

NERC

NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

Standards Committee Charter

Approved by the Standards Committee

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RELIABILITY | ACCOUNTABILITY



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Standards Committee Charter

Section 1. Purpose

The Standards Committee (the Committee) of the North American Electric Reliability Corporation (NERC), working together with NERC Standards Staff, manages and executes the Reliability Standards development process for the timely development and maintenance of a comprehensive set of results-based Reliability Standards that collectively provide for the Reliable Operation of the North American Bulk-Power System.

Section 2. Reporting

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

Section 3. Overview and Functions

The Committee, working together with NERC Standards Staff, manages the development and maintenance of a comprehensive set of results-based Reliability Standards that collectively provide for the Reliable Operation of the North American Bulk-Power System. Specifically, working together with NERC Standards Staff, the Committee has the following duties:

1. Develops a long-term (multi-year) strategic vision describing the goals and direction for Reliability Standards development consistent with NERC's strategic and business plans.
2. Coordinates with the Reliability Issues Steering Committee to develop a Reliability Standards Development Plan (RSDP) prioritizing and aggressively pursuing work resulting in a body of high-quality, results-based Reliability Standards.
3. Assists with the drafts and development of the RSDP, including preparing the initial posting for stakeholder comment.
4. Establishes and facilitates informal and formal collaborative, consensus building processes with stakeholder groups and NERC committees throughout Reliability Standards development.
5. Establishes quality assurance and quality control process for reviews of Reliability Standards for clarity, completeness, sufficient detail, rational result, auditability and enforceability, as well as compatibility with existing Reliability Standards.
6. Appoints, monitors and directs agile and focused standard drafting teams generally consisting of no more than ten members (*e.g.*, subject matter experts, a facilitator, a technical writer and compliance, legal and regulatory experts). The drafting teams should be suitably equipped to address the desired reliability objectives.
7. Receives and responds to decisions of appeals panels in accordance with the Reliability Standards process.
8. Develops, maintains and implements a Standard Processes Manual ensuring the integrity of Reliability Standards development in a manner that is fair, balanced, open and inclusive.
9. Facilitates communication about regular NERC Standards department and Standards Committee work, such as Reliability Standards under development and Standards Committee guiding documents.

Section 4. Membership

Segment Representation

The Committee membership consists of two members elected from each industry segment. Each industry segment may establish its own rules for electing and replacing its representatives consistent with the following requirements:

1. Membership Requirements.

- a. No two persons employed by the same corporation or organization or by its affiliates may serve concurrently as Committee members.
- b. Any Committee member with a membership conflict of this nature shall notify the Committee secretary, who shall inform the Committee chair.
- c. 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 conflict is not resolved in a timely manner by the impacted members, the Committee chair shall notify all members of the affected industry segments about the need to resolve the conflict. If the membership conflict is still unresolved, the Committee chair shall take the conflict to the NERC Board of Trustees for resolution.
- d. Any Committee member aware of an unresolved membership issue shall notify the Committee chair.

2. 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.

- a. The Committee secretary shall facilitate the election of a replacement member from the applicable industry segment. The new member shall serve the remainder of the vacant member's term.
- b. If any member of the Committee fails to attend or send a proxy for more than two consecutive regularly scheduled meetings and/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. The member shall be advised to submit a resignation or request continuation of the membership with an explanation of any extenuating circumstances. If a written response is not received from the member within 30 days of the date of the written notice, the lack of response shall be deemed a resignation.

3. Committee Member Changing Employment.

- a. Any Committee member who leaves one organization and is subsequently employed by another organization in the same industry segment may retain the membership position.
- b. 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 send a letter to the Committee secretary requesting an election to fill the vacant position.

4. Canadian Representation.

If, at any time, the regular Committee election does not result in at least two voting members seated from Canada, up to two Canadian members garnering the highest percentage of votes within their segment will serve as additional Committee members. The preference is to have the Canadian nominees fill any segment vacancies for which they are qualified.

5. 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 member positions (one per segment) are elected each year by industry segment election. Membership terms start on January 1 of each year.

6. 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.

7. NERC Director of Standards.

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

Section 5. Officers

1. 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 newly-elected chair and vice chair cannot represent the same industry segment. A nominating committee shall solicit nominations for chair and vice chair no less than 30 days prior to the election. The nominating committee shall consult with the chair of the NERC Board of Trustees' Standards Oversight and Technology Committee on the nominations received.

No less than ten days before the election, 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 shall thereafter be responsible for acting in the best interests of the Committee as a whole.

2. 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.

3. Voting.

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

4. Duties of the Chair.

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

- a. Presides over and provides general supervision of Committee and Executive Committee activities and meetings.
- b. Presides over all Committee meetings, including the nature and length of discussion, recognition of speakers, motions and voting.
- c. In concert with NERC Staff, schedules Committee meetings.
- d. Reviews all substitute or proxy representatives.
- e. Acts as Committee spokesperson at forums within and outside of NERC.
- f. Reports Committee activities to the NERC Board of Trustees and attends Board of Trustees meetings.

- g. Reports all views and objections when reporting on items brought to the Committee.
- h. Performs other duties as directed by the NERC Board of Trustees.

5. 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 his/her 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:

- a. Assists the Committee chair.
- b. Attends meetings of the NERC Board of Trustees in the chair's absence.
- c. Assists the chair in managing all Committee meetings, including the nature and length of discussion, recognition of speakers, motions and voting.
- d. Assists the Committee chair in reviewing all substitute or proxy representatives.

6. 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:

- a. Conduct the day-to-day operation and business of the Committee.
- b. Prepare, distribute and post notices of Committee meetings, record meeting proceedings, and prepare, distribute and post meeting minutes.
- c. Maintain a record of all Committee proceedings, including responses, voting records, and correspondence.
- d. Maintain Committee membership records.

Section 6. Voting Members' Expectations and Responsibilities

1. Committee voting members:

- a. Contribute to the work and success of the Committee by, among other things, executing the Committee Strategic Work Plan.
- b. Serve as subject matter expert representatives of their industry segments and represent their industry segments.
- c. Should be knowledgeable about NERC Reliability Standards development activities.
- d. Express their opinions on behalf of their segments at Committee meetings.
- e. Respond promptly to all Committee requests for attendance, reviews, comments and voting.
- f. Assist in educating the industry on the Reliability Standards development process.
- g. When unable to attend a Committee meeting, notify the secretary and identify a proxy as described under Section 8. Meetings, sub section 9. Proxies, *infra*. The member is expected to instruct the proxy on his/her role and responsibilities.
- h. *Duty of Care*: Use due care and are diligent with respect to the management and administration of 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.

- i. *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.
- j. *Duty to Adhere to High Ethical Standards:* The duty to adhere to the applicable law and high ethical standards requires that Committee members devote themselves to assuring they operate to further NERC's stated objectives in compliance with legal requirements and high ethical standards.

Section 7. Executive Committee and Subcommittees

1. Executive Committee.

The Committee shall have an Executive Committee consisting of five members, including the Committee officers and three segment members, elected by the Committee. The three 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. The Executive Committee will be elected annually at the January Committee meeting. The Executive Committee shall meet when necessary between regularly-scheduled Committee meetings to conduct Committee business, including actions delegated by the full Committee. Additionally, the Executive Committee shall have the authority to:

- a. Work with NERC Standards Staff to set agendas for Committee meetings.
- b. Act on the Committee's behalf to authorize postings of SARs, Reliability Standards, and other Standards-related documents.
- c. Provide advice and guidance to subcommittee chairs, as needed.

2. Additional Subcommittees, Task Forces, and ad hoc Working Groups.

The Committee may form subcommittees, task forces and ad hoc working groups, as it deems appropriate.

Section 8. Meetings

1. Open Meetings.

Committee meetings shall be open to all interested parties who pre-register by the cut-off date 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. Meeting notices and agendas shall be posted publicly on the NERC website on the same day they are distributed to Committee members. Final minutes of Committee meetings shall be posted publicly on the NERC website the day after Committee approval.

2. General Requirements.

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

3. 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.

4. 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.

- a. 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.

- b. 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.

5. 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*.

6. Quorum.

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

7. Voting.

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

- a. 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.
- b. 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.

8. Actions without a Meeting.

The Committee may act by mail or electronic (facsimile 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 conducted. The secretary shall 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 notice 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.

9. 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 his/her 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.

10. Field Tests.

When authorizing any field test that modifies or supports NERC Reliability Standard requirement development, it is strongly recommended that the Committee, with input from the applicable drafting team, first receive acceptance from the relevant technical committee (*e.g.*, Operating Committee, Planning Committee, or Critical Infrastructure Protection Committee) that the field test would not be expected to adversely impact BES reliability. Further, if BES reliability is or is expected to be adversely impacted during the course of any field test, the relevant technical committee may request the Standards Committee to suspend the field test until such time that the situation can be reviewed by the relevant technical committee and, if necessary, the field test be modified by the relevant technical committee, as appropriate. When authorizing a drafting team to collect and analyze data or to conduct a field test of one or more requirements, the Committee may also request the assistance of the Compliance Monitoring and Enforcement Program.