

Minutes

Corporate Governance and Human Resources Committee Meeting

February 9, 2022 | 3:30-4:30 p.m. Eastern

Virtual Meeting

Call to Order

Chair George S. Hawkins 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 9, 2022, at approximately 3:30 p.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

George S. Hawkins, Chair
Jane Allen
Robert G. Clarke
Colleen Sidford
Roy Thilly
Kenneth W. DeFontes, Jr., *ex officio*

Board Members

Susan Kelly
Suzanne Keenan
Robin E. Manning
Jim Piro
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
Howard Gugel, Vice President, Engineering and Standards
Kelly Hanson, Senior Vice President and Chief Administrative Officer
Stan Hoptroff, Vice President, Business Technology
Mark Lauby, Senior Vice President and Chief Engineer
Sônia Mendonça, Senior Vice President, General Counsel and Corporate Secretary
Lauren Perotti, Senior Counsel
Bryan Preston, Vice President, People and Culture
Janet Sena, Senior Vice President, External Affairs
Andy Sharp, Vice President and Chief Financial Officer
Mechelle Thomas, Vice President, Compliance

Chair’s Remarks

Mr. Hawkins welcomed the participants to the meeting. He noted this would be his last meeting as Chair and deferred his remarks to the conclusion of the meeting.

Mr. Hawkins reported that the Committee met in closed session on January 19, 2022, to review corporate performance results for 2021, committee appointments, proposed changes to the Governance Guidelines,

and to perform the annual review of significant benefit plans. He reported the Committee also held executive sessions to discuss human resources issues, officers, and succession planning. On February 7, 2022, the Committee met in closed session to review items in advance of the open session and held executive sessions to discuss compensation matters.

NERC Antitrust Compliance Guidelines

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the agenda package and indicated that all questions regarding antitrust compliance or related matters should be directed to Ms. Mendonça.

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Upon motion duly made and seconded, the Committee approved the minutes for the November 3, 2021, meeting as presented to the Committee.

Proposed Amendments to Board Committee Mandates

Ms. Perotti presented the proposed revisions to the Committee mandate, referencing the materials included in the advance agenda package. She highlighted the Committee's new responsibility to periodically review the charters of NERC's standing committees, similar to the review of Board committee mandates. Ms. Perotti presented the proposed revisions to the Finance and Audit Committee and Enterprise-wide Risk Committee mandates, referencing the materials included in the advance agenda package. After discussion and upon motion duly made and seconded, the Committee approved the revised mandates and recommended them to the Board for approval.

Proposed Increase in Vice Chair Stipend

Mr. DeFontes presented the proposal to increase the Board Vice Chair stipend, referencing the materials in the advance agenda package. He noted that the proposed increase is appropriate in light of the substantial additional responsibilities and time commitment associated with the role of Vice Chair. After discussion and upon motion duly made and seconded, the Committee approved the proposed increase to the Vice Chair stipend and recommended it to the Board for approval.

Board Committees' Self-Assessment Surveys

Ms. Mendonça presented the Board of Trustees Committees Self-Assessment surveys, referencing the materials included in the advance agenda package. Upon motion duly made and seconded, the Committee approved the proposed surveys as presented at the meeting.

Board of Trustees Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey

Ms. Mendonça presented the results of the Board Self-Assessment and Member Representatives Committee Assessment of Board of Trustees Effectiveness Survey, referencing the material included in the advance agenda package. She highlighted the robust participation rate and positive feedback on the Board's effectiveness in its overall function. Mr. Hawkins remarked on the results and expressed his appreciation

for the feedback.

Proposed Amendment to the NERC Governance Guidelines

Ms. Mendonça presented the proposed amendment to add a tiebreaker provision to the NERC Governance Guidelines, referencing the material included in the advance agenda package. After discussion and upon motion duly made and seconded, the Committee approved the revised NERC Governance Guidelines and recommended it to the Board for approval.

Annual Conflict of Interest and Independence Report

Ms. Mendonça reviewed NERC's processes for considering conflicts of interest for employees, officers, and Trustees, and for assuring the independence of the Trustees as required by the Bylaws and NERC Governance Guidelines. She reported that NERC is in compliance with all applicable legal requirements related thereto, and Management is not recommending any changes to the requirements at this time.

Human Resources and Staffing

Mr. Preston provided the human resources and staffing update, highlighting NERC's efforts regarding the COVID-19 pandemic.

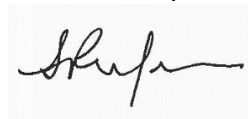
Final Remarks

Mr. Hawkins remarked on the ways in which the role of Committee Chair allowed him to focus on the human dimension of the issues NERC has been facing over the last several years, including the extraordinary changes in the scale of the work being undertaken by NERC and how NERC and its stakeholders conduct that work. He thanked NERC staff and the Committee for their support and wished Ms. Keenan much success in her role as the next chair of the Committee. Mr. DeFontes and Mr. Clarke thanked Mr. Hawkins for his service to the Committee.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary