate Member. The volunteer receiving the most votes shall assume the position of Alternate Member. Should no person volunteer, the position of Alternate Member shall be left vacant until the next scheduled election of Advisory Committee members. Determination of the Advisory Committee Members for the following term shall be completed by May 15th of each year.

3.6 **Guests**

Guests and observers are permitted to attend General FREDI meetings, subject to advance notice to the Meeting Chair, without having to become a member of FREDI.

3.7 **Subject Matter Experts**

Subject matter experts are permitted to attend General FREDI and/or Advisory Committee meetings as invited guests of the Advisory Committee.

3.8 **Dues and Fees**

Currently, no membership dues will be assessed.

3.9 **Publications**

All FREDI members shall have access to all FREDI-published materials.

4 **Meetings**

4.1 **General Membership Meetings**

The Executive Committee, as determined by Section 5.1, shall schedule general membership meetings at least annually. General Membership meetings are open to all members. Minutes shall be recorded and posted to the list serve.

4.2 **Advisory Committee Meetings**

Meetings of the Advisory Committee, as determined by Section 3.2, will be held at least quarterly. The Executive Committee may call special Advisory Committee meetings as needed. Advisory Committee meetings will be generally face-to-face but may be held by telephone conference or other electronic means as determined by the Advisory Committee. The meetings shall be limited to the Advisory Committee (except persons acting as an alternate for a utility member as specified in Section 3.3, or an elected Alternate Member of the Energy Supplier or Service Provider Sectors as specified in Sections 3.4 and 3.5) unless others are approved by the Executive Committee. Quorum requirements as defined in Section 4.4 shall apply to any meeting of the Advisory Committee. Minutes shall be recorded and posted to the list serve.

4.3 **Executive Committee Meetings**

Meetings of the Executive Committee will be held as needed. The Chair may call special meetings as the need arises. All Executive Committee Members shall be notified of any special meetings. The meetings shall be limited to the Executive Committee unless others are invited by the Chair. Executive Committee meetings may be held by telephone conference or other electronic means. Quorum requirements as defined in Section 4.4 shall apply to any meeting of the Executive Committee.

4.4 Quorum

General Membership meetings require a quorum of eleven (11) Advisory Committee members.

Advisory Committee meetings require a quorum of a majority of each sector as designated by Section 11.1. In the absence of a quorum, discussion may continue; however, no official votes may be taken.

Executive Committee meetings require a quorum of two (2) officers.

4.5 Proxies

Any Advisory Committee member, by prior notice to the Chair, may appoint a proxy to vote in his or her stead.

4.6 Minutes

The Secretary of FREDI is responsible for the creation of minutes from all regularly scheduled General Membership, Advisory Committee, Executive Committee, and any other special meetings. The Secretary is also responsible for the dissemination of such minutes as appropriate for each meeting.

**5 Officers /
Executive
Committee**

5.1 An Executive Committee is selected from the twenty (20) voting member Advisory Committee. The Executive Committee is comprised of a Chair, Vice-Chair, and a Secretary. Each sector will hold one of the Executive Committee positions with the positions rotating on a yearly basis (illustrated below):

| Position | 2001 –2002 | 2002-2003 | 2003-2004 |
|-------------------|-------------------|------------------|------------------|
| Chair | Utility | Energy Supplier | Service Provider |
| Vice-Chair | Energy Supplier | Service Provider | Utility |
| Secretary | Service Provider | Utility | Energy Supplier |

5.2 Executive Committee Responsibilities

The Executive Committee responsibilities are as designated in Section 6.

5.3 Eligibility

Any voting member of the Advisory Committee is eligible to be a member of the Executive Committee. The positions of the elected officers rest with the elected individuals, rather than the organizations they represent. Members may hold only one position on the Executive Committee, but may hold more than one leadership position in the FREDI Advisory Committee or General membership.

5.4 Term

FREDI Officers (Executive Committee) shall be elected by a simple majority of Advisory Committee members voting. Elected officers shall serve a term of one calendar year, beginning July 1 of each year. Nominations for the officer positions for the next term shall be due by May 31st. The Election shall be held on or before June 15th.

6 Officer Duties

6.1 Chair

The duties of the Chair are:

- 6.1.1 Calling and presiding at FREDI General Membership, Executive Committee, and Advisory Committee meetings.
- 6.1.2 Preparing FREDI General Membership, Executive Committee, and Advisory Committee agendas and organizing the meeting program in accordance with the prepared agenda.
- 6.1.3 Serving as liaison between FREDI and other organizations for issues pertaining to FREDI, at the direction of the Advisory Committee.
- 6.1.4 Assimilating and communicating the “official position” of FREDI to other entities.
- 6.1.5 Assigning duties as necessary to advance the objectives of FREDI.
- 6.1.6 Request from each representative sector an Elections Committee for that sector, as determined in Section 10.3.2.

6.2 Vice Chair

Duties of the FREDI Vice-Chair are:

- 6.2.1 Assisting the FREDI Chair in preparing FREDI General Membership, Advisory Committee, and Executive Committee meeting agendas and in organizing the program for a meeting in accordance with the prepared agenda.
- 6.2.2 Assisting in assimilating and communicating the “official position” of FREDI to other entities.
- 6.2.3 Coordinating any activity related to amending the FREDI Charter.
- 6.2.4 Presiding at the FREDI General Membership, Advisory Committee, and Executive Committee meetings in the temporary absence of the FREDI Chair.
- 6.2.5 Assuming the full duties of the FREDI Chair for the remainder of the term in the event of the Chair’s resignation or incapacity, in the event that the remainder of the term is less than six (6) months.

6.3 Secretary

Duties of the Secretary are:

- 6.3.1 Recording and publishing minutes of all FREDI General Membership, Advisory Committee, and Executive Committee meetings.
- 6.3.2 Maintaining all records, including minutes and documentation and the FREDI Charter.
- 6.3.3 Performing parliamentary duties as required, using the FREDI Charter and the Robert’s Rules of Order to guide proceedings.

- 6.3.4 Coordinating, posting and/or distributing FREDI information as needed.
- 6.3.5 Following the election of a new Secretary, the incumbent Secretary shall forward all files and records to the new Secretary prior to the commencement of the new Secretary's term.

7 Removal

- 7.1 **Officer**
Any elected officer may be removed by three-fourths vote (15 votes) of the entire twenty-member Advisory Committee Membership, and also a majority of each sector.
- 7.2 **Advisory Committee**
Each Sector shall determine its own removal and replacement processes.

8 Special Projects

- 8.1 **Team Formation and Disbandment**
FREDI may recognize and authorize the formation of Special Project Teams to perform specific duties on behalf of FREDI. The FREDI Advisory Committee has the authority to create and disband Special Project Teams.

9 Change Control

- 9.1 **Change Control Manager**
In addition to the Executive and Advisory Committee positions, a Change Control Manager will also hold office. The Change Control Manager will be a volunteer solicited from any of the sectors. The Change Control Manager may also be an active member of the Executive or Advisory Committees. If there are multiple volunteers, the Change Control Manager will be elected by the twenty (20) voting member Advisory Committee.

The Change Control Manager shall be elected for a one-year term, beginning on July 1st of each year. In the event that the Change Control Manager vacates the position, the Advisory Committee shall elect a replacement Change Control Manager for the remainder of the term.

The Change Control Manager will have no vote as a Change Control Manager in any level of FREDI, but will solely be accorded voting status based upon his or her membership on the Advisory or Executive Committees.

- 9.2 **Change Control Process**
The following outlines the process flow for initiating a Change Control action:
- A party will bring a change control to a specific state at the state level.
 - The State Committee will review the request at the regional level to assess whether the issue has already been addressed in other regions.
 - If the request is new to FREDI, the State Committee will review the issue and send it to FREDI prior to its final State Committee approval.
 - FREDI will review and recommend action concerning the change and provide appropriate feedback to the state that initiated the request.

- Once the Change Control request is approved by the state, regardless of the recommended action taken by FREDI, it will be added as a red-line to the regional document until the next scheduled regional EDI document release date.
- The state may develop a red-line of a transaction as a working document to work through the changes but the change will not be incorporated into the regional document until a change is approved by the state and forwarded to FREDI for inclusion in the regional document.

10 Nomination and Election of Officers

10.1 Nominations

Any electric Utility, Energy Supplier, or Service Provider which has established Advisory Committee Membership is eligible for nomination for any of the elective offices defined in Section 5.

10.2 Voting

All voting members of the Advisory Committee as defined in Sections 3.3 through 3.5 shall have one (1) vote, for a total of twenty (20) votes. The voting member must be a representative from the Advisory Committee. No alternate member or guest may vote unless representing a voting member.

10.3 Election of Officers:

10.3.1 Voting for each office shall be conducted after the nominations for that office have been closed. The election of officers shall be by a simple majority of votes cast by the Advisory Committee. Voting will be by secret ballot, unless there is only one (1) candidate, in which case a vote may not be taken. Each voting member may cast only one (1) vote per ballot. Abstention will not count as a vote.

10.3.2 Votes shall be counted by an elections committee appointed by the Chair consisting of individuals who have chosen not to run for an officer position.

10.3.3 In the event that the Chair vacates office with more than six months remaining in his or her term, there shall be an election for a new Chair. In the event that the Chair vacates office with six months or less remaining in the un-expired term, the Vice-Chair shall assume the Chair position as specified in Section 6.2.5.

10.3.4 In the event that the Vice Chair vacates office with more than six months remaining in his or her term, there shall be an election for a new Vice Chair. In the event that the Vice Chair vacates office with less than six (6) months remaining in his or her term, the office shall remain vacant.

10.3.5 In the event that the Secretary vacates office with more than six months remaining in his or her term, there shall be an election for a new Secretary. In the event that the Secretary vacates the office with less than six months remaining in his or her term, the Vice Chair shall assume the duties of the Secretary.

10.3.6 In the event that the Chair and Secretary both vacate office with six months or less remaining in their terms, the Vice Chair shall assume the position of Chair, and will appoint somebody to assume the responsibilities of Secretary.

10.3.7 Interim replacement of elected officer positions, unless the position is left vacant pursuant to Sections 10.3.4 and 10.3.5, shall take place expeditiously, at the next scheduled FREDI Advisory Committee meeting (or in an electronic vote) following the knowledge of the vacancy. The newly elected officer shall serve for the un-expired term of his/her predecessor, and shall be from the same Sector as his / her predecessor. Such term shall be effective immediately.

11 Other Voting

11.1 **Balanced Voting**

The Advisory Committee will establish FREDI positions on EDI related issues. When a vote is used to establish the FREDI position, approval will require a majority from each sector as follows:

| Sector | Votes Required |
|-------------------|-----------------------|
| Utility | 6 |
| Energy Suppliers | 3 |
| Service Providers | 3 |

12 Charter Authority

12.1 **Adoption**

Adoption of the Charter and any amendments to it shall be effective when passed by a simple majority of each Sector of the Advisory Committee. The Executive Committee shall provide interpretation of the Charter.

12.2 **Amendments**

Amendments to this Charter may be proposed by any General Member and shall be coordinated by the Vice-Chair. Notification of the intent to amend this Charter and a description of the proposed amendment(s) shall be provided to the General Membership at least 30 days prior to a vote on the amendments. To be approved, amendments shall require a vote of a simple majority of each Sector of the Advisory Committee. Approved Amendments shall become effective immediately.

12.3 **Miscellaneous**

Any matters not covered by this Charter shall be decided either by a simple majority vote of each Sector of the Advisory Committee or by application of Robert's Rules of Order (latest edition).