

NERC

NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

Personnel Certification Governance Committee Charter

Approved by the NERC Board of Trustees
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RELIABILITY | ACCOUNTABILITY



3353 Peachtree Road NE
Suite 600, North Tower
Atlanta, GA 30326
404-446-2560 | www.nerc.com

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Personnel Certification Governance Committee Charter

Section 1. Purpose

In accordance with the North American Electric Reliability Corporation (“NERC”) by-laws, the purpose of the Personnel Certification Governance Committee (PCGC), or the “Committee,” shall be to provide oversight to the policies and processes used to implement and maintain the integrity and independence of NERC’s System Operator Certification Program. The governance authority and structure of the PCGC shall be implemented and maintained so that policies and procedures are established to protect against undue influence that could compromise the integrity of the system operator certification process.

Section 2. Activities

1. Reporting

The PCGC shall report directly to the NERC Board of Trustees (Board) and the NERC President and CEO regarding governance and administration of the System Operator Certification Program, provided that:

The PCGC shall have autonomy in all operational processes for the System Operator Certification Program, including:

- Policies and procedures of the System Operator Certification Program, including eligibility requirements and application processing
- Requirements for personnel certification, maintaining certification, and recertification
- Examination content, development, and administration
- Examination cut score
- Grievance and disciplinary processes
- Governing body and subgroup meeting rules, including agenda, the frequency of meetings, and related procedures
- Subgroup appointments and work assignments
- Publications about personnel certification and recertification
- Setting fees for applications to become certified, applications for maintaining certification, and all other services provided as a part of the personnel certification and recertification activities
- Program funding, spending, and budget authority
- Financial matters related to the operation of the program shall be segregated from other NERC activities

2. Periodic assessments

PCGC officers or delegates shall provide the NERC Board quarterly updates on the System Operator Certification Program during the NERC Board meetings. The PCGC will also provide the NERC Board quarterly assessments through electronic reports as part of the Board package for the NERC Board meetings.

3. Staff funding

In order to maintain the independence of the PCGC, NERC staff shall administer the System Operator Certification Program on behalf of the PCGC on a fee-for-service basis.

Section 3. Membership

1. Goals

Each committee member shall commit to protect the integrity and independence of the System Operator Certification Program while guarding against undue influence that could compromise the integrity of the System Operator Certification process.

2. Expectations

Each committee member shall commit to attend all committee meetings and to participate in all discussions. When voting, each member shall commit to vote for what is best for the System Operator Certification Program without regard for their own goals.

Section 4. Representation

The PCGC shall have ten voting members, made up of a chair, a vice chair, and eight at-large representatives. As the System Operator Certification Program is a peer certification program, it is important to have representatives of the certificated body. Therefore, there shall be a representative for each of the four system operator credentials on the committee to represent the interests of those persons.

1. Qualification of Voting Members

The voting members shall have the following qualifications:

- All members shall hold a valid NERC system operator credential
- At least one member shall be a Canadian representative (if there is no Canadian representative, then a position shall remain open)
- All members must be fluent in English
- PCGC Voting Members may not be employees and/or contractors of vendors providing System Operator Certification Exam preparation services

2. NERC Representative

The President and CEO of NERC shall appoint one or more NERC representative(s) to the PCGC. The NERC representative shall be a full member of the committee, with all rights granted to the member, with the exception that the NERC representative will not have a vote and is not eligible to hold a committee office. If there is more than one NERC representative appointed to the committee, then only one will be a full member and all others shall be observers.

In addition, the NERC representative shall:

- Serve as a liaison between NERC management and the PCGC
- Manage all aspects of the System Operator Certification Program
- Act as the secretary to the committee for the purpose of disseminating the agenda, keeping the minutes, and making meeting arrangements
- Serve as a member of each subgroup of the committee, as well as serving as the secretary for each of the subgroups

3. Regulators

The Federal Energy Regulatory Commission (FERC) and other governmental authorities in Canada have the option of having a non-voting member on the PCGC.

4. Term

The voting members shall serve staggered two-year terms with five of the members appointed in odd years and the other five appointed in even years.

5. Replacement of Resigning Members

In the event a member can no longer serve on the PCGC, that member shall submit a written resignation to the committee chair or secretary. The committee chair shall refer the vacancy resulting from a resignation to the Nominating Task Force. The committee chair may seek a vote of the committee to allow the proposed replacement member to be seated, pending appointment of the replacement, at the NERC Board's next scheduled meeting.

6. Replacement of Nonparticipating Members

The chair shall request any committee member who fails to actively participate¹ in the committee activities to submit a resignation or to request continuation of membership with an explanation of extenuating circumstances. In the event the member submits an explanation of extenuating circumstances, the committee shall decide whether the member's circumstances warrant continued PCGC membership.

If a written response is not received within 30 days of the chair's request, the lack of response shall be considered a resignation. The committee chair shall refer the vacancy resulting from a resignation to the Nominating Task Force. The committee chair may seek a vote of the committee to allow the proposed replacement member to be seated, pending appointment of the replacement, at the Board's next scheduled meeting.

7. Changes of Member Qualifications

If an existing member no longer meets the membership qualifications, the member will be removed from the committee.

Section 5. Selection of Members

1. Appointed by the Board

The members of the PCGC shall be appointed by the NERC Board from candidates selected and presented by a Nominating Task Force. This shall be done in accordance with NERC Rules of Procedure for the PCGC. Nominations and appointments shall take into account the need to include representatives of all geographic regions of North America.

2. Nominating Task Force

The PCGC shall have a Nominating Task Force consisting of at least three members, whose members shall be nominated from the committee membership by the committee chair and approved by the committee. The committee chair shall appoint the chair from among the task force members.

The Nominating Task Force shall have the following responsibilities:

- a. Prepare a slate of candidates for appointment that reflects the diverse requirements of the committee, and then provide this slate to the NERC Board. Candidates must meet the following criteria:
 - System operations experience

¹ Examples of "not actively participating" are: showing up at meetings but being otherwise occupied; being detached from the business of the meeting; missing every other meeting; missing two meetings, then showing up at one or two, then missing a few in a row; not being available for task forces or other work assignments; etc.

- Representation for the four system operator credentials
 - Certification program administration experience
 - Experience in budget administration
 - Geographic diversity
- b. The Nominating Task Force may give preference to candidates nominated by organizations representing a broad cross section of an industry segment, such as an industry trade association.

3. Membership Nominating Process

The following are the elements of the nominating process:

- Nominations shall be open to all interested parties and self-nominations shall be accepted.
- A request for nominations shall specify the number of committee positions to be filled, the qualifications for filling each position, and additional considerations in evaluating candidates, such as areas of expertise needed on the committee.
- A request for nominations shall provide a window of at least 30 days for submission of nominations.
- The Nominating Task Force shall select from the nominations received during the open nominating period. Should there be a vacancy for which none of the nominees are qualified, the position shall be left open and shall be reposted not sooner than 45 days after the close of the last nominating period.
- The Nominating Task Force may choose to submit incumbent members to renew their membership without going to the open nominating process.
- NERC staff shall administer the nominations process and shall forward nominations received to the Nominating Task Force. The Nominating Task Force shall evaluate the nominees using the established criteria. The Nominating Task Force shall then prepare its recommended slate of candidates and indicate the date of each appointment.
- Nominees to fill vacancies shall serve out the remaining term of the vacancy.
- The Nominating Task Force shall present the recommended committee membership slate to the NERC Board.
- The NERC Board, by virtue of approving a committee slate, appoints each committee member. The Board may also appoint members individually as needed.

Section 6. Officers

The committee shall have two officers, a chair and a vice chair.

1. Nominations

The Nominating Task Force shall prepare a slate of officer candidates and present the proposed slate for the committee to consider.

The committee shall consider the slate recommended by the Nominating Task Force, as well as any additional nominations the members may offer from the floor, and approve a recommended slate of officers. The slate of committee officers shall be submitted to the chair of the NERC Board. The chair shall appoint the committee officers.

2. Term

The officers shall serve in that capacity until their current committee membership term expires. An officer's term may begin at the date that begins their committee membership term.

3. Chair Duties

The chair shall preside at all meetings of the committee. The chair shall be responsible for the efficient operation of the committee. The chair shall be an ex-officio member of each subgroup of the committee. The chair may delegate from time to time any or all of the aforesaid duties and authority to the vice chair.

4. Vice Chair Duties

The vice chair's duties may be delegated to him or her by the chair. The vice chair shall act as the chair when the chair requests it. In the event the chair is unable to discharge the duties and powers of that office by reason of incapacity or during any vacancies in the office of the chair, the vice chair shall act as chair until the cessation of such incapacity or the filling of such vacancy.

Section 7. Meetings

1. Parliamentary Procedures

The committee meetings will follow the most current edition of Roberts Rules of Order, as adjusted by this document.

2. Regular Meetings of the Committee

Regular meetings of the committee will be held quarterly to maintain the effectiveness of the System Operator Certification Program. Typically, two meetings will be held in conjunction with Exam Working Group meetings, and one meeting will be a joint meeting with the Personnel Subcommittee for alignment of the NERC Continuing Education program with the NERC System Operator Certification program. If adopted by motion at any meeting of the committee, the committee may provide for additional regular meetings.

3. Special Meetings of the Committee

Special meetings of the committee may be called at any time by the chair or by any three voting members for any purpose. Such meetings may be held, upon notice given to all committee members, not less than five (5) days prior to the date of the meeting. Such notice shall specify the time, date, place, and purpose of the meeting. The notice may be given by telephone, electronic media, or express delivery.

4. Quorum and Voting Requirements

The quorum necessary for the transaction of business at meetings of the committee shall be two-thirds of the voting members. Each voting member shall have one vote. Actions by the committee shall be approved upon receipt of the affirmative vote of two-thirds of the voting members present. At any particular meeting, once a quorum is established, it remains established until the meeting is adjourned.

5. Open Meetings

Notice to the public of the dates, places, and times of meetings of the committee, and all non-confidential material provided to the committee, shall be posted on NERC's meeting web site. Meetings of the committee shall be open to the public, but are subject to reasonable limitations due to the availability and size of meeting facilities. The committee may meet in a closed session to discuss matters of a confidential nature, including, but not limited to the following:

- Personnel matters

- Litigation
- Certification exam material or content
- Commercially sensitive information.

Any or all of the members of the committee may participate in a meeting of the committee by means of a communications system by which all persons participating in the meeting are able to hear each other.

6. Action without a Meeting

Any action that is required or permitted to be taken at a meeting of the committee may be taken by the committee without a meeting if the action is consented to in writing, or by email, by two-thirds of members of the committee entitled to vote on the action. The call for action without a meeting of the committee may be initiated by the chair or by any three members. The members of the committee shall receive written, or email, notice of the results within seven days of the action vote. All written, or email, responses of the members shall be filed with the minutes of the committee.

7. Agendas

An agenda for any meeting of the committee shall be posted on the NERC web site prior to the meeting. The chair has the prerogative to add to, subtract from, or change the sequence of topics on the agenda at any time before or during the meeting without notice.

8. Proxies

Proxies or alternates are not allowed.

9. Antitrust Compliance

The committee and its members shall be compliant with NERC’s Antitrust Guidelines at all times at NERC functions.

10. Non-disclosure Agreement

All members, voting and not voting, shall sign and abide by NERC’s non-disclosure agreement.

Section 8. Subcommittees/Task Forces/Working Groups

The committee can form subcommittees, task forces, and working groups as deemed necessary by the chair.

Appendix A – PCGC Charter Changes

No.	Date	Section	Page	Description	Version
1	March 2016	All	All	Replaced chairman with chair. Replaced subcommittee with Task Force.	1.1
		4	6	Added language addressing voting membership conflict of interest.	
		4	6	Cleaned up member qualifications language.	