

## **DRAFT Minutes** **Corporate Governance and Human Resources Committee Meeting**

February 14, 2024 | 11:00 a.m.-11:30 a.m. Central

The Houstonian Hotel Houston  
111 North Post Oak Lane  
Houston, TX 77024

Chair Suzanne Keenan called to order a duly noticed meeting of the Corporate Governance and Human Resources Committee (the “Committee”) of the Board of Trustees (“Board”) of the North American Electric Reliability Corporation (“NERC” or the “Company”) on February 14, 2024, at 11:00 a.m. Central, and a quorum was declared present.

Present at the meeting were:

### **Committee Members**

Suzanne Keenan, Chair  
Jane Allen  
Robert G. Clarke  
George S. Hawkins  
Larry Irving  
Susan Kelly  
Kenneth W. DeFontes. Jr., *ex officio*

### **Board Members**

Robin E. Manning  
Jim Piro  
Kristine Schmidt  
Colleen Sidford  
James B. Robb, NERC President and Chief Executive Officer

### **NERC Staff**

Tina Buzzard, Assistant Corporate Secretary  
Manny Cancel, Senior Vice President and CEO of the E-ISAC  
Candice Castaneda, Senior Counsel  
Kelly Hanson, Senior Vice President and Chief Administrative Officer  
Mark Lauby, Senior Vice President and Chief Engineer  
Lauren Perotti, Assistant General Counsel  
Sonia Rocha, Senior Vice President, General Counsel, and Corporate Secretary  
Liz Saunders, Vice President, People and Culture

### **NERC Antitrust Compliance Guidelines**

Ms. Keenan directed the participants’ attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package.

### **Chair’s Remarks**

Ms. Keenan welcomed participants to the meeting. She thanked the Committee and NERC Board for their engagement during her time as Committee Chair, as well as for NERC staff for their support. She reported that the Committee met in closed session on December 11, 2023 and February 13, 2024 to discuss personnel and compensation matters, succession planning, and ways to improve the effectiveness of the Board going forward. She

noted that the Committee's agenda for this meeting included approving charter changes, and she expressed her appreciation for the work of the industry volunteers that work on these and other NERC committees. She concluded by noting the Board's commitment to continuous process improvement.

### **Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the August 16, 2023 meeting as presented at the meeting.

### **Board Committee and Board of Trustees Annual Evaluations and Committee Mandate Process**

Ms. Perotti reviewed the proposed Board of Trustees committee and full Board annual evaluation and committee mandate review processes for 2024. First, she reviewed the proposed committee and full Board evaluation questionnaires, noting that they are based on the enhanced questions used in 2023 as well as the conversation prompts used by the committee chairs for their direct interviews of members in 2023. She noted management's recommendation to conduct direct interviews of committee members every two years, rather than every year. Second, Ms. Perotti reviewed management's recommendation to conduct the annual Board committee mandate review after the annual evaluation process has completed, so that any feedback on the mandates may be considered at that time. After discussion, and upon motion duly made and seconded, the Committee approved the Board Committee and Board of Trustees annual evaluation surveys and authorized their distribution.

### **Annual Conflict of Interest and Independence Report**

Ms. Perotti reviewed the annual conflict of interest and independence report, noting the materials included in the advance agenda package. She reported that each NERC trustee, officer, key employee, and employee is in compliance with all applicable conflict of interest and independence requirements, no modifications are necessary to NERC's policies is required at this time, and NERC's current Board meets all qualifications under applicable laws.

### **Standards Committee Charter Proposed Amendments**

Ms. Perotti reviewed the proposed revisions to the Standards Committee charter, noting that the Standards Committee developed these revisions to address recommendations of the Standards Process Stakeholder Engagement Group to improve how the Standards Committee facilitates the efficient administration of the standards process. After discussion, and upon motion duly made and seconded, the Committee approved the revised Standards Committee charter and recommended it to the Board for approval.

### **Reliability and Security Technical Committee Charter Proposed Amendments**

Ms. Castaneda reviewed the proposed revisions to the Reliability and Security Technical Committee charter, noting that the revisions reflect administrative improvements and clarifications based on lessons learned over the last two years. After discussion, and upon motion duly made and seconded, the Committee approved the revised Reliability and Security Technical Committee charter and recommended it to the Board for approval.

### **People and Culture**

Ms. Saunders provided the People and Culture update, highlighting the evolution of total rewards at NERC. Ms. Saunders covered the highlights of offering differentiators such as, hybrid work, diversity, equity, and inclusion, development and career opportunities, employee resource groups, and mental health resources in NERC's total rewards package for employees.

**Adjournment**

There being no further business, and upon motion duly made and seconded, the meeting was adjourned.

Submitted by,

A handwritten signature in black ink, appearing to be 'SR', with a long horizontal line extending to the right.

Sônia Rocha  
Corporate Secretary