

Chairman of the Board of Trustees Job Description

The chairman of the Board of Trustees shall be elected annually by the Board of Trustees from among the duly elected independent trustees. The chairman of the board shall be entitled to receive such remuneration for acting in such capacity as may be determined from time to time by the board on the recommendation of the Corporate Governance and Human Resources Committee of the board.

Duties and Responsibilities

1. The chairman of the board shall provide leadership to the Board of Trustees with respect to its functions as described in the Bylaws and Certificate of Incorporation and as otherwise may be appropriate. The chairman of the board shall act as chair of meetings of the Board of Trustees and of meetings of the Members and, for such purpose, will prepare, with the CEO, the agenda for each meeting.
2. The chairman of the board shall make recommendations to the Corporate Governance and Human Resources Committee with respect to board committee members and chairs.
3. The chairman of the board is an ex-officio member, with full rights of participation including voting, of all Board of Trustees committees.
4. The chairman is the official spokesperson for the board.
5. The chairman of the board shall work with the CEO and the chairs of the board committees to coordinate the schedule of meetings for such committees.
6. The chairman of the board shall work with the CEO to ensure that the board's requirements for appropriate information in support of its functions and duties are met.
7. The chairman of the board shall establish guidelines to govern the board's work including establishing the location and time of meetings of the board and the guidelines to be followed with respect to the conduct of meetings of the Board of Trustees including determining who may be present at such meetings in addition to the trustees and secretary, in accordance with the Bylaws of the organization.
8. The chairman of the board shall reflect to the CEO the interests and concerns of the Board of Trustees and other constituencies. The chairman of the board shall also reflect to the board any concerns management has in regard to the role of the Board of Trustees or individual trustees.
9. The chairman of the board shall consult annually with each trustee to evaluate the effectiveness of the board and the individual trustees in contributing to the objectives and responsibilities of the Board of Trustees as a whole.

10. The chairman of the board shall ensure that a formal annual performance review of the CEO is carried out by the Corporate Governance and Human Resources Committee and is reviewed and approved by the board. The chairman of the board will meet at least annually with the CEO to formally provide feedback based on this performance review.
11. The chairman of the board shall present to the board, from time to time, an evaluation of the pace, direction, and organizational strength of NERC.

The chairman of the board shall carry out such other duties as may be reasonably requested by the president and chief executive officer or the Board of Trustees as a whole depending on need and circumstances.