Board of Trustees Technology and Security Committee Mandate

Approved by the Board of Trustees: February 2, 2018

Committee Membership

The Board of Trustees Technology and Security Committee (TSC or the Committee) of the North American Electric Reliability Corporation (NERC) shall be composed of not less than three and not more than six of the independent members of the Board of Trustees (Board). The members of the TSC shall be appointed or reappointed by the Board at the regular meeting of the Board immediately following each Annual Meeting of the Members Representative Committee. Each member of the TSC shall continue to be a member thereof until a successor is appointed, unless a member resigns, is removed, or ceases to be a trustee of the corporation. When a vacancy occurs at any time in the membership of the TSC, it may be filled by the Board.

Purpose

The purpose of the TSC is to assist the Board by providing oversight to the corporation's (i) information technology program, (ii) information security program, and (iii) Electricity Sector Information Sharing and Analysis Center (E-ISAC), as well as performing such other responsibilities as directed by the Board or this Mandate.

Committee Authority and Responsibilities

To carry out its purpose, the TSC shall have the following authority and responsibilities:

Technology and Information Security:

1. As part of the annual business plan and budgeting process, provide the Finance and Audit Committee and the Board with recommendations regarding management proposed resource requirements and funding for (i) the design, procurement, installation, operation, and maintenance of information technology hardware, software and applications, including hardware, software, and applications hosted by third parties, supporting NERC's operations and program area initiatives; and (ii) investments in, or supporting, the development of new technology to improve and ensure the reliability of the bulk power system in North America, historic examples of which included funding for the development of transmission system awareness tools, synchrophaser technology, technology used to monitor and manage transmission congestion, and data reporting tools providing information regarding generator, transmission system, and demand side resource availability and performance.

2. Provide oversight on behalf of the Board with respect to the corporation's overall computer systems environment, including procedures to keep the systems secure and contingency plans

developed to deal with possible computer failures.

3. Respond to the Board's requests to the Committee for advice and recommendations on any technology-related issues.

E-ISAC:

1. Provide oversight on behalf of the Board of the E-ISAC and its related programs.

2. Respond to the Board's requests for advice and recommendations on any E-ISAC related issues.

Additional Responsibilities:

1. Recommend to the Board such actions as may further the purposes of NERC's technology and information security, and NERC's E-ISAC and related programs.

2. Perform such other functions as may be delegated from time to time by the Board.

Committee Meetings

The TSC shall meet at least twice a year by conference call or in person. Meetings may occur at the same place in conjunction with the regular Board meetings of the corporation, or as determined by the members of the TSC, using the same meeting procedures established for the Board. Meetings may be held in either open or closed session as set forth in the Bylaws of the corporation.

A majority of the Committee members shall constitute a quorum. Except where prescribed differently by law: (a) any action or decision of the TSC requires a vote of a majority of the Committee members then in attendance at any Committee meeting provided a quorum is present; and (b) participation may be telephonic or by Action Without a Meeting. The Committee may hold special meetings as circumstances require. Minutes of each Committee meeting shall be maintained as part of the Committee's record.

Governance

The Board, or in the event of their failure to do so, the members of the TSC, shall appoint a chair from among their members. The TSC Chair shall be responsible for leadership of the Committee, including scheduling of meetings, setting agendas, presiding over Committee meetings, and making reports to the Board. A member(s) of the NERC staff shall assist the Chair and shall serve as the non-voting secretary.

Review

The TSC shall review this mandate annually and recommend to the Board Corporate Governance and Human Resources Committee any changes it considers advisable. Any changes must be approved by the full Board. The TSC shall complete a self-assessment annually to determine its effectiveness.