

Agenda

Board of Trustees Meeting

July 23, 2020 | 3:30-4:30 p.m. Eastern
Conference Call

Panelist Webex: [Join meeting](#)

Call to Order and Chair's Remarks

NERC Antitrust Compliance Guidelines

Agenda Items

- 1. 2020 State of Reliability Report* - Accept**
- 2. Other Business/Adjournment**

*Background documents included.

Antitrust Compliance Guidelines

I. General

It is NERC's policy and practice to obey the antitrust laws and to avoid all conduct that unreasonably restrains competition. This policy requires the avoidance of any conduct that violates, or that might appear to violate, the antitrust laws. Among other things, the antitrust laws forbid any agreement between or among competitors regarding prices, availability of service, product design, terms of sale, division of markets, allocation of customers or any other activity that unreasonably restrains competition.

It is the responsibility of every NERC participant and employee who may in any way affect NERC's compliance with the antitrust laws to carry out this commitment.

Antitrust laws are complex and subject to court interpretation that can vary over time and from one court to another. The purpose of these guidelines is to alert NERC participants and employees to potential antitrust problems and to set forth policies to be followed with respect to activities that may involve antitrust considerations. In some instances, the NERC policy contained in these guidelines is stricter than the applicable antitrust laws. Any NERC participant or employee who is uncertain about the legal ramifications of a particular course of conduct or who has doubts or concerns about whether NERC's antitrust compliance policy is implicated in any situation should consult NERC's General Counsel immediately.

II. Prohibited Activities

Participants in NERC activities (including those of its committees and subgroups) should refrain from the following when acting in their capacity as participants in NERC activities (e.g., at NERC meetings, conference calls and in informal discussions):

- Discussions involving pricing information, especially margin (profit) and internal cost information and participants' expectations as to their future prices or internal costs.
- Discussions of a participant's marketing strategies.
- Discussions regarding how customers and geographical areas are to be divided among competitors.
- Discussions concerning the exclusion of competitors from markets.
- Discussions concerning boycotting or group refusals to deal with competitors, vendors or suppliers.

- Any other matters that do not clearly fall within these guidelines should be reviewed with NERC's General Counsel before being discussed.

III. Activities That Are Permitted

From time to time decisions or actions of NERC (including those of its committees and subgroups) may have a negative impact on particular entities and thus in that sense adversely impact competition. Decisions and actions by NERC (including its committees and subgroups) should only be undertaken for the purpose of promoting and maintaining the reliability and adequacy of the bulk power system. If you do not have a legitimate purpose consistent with this objective for discussing a matter, please refrain from discussing the matter during NERC meetings and in other NERC-related communications.

You should also ensure that NERC procedures, including those set forth in NERC's Certificate of Incorporation, Bylaws, and Rules of Procedure are followed in conducting NERC business.

In addition, all discussions in NERC meetings and other NERC-related communications should be within the scope of the mandate for or assignment to the particular NERC committee or subgroup, as well as within the scope of the published agenda for the meeting.

No decisions should be made nor any actions taken in NERC activities for the purpose of giving an industry participant or group of participants a competitive advantage over other participants. In particular, decisions with respect to setting, revising, or assessing compliance with NERC reliability standards should not be influenced by anti-competitive motivations.

Subject to the foregoing restrictions, participants in NERC activities may discuss:

- Reliability matters relating to the bulk power system, including operation and planning matters such as establishing or revising reliability standards, special operating procedures, operating transfer capabilities, and plans for new facilities.
- Matters relating to the impact of reliability standards for the bulk power system on electricity markets, and the impact of electricity market operations on the reliability of the bulk power system.
- Proposed filings or other communications with state or federal regulatory authorities or other governmental entities.
- Matters relating to the internal governance, management and operation of NERC, such as nominations for vacant committee positions, budgeting and assessments, and employment matters; and procedural matters such as planning and scheduling meetings.

2020 State of Reliability Report

Action

Accept

Background

The State of Reliability (SoR) is NERC's independent assessment developed in concert with the Performance Analysis Subcommittee (PAS). The SoR focuses on bulk power system (BPS) performance during the prior year as measured by a predetermined set of reliability indicators and metrics. The objective of the report is to provide objective, credible, and concise information to policy makers, industry leaders, and the NERC Board of Trustees on issues affecting the reliability and resilience of the North American BPS. Specifically, the report:

- Identifies system performance trends and emerging reliability risks,
- Determines the relative health of the interconnected system, and
- Measures the success of mitigation activities deployed.

The key findings and recommendations of the report serve as the technical foundation for NERC's range of risk-informed efforts addressing reliability performance and serve as key inputs to the ERO Reliability Risk Priorities Report prepared by the Reliability Issues Steering Committee. The metrics measured in the report address the characteristics of an adequate level of reliability.

An embargoed draft of the report was provided for technical committee review and feedback in May and endorsed by the Reliability and Security Technical Committee and accepted for submission to the NERC Board of Trustees in early June.

NERC plans to publish the 2020 State of Reliability Report on July 30, 2020.