

NERC

NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

Standards Committee Charter

Approved by the Standards Committee

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RELIABILITY | RESILIENCE | SECURITY



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

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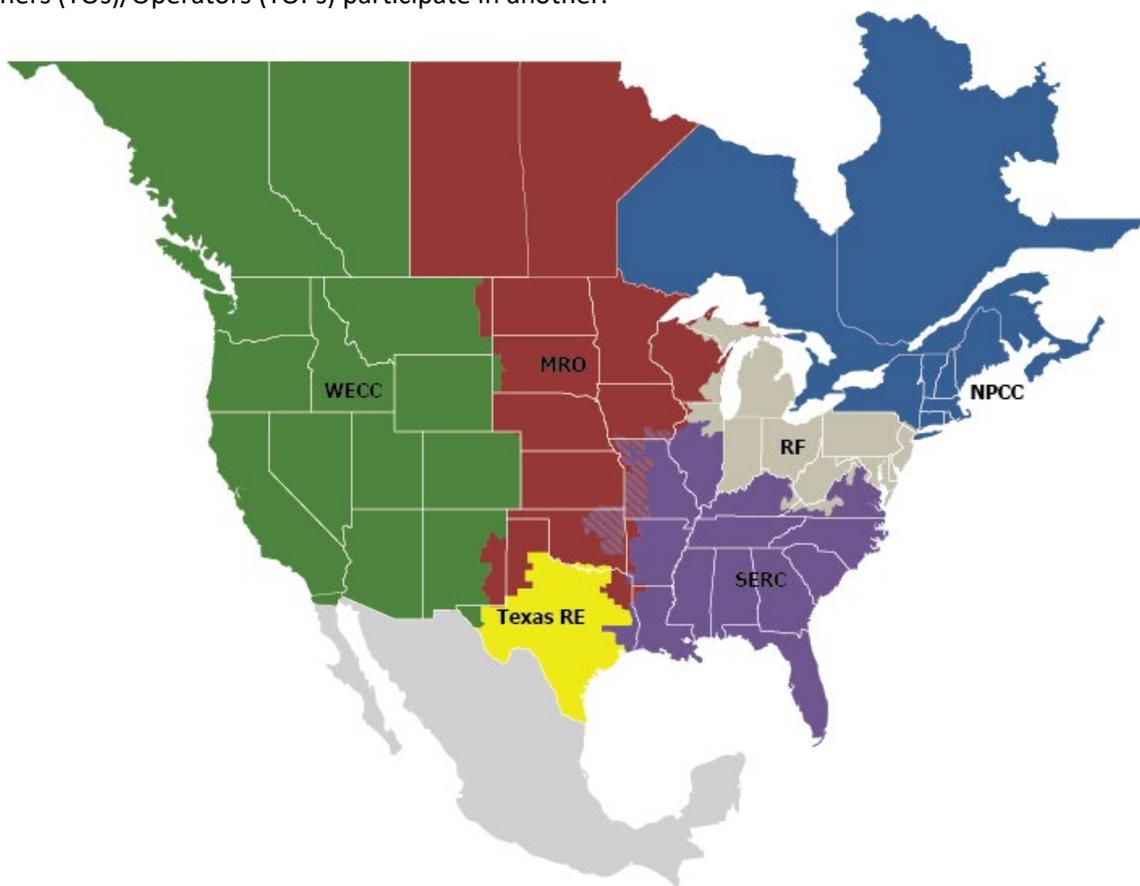
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Preface

Electricity is a key component of the fabric of modern society and the Electric Reliability Organization (ERO) Enterprise serves to strengthen that fabric. The vision for the ERO Enterprise, which is comprised of the North American Electric Reliability Corporation (NERC) and the six Regional Entities (REs), is a highly reliable and secure North American bulk power system (BPS). Our mission is to assure the effective and efficient reduction of risks to the reliability and security of the grid.

Reliability | Resilience | Security
Because nearly 400 million citizens in North America are counting on us

The North American BPS is made up of six RE boundaries as shown in the map and corresponding table below. The multicolored area denotes overlap as some load-serving entities participate in one RE while associated Transmission Owners (TOs)/Operators (TOPs) participate in another.



MRO	Midwest Reliability Organization
NPCC	Northeast Power Coordinating Council
RF	ReliabilityFirst
SERC	SERC Reliability Corporation
Texas RE	Texas Reliability Entity
WECC	Western Electricity Coordinating Council

Chapter 1: Purpose

The Standards Committee (the Committee) of the North American Electric Reliability Corporation (NERC), working with NERC Standards Staff, manages and executes the Reliability Standards development process to timely develop and maintain a comprehensive set of results-based Reliability Standards.

Section 306 of the Rules of Procedure establish that “The Standards Committee shall provide oversight of the Reliability Standards development process to ensure stakeholder interests are fairly represented. The Standards Committee shall not under any circumstance change the substance of a draft or approved Reliability Standard.”

The Committee is responsible for ensuring that the Reliability Standards, definitions, Variances and Interpretations developed by drafting teams are developed in accordance with the processes in the Standard Processes Manual, Appendix 3A of the NERC Rules of Procedure to support NERC’s benchmarks for Reliability Standards as well as criteria for governmental approval.

The Standards Committee, as a process oversight committee, does not base its process decisions on the technical content of Reliability Standards or Standards Authorization Requests.

Chapter 2: Reporting

The Committee reports and is accountable to the NERC Board of Trustees. The Committee members have the responsibility to keep the industry segments they represent informed regarding Reliability Standards matters. The NERC Board of Trustees shall approve amendments to this Charter pursuant to Section 1300 of the NERC Rules of Procedure.

Chapter 3: Overview and Functions

The Committee manages the NERC process to develop and maintain a comprehensive set of results-based Reliability Standards. Specifically, working together with NERC Standards Staff, the Committee has the following duties:

- Develop a long-term (multi-year) strategic vision describing the goals and direction for Reliability Standards development consistent with NERC's strategic and business plans.
- Coordinate with the Reliability Issues Steering Committee (RISC) to develop a Reliability Standards Development Plan (RSDP) prioritizing and aggressively pursuing work related to the purpose of the Committee.
- Assist to develop the RSDP, inclusive of preparing the initial posting for stakeholder comment.
- Establish and facilitate informal and formal collaborative, consensus building processes with stakeholder groups and NERC committees.
- Establish quality assurance and quality control processes to develop or modify Reliability Standards and applicable associated documents to align with the criteria established in the Standards Process Manual.
- Appoint, monitor and direct teams for work related to the Standards Process Manual (inclusive of, but not limited to, standard drafting teams) generally consisting of subject matter experts, a facilitator, a technical writer and compliance, legal and regulatory experts suitably equipped to address the desired reliability objectives.
- Receive and respond to decisions of appeals panels in accordance with the Reliability Standards process.
- Develop, maintain and implement a Standard Processes Manual ensuring the integrity of Reliability Standards development in a fair, balanced, open, and inclusive manner.
- Facilitate communication with regard to NERC Standards department and Standards Committee work, such as Reliability Standards under development and Standards Committee guiding documents.
- May consult with another NERC Committee for input to technical justification or alternate approaches to issues raised in a SAR.

Chapter 4: Membership

Segment Representation

The Committee membership consists of two members elected from each industry segment in accordance with Appendix 3B (*Procedures for Election of Members of the Standards Committee*) to the NERC Rules of Procedure. Each industry segment may establish its own rules for electing and replacing its SC representatives consistent with the following requirements:

Membership Requirements

No two persons employed by the same corporation or organization or an affiliate may serve concurrently as Committee members.

- Any Committee member with such a membership conflict shall notify the Committee secretary who will inform the Committee chair.
- Members impacted by a conflict, such as through a merger of organizations, may confer between themselves to determine which member should resign from the Committee and notify the Committee secretary and chair. If the impacted members do not resolve the conflict in a timely manner, the Committee chair shall notify all members of the affected industry segments of the need to resolve the conflict. If the membership conflict remains unresolved, the Committee chair shall take the conflict to the NERC Board of Trustees for resolution.
- Any Committee member aware of an unresolved membership issue shall notify the Committee chair.

Resignation from the Committee

Any member of the Committee who resigns from the Committee shall submit a written resignation to the Committee secretary and Committee chair.

- The Committee secretary shall facilitate election of a replacement member from the applicable industry segment to serve the remainder of the resigned member's term.
- If any member of the Committee fails to attend or send a proxy for more than two consecutive regularly scheduled meetings or conference calls, or more than two e-mail ballots between regularly-scheduled meetings, the Committee chair shall send a written notice to that member requesting the member either: (i) resign; or (ii) provide an explanation of the member's absences. If the member does not provide a written response within 30 calendar days of the date of the written notice, lack of response shall be deemed a resignation

Committee Member Change of Employment

- Any Committee member who leaves one organization and is subsequently employed by another organization in the same industry segment may retain the membership position.
- If a Committee member changes employment to an organization in a different industry segment, that Committee member shall resign from the Committee no later than the date of the employment change. The resignation letter shall be addressed to the Committee chair who will provide the letter to the Committee secretary and request an election to fill the vacant position. In the absence of a formal resignation, the Committee member will be deemed to have resigned as of the date the Committee chair or secretary becomes aware of the employment change.

Membership Terms

Committee members shall serve a term of two years without limitation to the number of terms the members may

serve, with members' terms staggered so half of the members (one per segment) is elected each year by industry segment election. Membership terms start on January 1 of each year.

Vacancies Caused by Election of Officers

The vacancies in the industry segments and/or Canada representation created by selection of the chair and vice chair shall be filled at the next annual election of Committee representatives. When a representative is elected to serve as the chair or vice chair during the second year of a two year term, the representative elected to fill the vacancy shall serve a one year term.

NERC Director of Standards or Designee

Acts as a non-voting Committee member to represent NERC's position on agenda items with the assistance of NERC Standards Staff.

Chapter 5: Officers

Selection

Prior to the annual election of Committee representatives in odd numbered years, the Committee members shall select a chair and vice chair from among their membership by majority vote. The chair and vice chair cannot represent the same industry segment. Approximately 150 calendar days prior to the end of each term, a nominating committee shall solicit nominations for chair and vice chair. The nominating committee shall consult with the NERC Board of Trustees' SC liaison on the nominations received.

No less than ten calendar days before the election date, the nominating committee shall provide to the Committee members the qualifications of the chair and vice chair nominees. At the time of the election, the Committee can accept nominations from the floor. Following the election, the successful candidates shall be presented to the NERC Board of Trustees for approval. The chair and vice chair, upon assuming such positions, shall cease to act as representatives of the industry segments that elected them and thereafter be responsible for acting in the best interests of the Committee as a whole.

Terms

The term of office for the Committee chair and vice chair is two years without limit on the number of terms an officer may serve. A member of NERC staff serves as the Committee's non-voting secretary.

Voting

The Committee chair and vice chair are non-voting Committee members.

Duties of the Chair

In addition to the duties, rights and privileges discussed elsewhere in this document, the Committee chair:

- Presides over and provides general supervision of Committee and Executive Committee activities and meetings.
- Presides over all Committee meetings, including the nature and length of discussion, recognition of speakers, motions and voting.
- In concert with NERC Staff, schedules Committee meetings.
- Reviews all substitute or proxy representatives.
- Acts as Committee spokesperson at forums within and outside of NERC.
- Reports Committee activities to the NERC Board of Trustees and attends Board of Trustees meetings.
- Reports all views and objections when reporting on items brought to the Committee.
- Performs other duties as directed by the NERC Board of Trustees.
- Participates as a member of the Standing Committees Coordinating Group (SCCG).

Duties of the Vice Chair

The Committee vice chair acts as the Committee chair if requested by the chair (for brief periods of time) or if the chair is absent or unable to perform the chair's duties. If the chair resigns prior to the next scheduled election, the vice chair shall act as the chair until the Committee selects a new chair. The vice chair:

- Assists the Committee chair in managing Committee meetings, including the nature and length of discussion, recognition of speakers, motions, and voting.

- Attends meetings of the NERC Board of Trustees in the chair's absence.
- Participates as a member of the SCCG.

Duties of the Secretary

A member of NERC staff shall serve under the direction of the Committee officers as a non-voting secretary and has the responsibility to:

- Conduct the day-to-day operation and business of the Committee.
- Prepare, distribute and post notices of Committee meetings, record meeting proceedings, and prepare, distribute and post meeting minutes.
- Maintain a record of all Committee proceedings, including attendance, responses, voting records, and correspondence.
- Maintain Committee membership records.
- Offer newly elected Committee members onboarding training, in partnership with the Committee Chair and Vice Chair.

Chapter 6: Voting Members' Expectations and Responsibilities

Voting members manage the NERC process to develop and maintain a comprehensive set of results-based Reliability Standards. Voting members have the following expectation and responsibilities:

- Contribute to the Committee's work and success by, among other things, executing the Committee Strategic Work Plan.
- Have familiarity with the Standard Processes Manual and ensure all actions adhere to the processes within.
- Serve as subject matter expert representatives of their industry segments and represent their industry segments.
- Be knowledgeable of NERC Reliability Standards development activities.
- Express opinions on behalf of their segments.
- Respond promptly to all Committee requests for attendance, reviews, comments and voting.
- Assist with outreach on the Reliability Standards development process.
- When unable to attend a Committee meeting notify the secretary and identify a proxy as described under Section 9. Meetings, sub section 9. Proxies, infra. The member shall instruct the proxy on the role and responsibilities.
- Duty of Care: Use due care and are diligent with respect to managing and administering the affairs of NERC and the Committee. This duty of care is generally thought to have two components: (i) the time and attention devoted to NERC's mission, and (ii) the skill and judgment reflected in the Committee's decisions.
- Duty of Loyalty: The duty of loyalty requires the members to faithfully promote the mission of NERC and the Committee, rather than their own or their entities' interests. This duty includes compliance with NERC's policies on conflicts of interest.
- Duty to Adhere to High Ethical Standards: The duty to adhere to applicable law and high ethical standards requires Committee members to devote themselves to ensuring they further NERC's stated objectives in compliance with legal requirements and high ethical standard

Chapter 7: Executive Committee

The Committee shall have an Executive Committee (SCEC) consisting of no less than five or up to seven members as follows:

- Chair;
- Vice Chair;
- Three to Five segment members as elected by the Committee.
 - The segment members cannot represent the same industry segments the Committee officers previously represented, nor can any two of the segment members be from the same segment.

Each member of the SCEC is a voting member, including the Chair and Vice Chair.

The Executive Committee will be elected annually at the January Committee meeting. In the event of an SCEC vacancy before conclusion of the term, an election will be announced at the next regularly scheduled Committee meeting to be conducted at the following Committee meeting.

The Executive Committee is authorized by the Committee to act on its behalf between regular meetings on matters where urgent actions are crucial and full Committee discussions are not practical. Each meeting of the SCEC acting on the Committee's behalf shall be open to all interested parties, subject to any preregistration requirements, and publicly noticed. The Committee shall be notified of such urgent actions taken by the SCEC within a week of such actions. These actions shall also be included in the minutes of the next open meeting.

Ultimate Committee responsibility resides with its full membership whose decisions cannot be overturned by the SCEC. The Committee retains the authority to ratify, modify, or annul SCEC actions.

Additionally, the Executive Committee shall have the authority to:

- Work with NERC Standards Staff to set agendas for Committee meetings.
- Act on the Committee's behalf to authorize solicitation of drafting team members, postings of SARs, Reliability Standards, and other Standards-related documents for both new and currently active standards development projects.
- Act on the Committee's behalf to authorize Section 16.0 Waivers to shorten usual process timelines.
- Provide advice and guidance to subcommittee chairs, as needed.
- Take any actions delegated by the full Committee.

Chapter 8: Subordinate Groups

The SC organizational structure will be aligned as described by the NERC Bylaws to support a superior-subordinate hierarchy.

The SC may establish subcommittees, working groups, and task forces as necessary. The SC will be the responsible sponsor of all subordinate subcommittees, working groups, or task forces that it creates, or that its subordinate subcommittees and working groups may establish.

Officers of subordinate groups will be appointed by the chair of the SC.

Subcommittees, working groups, and taskforces will conduct business in a manner consistent with all applicable sections of this Charter.

Subcommittees

The SC may establish subcommittees to which the SC may delegate some of SC's functions. The SC will approve the scope of each subcommittee it forms. The SC chair will appoint the subcommittee officers (typically a chair and a vice chair) for a specific term (generally two years). The subcommittee officers may be reappointed for an indefinite number of additional terms. The subcommittee will work within its assigned scope and be accountable for the responsibilities assigned to it by the committee. The formation of a subcommittee, due to the permanency of the subcommittee, will be approved by the NERC Board.

Working Groups

The SC may delegate specific continuing functions to a working group. The SC will approve the scope of each working group that it forms. The SC chair will appoint the working group officers (typically a chair and a vice chair) for a specific term (generally two years). The SC will conduct a "sunset" review of each working group every year. The working group will be accountable for the responsibilities assigned to it by the SC or subcommittee and will, at all times, work within its assigned scope. The SC should consider promoting to a subcommittee any working group that is required to work longer than one term.

Task Forces

The SC may assign specific work to a task force. The SC will approve the scope of each task force it forms. The SC chair will appoint the task force officers (typically a chair and a vice chair). Each task force will have a finite duration, normally less than one year. The SC will review the task force scope at the end of the expected duration and at each subsequent meeting of the SC until the task force is retired. Action of the SC is required to continue the task force past its defined duration. The SC should consider promoting to a working group any task force that is required to work longer than one year.

Chapter 9: Meetings

Open Meetings

Committee meetings shall be open to all interested parties, subject to any preregistration meeting requirements included in the meeting announcement. Meeting notices shall describe the meeting's purpose and identify a readily available source for further information about the meeting. Only voting members may act on items before the Committee. The Committee secretary shall post meeting notices and agendas on the NERC website contemporaneously with distribution to Committee members. The Committee secretary shall publicly post final minutes of Committee meetings on the NERC website within five business days of Committee approval.

General Requirements

The Committee shall hold meetings as needed and may use conference calls or e-mail to conduct its business.

Notice

The Committee secretary shall announce regularly scheduled meetings with a written notice (letter, facsimile, or e-mail) to all Committee members not less than ten nor more than sixty calendar days prior to the meeting date.

Agenda

The secretary shall provide an agenda with a written notice (letter, facsimile, or e-mail) for Committee meetings no less than five business days before a proposed meeting.

- The agenda shall include, as necessary, background material for agenda items requiring a decision or vote. The secretary shall post the agenda on the NERC website the same day it is distributed to Committee members.
- Items not in the agenda that require a vote cannot be added at a meeting without the unanimous consent of the members present. If such a matter arises, it may also be deferred to the next meeting to allow Committee members to consult with their industry segments.

Parliamentary Procedures

In the absence of specific provisions in this Charter, the Committee shall conduct its meetings guided by the most recent edition of *Robert's Rules of Order, Newly Revised*.

Quorum

A quorum requires two-thirds of the Committee voting members.

Voting

Voting may take place during regularly scheduled meetings or through electronic means.

- All Committee actions shall be approved upon receipt of the affirmative vote of a majority of the members present and voting at a meeting with a quorum present, with the exception of revisions to the Standard Processes Manual and the Committee Charter which can be approved only upon receipt of the affirmative vote of two-thirds of the members present and voting at a meeting with a quorum present.
- Each individual member's vote for each action taken shall be included in the minutes of each meeting, unless the vote is unanimous with no abstentions.

Actions without a Meeting

The Committee may act by mail or e-mail ballot without a regularly scheduled meeting. A majority of the members participating in the voting is required to approve any action. A quorum for actions without a meeting is two-thirds of

Committee members. The Committee chair or four members (each from a different industry segment) may initiate the request for an action without a meeting. The secretary shall post a notice on the NERC website and provide Committee members a written notice (letter, facsimile, or e-mail) of the subject matter for action not less than three business days prior to the date on which the vote is to be counted. The secretary shall both distribute a written notice to the Committee (letter, facsimile, or e-mail) of the results of such action within five business days following the vote and post the results on the NERC website. The secretary shall keep a record of all responses (e-mails, facsimiles, etc.) from the Committee members with the Committee minutes.

Waivers

From time to time it may be necessary to develop a new or modified Reliability Standard, definition, Variance, Interpretation, or implementation plan under specific time constraints (such as to meet a time constrained regulatory directive) or to meet an urgent reliability issue such that there isn't sufficient time to follow all the steps in the normal Reliability Standards development process. The Standards Committee may waive any of the provisions contained in the Standard Processes Manual for good cause shown, but limited to the circumstances established in Section 16.0 of the Manual. A waiver request may be submitted to the Committee by any entity or individual. Prior to consideration of any waiver request, the Standards Committee must provide five business days' notice to stakeholders. This provision shall not be used to modify the requirements for achieving quorum or the voting requirements for approval of a standard.

Proxies

A Committee member may designate a proxy. Proxies may attend and vote at Committee meetings provided the absent Committee member notifies in writing (letter, facsimile, or e-mail) the Committee chair, vice chair or secretary along with the reason(s) for the proxy. The member shall name the proxy representative and affiliation in the correspondence. No Committee member can serve as a proxy for another Committee member. The proxy must adhere to the Voting Members' Expectations and Responsibilities as described in Section 6, above.