

## **Minutes**

## **Board of Trustees**

November 5, 2015 | 8:30 a.m. - 12:00 p.m. Eastern

Westin Buckhead Atlanta 3391 Peachtree Road NE Atlanta, GA 30326

#### Call to Order and Chair's Remarks

Mr. Frederick W. Gorbet, Chair, called to order the duly noticed open meeting of the Board of Trustees ("Board") of the North American Electric Reliability Corporation ("NERC" or the Corporation) in Atlanta, Georgia, on November 5, 2015, at 8:30 a.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

### **Board Members:**

Frederick W. Gorbet, Chair

Paul F. Barber

Janice B. Case

Gerald W. Cauley, President and Chief Executive Officer

Robert G. Clarke

**David Goulding** 

**George Hawkins** 

Kenneth G. Peterson

Jan Schori

Roy Thilly

#### **NERC Staff**

Valerie Agnew, Senior Director of Reliability Assurance

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary

Tina Buzzard, Administrative Associate Director

Howard Gugel, Director of Standards

Stan Hoptroff, Vice President and Chief Technology Officer

Mark G. Lauby, Senior Vice President and Chief Reliability Officer

Sonia Mendonca, Vice President of Enforcement and Deputy General Counsel

James Merlo, Senior Director of Reliability Risk Management

Timothy E. Roxey, Vice President and Chief ES-ISAC Operations Officer

Marcus H. Sachs, Senior Vice President and Chief Security Officer

Janet Sena, Senior Vice President and Director of Policy and External Affairs

Michael Walker, Senior Vice President, Chief Financial and Administrative Officer, and Treasurer



## **NERC Antitrust Compliance Guidelines**

Mr. Berardesco noted the public nature of the meeting and directed the participants' attention to the NERC Antitrust Compliance Guidelines, which had been included with the advance meeting materials. He offered to answer any questions at any time regarding antitrust compliance or other matters.

## Welcoming Remarks/Executive Session

Mr. Gorbet welcomed attendees to the meeting. He recognized that John Anderson, a member of the Member Representatives Committee ("MRC") and past chair of the MRC, is retiring, and noted his significant service to NERC and reliability. Mr. Gorbet reported that before the open meeting, as is its custom, the Board met in closed session with NERC management, and subsequently in executive session without NERC management, to review NERC management activities. He reserved the remainder of his comments for the later discussion on the ERO Enterprise Strategic Plan.

## **Consent Agenda**

Upon motion duly made and seconded, the Board approved the consent agenda as follows:

#### **Minutes**

The draft minutes for the August 13, 2015 Board meeting were approved substantially in the form presented to the Board at the meeting.

### **Committee Membership Appointments and Charter Revisions**

#### **Standards Committee Membership**

**RESOLVED**, that the Board hereby approves the election of the following individual to serve as Chair of the Standards Committee ("SC"), for a term ending December 31, 2017:

Brian J. Murphy, NextEra Energy, Inc.

**FURTHER RESOLVED**, that the Board hereby approves the election of the following individual to serve as Vice Chair of the SC, for a term ending December 31, 2017:

Michelle D'Antuono, Occidental Energy Ventures Corp.

#### **Compliance and Certification Committee Charter**

**RESOLVED**, that the Board hereby approves the revised Compliance and Certification Committee ("CCC") charter, substantially in the form presented to the Board at this meeting, to replace the CCC charter approved by the Board on May 7, 2015.



**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution.

## Personnel Certification Governance Committee Membership

**RESOLVED**, that the Board hereby reappoints the following individuals to the Personnel Certification Governance Committee ("PCGC"), each for a term ending December 31, 2017:

- Brett Hallborg, BC Hydro
- Michael Anderson, American Electric Power
- Dave Carlson, Exelon Utilities
- Keith Carman, Tri-State G & T
- Michael Hoke, PJM Interconnections, LLC

**FURTHER RESOLVED**, that the Board hereby appoints the following individual to serve as Chair of the PCGC, for a term ending December 31, 2017:

• Brett Hallborg, BC Hydro

**FURTHER RESOLVED**, that the Board hereby appoints the following individual to serve as Vice Chair of the PCGC, for a term ending December 31, 2017:

Michael Anderson, American Electric Power

## **Critical Infrastructure Protection Committee**

**RESOLVED**, that the Board hereby approves the appointment of the following individual to the Critical Infrastructure Protection Committee ("CIPC"), for a term ending December 31, 2017:

Lisa Carrington, Arizona Public Service

**FURTHER RESOLVED**, that the Board hereby approves the appointment of the following individual to serve as Chair of the CIPC, for a term ending December 31, 2017:

Marc Child, Great River Energy

**FURTHER RESOLVED**, that the Board hereby approves the appointment of the following individuals to serve as Vice Chairs of the CIPC, each for a term ending December 31, 2017:

- David Revill, Georgia Transmission Corporation
- Nathan Mitchell, American Public Power Association



## Remarks by FERC Commissioner Cheryl LaFleur

Commissioner LaFleur recognized the presence of FERC staff and the upcoming retirement of Mr. Anderson and his many contributions to NERC and reliability issues. She noted the number of Reliability Standards presented for approval at this meeting, the transition to Risk Based Registration, and the implementation of risk based compliance and enforcement. Commissioner LaFleur noted that she was comfortable providing NERC with greater discretion in addressing lower risk issues due to NERC's intense focus on higher risk issues. She referenced the "controversial proposals" that FERC recently issued, including those related to supply chain security and data sharing, and opined that she believed they could be addressed through discussion. On the data sharing proposal, Commissioner LaFleur noted the concerns and questions that had already been expressed, but that the purpose of the proposal was to allow for discussion. She urged industry participants to be clear about their concerns and potential alternatives.

## Remarks by Bill Spence

Mr. Cauley introduced Mr. Spence, Chairman, President and CEO of PPL Corporation and Chair of the E-ISAC Executive Committee. Mr. Spence thanked NERC's Board and staff for its support of the E-ISAC, noting that there is a sense of urgency on cybersecurity issues and a need for the power industry to have a leading ISAC. He noted that over the past year, industry and NERC focused on three key initiatives for the E-ISAC, (i) understanding and building its core capabilities, (ii) understanding and enhancing stakeholder use of the E-ISAC, and (iii) identifying how to transform the E-ISIAC into the leading ISAC. Since receiving the recommendations from the E-ISAC strategic review, industry and NERC have been moving forward quickly, and Mr. Spence recognized the Board's support of these efforts, which has been critical in enhancing stakeholder engagement. There is broad industry engagement on the E-ISAC Executive Committee, which is focused on three key priorities, (i) enhancing trust and engagement with industry, (ii) enhancing the Portal, and (iii) enhancing the speed of information distribution. He noted that the CRISP has been integral in addressing the speed of information distribution, with the program being anticipated to have about 30 participants by year end, covering 70% of the nation's customers. Mr. Gorbet thanked Mr. Spence for his leadership and engagement.

### Remarks by Murray Doehler, CAMPUT

Mr. Doehler referenced the continuing commitment of Canadian regulators to the international ERO. He noted that while NERC's processes may sometimes be perceived as complex, they are necessary to maintain international engagement. Mr. Doehler urged continued work on risk based compliance and enforcement, budget efficiencies, and consideration of cost/benefit in drafting Reliability Standards.

### President's Report

Mr. Cauley noted that November 9<sup>th</sup> is the 50<sup>th</sup> anniversary of the 1965 blackout, a key event that affected over 30 million people and led to the first efforts on an industry-wide approach to BPS reliability. He noted the focus on cybersecurity over the past few years, highlighting the positive effects of additional resources and industry/government cooperation such as through



NERC's GridEx. Mr. Cauley reported on his recent visits with Regional Entities, noting the high-quality work being performed at the Regional level. He referenced the progress on risk based compliance and enforcement, including work performed on risk assessment and evaluation of internal controls, but also noted the need to continue the program's maturation. Mr. Cauley expressed his thanks to FERC for the recent orders on the Regional Delegation Agreements, 2016 Business Plan and Budget, and risk based compliance and enforcement.

## **Standards**

Mr. Gugel presented on the following Reliability Standards projects and the 2016-2018 Reliability Standards Development Plan for approval. After discussion, and upon motions duly made and seconded, the Board approved the following resolutions:

## Revisions to Definitions in the NERC Glossary of Terms

**WHEREAS**, the NERC Standards Committee initiated the "Alignment of Terms" project to better align the defined terms found in the NERC Glossary of Terms ("Glossary") with those in the NERC Rules of Procedure.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby adopts proposed revisions to definitions of the following terms in the Glossary, as presented to the Board at this meeting:

Blackstart Resource

**Bulk Power System** 

Cascading

Distribution Provider

Element

**Generator Operator** 

Generator Owner

Interchange Authority

Interconnected

**Operations Service** 

Interconnection

Load-Serving Entity

**Planning Authority** 

Point of Receipt

**Reactive Power** 

Real Power

Reliability Coordinator

Reliability Standard

Reliable Operation

Reserve Sharing Group

Resource Planner

System Operating Limit

Transmission Customer Transmission Operator Transmission Owner Transmission Planner Transmission Service

Provider



**FURTHER RESOLVED**, that the Board hereby approves the associated implementation plan, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolutions.

Reliability Standard PRC-005-6—Protection System, Automatic Reclosing, and Sudden Pressure Relaying Maintenance

**RESOLVED**, that the Board hereby adopts proposed Reliability Standard PRC-005-6, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the associated implementation plan, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the Violation Risk Factors and Violation Severity Levels for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the following Reliability Standards proposed for retirement, as presented to the Board at this meeting:

PRC-005-5

PRC-005-4

PRC-005-3(ii)

PRC-005-3(i)

PRC-005-3

PRC-005-2(ii)

PRC-005-2(i)

PRC-005-2

PRC-005-1.1b

PRC-008-0

PRC-011-0

PRC-017-0

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolutions.



# Reliability Standard BAL-002-2—Disturbance Control Standard-Contingency Reserve for Recovery from a Balancing Contingency Event

**RESOLVED**, that the Board hereby adopts proposed Reliability Standard BAL-002-2, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the associated implementation plan for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the new NERC Glossary definitions, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the Violation Risk Factors and Violation Severity Levels for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the retirement of the BAL-002-0 and BAL-002-1 Reliability Standards, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with applicable regulatory authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolutions.

### Reliability Standard MOD-031-2—Demand and Energy Data

**RESOLVED,** that the Board hereby adopts proposed Reliability Standard MOD-31-2, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the associated implementation plan for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the Violation Risk Factors and Violation Severity Levels for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the retirement of the MOD-031-1 Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with applicable regulatory authorities and take such further actions and make such



further filings as are necessary and appropriate to effectuate the intent of the foregoing resolutions.

## Reliability Standard PRC-027-1—Coordination of Protection Systems for Performance During Faults

**RESOLVED,** that the Board hereby adopts the proposed Reliability Standard PRC-027-1, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the associated implementation plan for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the new NERC Glossary definition, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the Violation Risk Factors and Violation Severity Levels for the proposed Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the retirement of the PRC-001-1.1(ii) Reliability Standard, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with applicable regulatory authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolutions.

## 2016-2018 Reliability Standards Development Plan

**RESOLVED**, that the Board hereby adopts the proposed 2016-2018 Reliability Standards Development Plan, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with applicable regulatory authorities, and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolutions.

## **Risk-Based Registration**

Ms. Agnew presented the Risk-Based Registration Whitepaper, referencing the full presentation at the previous day's MRC meeting. Mr. Cauley noted the fundamental approach was to better focus registration requirements, but that more work needed to be performed going forward, including potentially focusing on specific classes of registered entities. After discussion, and upon motion duly made and seconded, the following resolutions were approved:



**RESOLVED**, that the Board hereby accepts the Whitepaper to the Board of Trustees on Risk-Based Registration, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby endorses the recommendations set forth in the report, as presented to the Board at this meeting.

## **Compliance Guidance Policy**

Ms. Agnew introduced Mr. Sylvain Clermont, MRC Chair, who led the working group on compliance guidance. He referenced the presentation at the previous day's MRC meeting, noting that the MRC had endorsed the Board's acceptance of the proposed policy. Upon motion duly made and seconded, the following resolutions were approved:

**RESOLVED**, that the Board hereby accepts the Compliance Guidance Policy, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby endorses the recommendations as set forth in the Compliance Guidance Policy, as presented to the Board at this meeting.

# Rules of Procedure Amendments – Alignment of Terms, CIP Version 5 Compatibility, and Periodic Review of Reliability Standards

Mr. Gugel presented the proposed Rules of Procedure amendments, which had been included in the advance meeting materials and had been posted for comments in accordance with NERC policies. Upon motion duly made and seconded, the following resolutions were approved:

**RESOLVED**, that the Board of Trustees hereby approves the proposed amendments to the NERC Rules of Procedure, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with applicable regulatory authorities, and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution

### 2015 ERO Reliability Risk Priorities: RISC Recommendations

Mr. Peter Brandien, Chair of the Reliability Issues Steering Committee ("RISC"), presented the RISC-endorsed 2015 ERO Reliability Risk Priorities, noting that they had been reviewed at the previous day's MRC meeting. He expressed his thanks to NERC staff supporting the RISC's work. Mr. Cauley noted that the document should be considered the "guiding document" for the ERO risk profile. Upon motion duly made and seconded, the following resolution was approved:

**RESOLVED**, that the Board hereby accepts the 2015 ERO Reliability Risk Priorities: RISC Recommendations to the Board and technical supplement, as presented to the Board at this meeting.



## **ERO Enterprise Strategic Planning**

Mr. Lauby summarized the 2016-2019 ERO Enterprise Strategic Plan (the "Plan") document and related metrics, noting that they had been reviewed at the previous day's MRC meeting. Mr. Cauley noted the collaboration amongst the ERO Enterprise and consensus around the Plan and related metrics, and that it should be a valuable guiding document for the Regional Entities. Mr. Gorbet noted the comments from CEA and the need for enhancing the alignment of goals and metrics. Mr. Thilly recommended the tightening of certain metrics and the inclusion of supplemental information on the state of current metrics for evaluative purposes.

Mr. Gorbet referenced the joint meeting of the ERO Enterprise board leadership, and noted that the meeting had focused on the changing resource mix and the FERC data sharing proposed rule. He referenced Commissioner LaFleur's comment on NERC's appropriate focus on greater risk areas, and noted that NERC is evolving, because of its risk based approach, to become more forward looking – trying to "get ahead of the curve" analytically. Mr. Gorbet stated that the approach is enabled by involvement of experts, NERC's independence and the availability of industry data, noting that NERC had built a trusting environment with stakeholders to better enable access to timely, high-quality data. He expressed his concern that a FERC rule mandating data access would create a chilling effect on industry data sharing, noting perceptions related to use of data for enforcement and confidentiality concerns, and an overall concern about FERC, as a government regulator, moving to intercept the data stream. Mr. Gorbet stated that this could compromise the ERO's role, which is one that FERC wants NERC to perform. He stated that he takes the need to provide alternative approaches seriously and is hopeful that there can be a positive way forward.

Mr. Cauley noted that while there is regulatory oversight of a complex industry, a key part of the success of that oversight is trust. NERC's ability to be a data-driven organization is based in large part on industry trust. He expressed his concern that if the FERC proposal is adopted, there will be a move back to a more traditional regulatory model regarding industry data sharing, which would adversely affect NERC's efforts.

After discussion, and upon motion duly made and seconded, the following resolutions were approved:

**RESOLVED**, that the Board hereby approves the proposed ERO Enterprise Strategic Plan 2016-2019, substantially in the form presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the proposed 2016 ERO Enterprise and Corporate Metrics, substantially in the form presented to the Board at this meeting.

### Section 1600 Data Request

Mr. Merlo presented the proposed actions relating to Section 1600 data requests, noting that the detailed information was included in the advance meeting materials. After discussion, and upon motion duly made and seconded, the following resolutions were approved:



**RESOLVED**, that the Board hereby approves the collection of performance data from wind power plants as an addition to the existing Section 1600 Generator Availability Data System data request, as presented to the Board at this meeting.

**FURTHER RESOLVED**, that the Board hereby approves the removal of the request to collect transmission Planned Outages data for the Transmission Availability Data System from the Section 1600 Transmission Availability Data System data request, as presented to the Board at this meeting.

## Southwest Power Pool, Inc. Amendments to Bylaws

Mr. Berardesco summarized the proposed amendments to the Southwest Power Pool, Inc. ("SPP") Bylaws. He stated that NERC staff reviewed the proposed revisions to the Bylaws to ensure that they met the criteria set forth in the Regional Delegation Agreement between NERC and SPP and any other applicable regulations, and found no discrepancies. He recommended the proposed revisions for approval. Upon motion duly made and seconded, the following resolution was approved:

**RESOLVED**, that the Board hereby approves the amended and restated Southwest Power Pool, Inc. Bylaws, as presented to the Board at this meeting.

## **Standing Committee Reports**

Representatives of the Standing Committees provided reports to the Board highlighting items from their written reports, which had been included with the advance meeting materials.

## **Operating Committee**

Jim Case, Committee Chair, summarized several key efforts, including the essential reliability services task force report, the frequency response initiative in the Eastern Interconnection, and field tests of possible Reliability Standards.

## **Planning Committee**

Brian Evans Mongeon, Committee Vice Chair, summarized the written report, including efforts on the Long Term Reliability Assessment.

## **Critical Infrastructure Protection Committee**

Chuck Abell, Committee Chair, summarized and highlighted portions of the written report.

### **Member Representatives Committee**

Mr. Clermont, MRC Chair, summarized the issues that had been discussed at the MRC meeting on the previous day, highlighting the discussions on compliance guidance. On the pending FERC notice of proposed rulemaking on data access, he urged all commentators to provide constructive commentary. Mr. Gorbet congratulated the new MRC leadership on their elections.

#### **Personnel Certification Governance Committee**



Michael Anderson, Committee Vice Chair, summarized the written report, noting the pass rates, an improved budgeting process, and internal audit results.

#### **Standards Committee**

Fred Plett, Committee Vice Chair, referenced the written report, and also expressed his congratulations and appreciation to Mr. Anderson on his retirement.

## **Reliability Issues Steering Committee**

Mr. Brandien, Committee Chair, discussed the Committee's focus for the remainder of 2015, and efforts to modify the annual schedule to allow for earlier input into the NERC Strategic Plan.

## **Compliance and Certification Committee**

Ms. Patti Metro, Committee Chair, noted the Committee's written report and requested approval of the Committee's 2016 Work Plan. Upon motion duly made and seconded, the following resolution was approved:

**RESOLVED**, that the Board, upon recommendation of the Compliance and Certification Committee ("CCC"), hereby approves the CCC 2016 Work Plan, as presented to the Board at this meeting.

## **Electricity Sub-Sector Coordination Council**

Mr. Cauley referenced the earlier report from Mr. Spence, and noted the active engagement of industry chief executives. David Ortiz, of the Department of Energy, summarized his office's work in the cybersecurity arena.

### Forum and Group Reports

## **North American Energy Standards Board**

Michael Desselle, NAESB Chair, referenced NAESB's written report and noted the continuing work on the MOD standards and contract path issues.

## **North American Generator Forum**

Allen Schriver, Forum CEO, referenced the written report.

#### **North American Transmission Forum**

Tom Galloway, Forum CEO, referenced the Forum's written report, noting the addition of new members, the cold weather seminar, the comprehensive resiliency seminar, and the evaluation of the Forum's role in the development of compliance guidance.

## **Regional Entity Management Group**

Scott Henry, Group Chair, referenced the written report, noting the active engagement of the REMG executives on ERO Enterprise priority areas, the decline in the number of severe events, the evaluation of opportunities for efficiencies, and working across the Regions and the importance of



allowing for regional differences. As he stepped down as the REMG chair, Mr. Henry expressed his thanks to Carter Edge, Andrea Koch, and Erika Chanzes.

## **Board Committee Reports**

#### **Corporate Governance and Human Resources Committee**

Ms. Schori, Committee Chair, summarized the Committee's meeting from the prior day. She presented the proposed Trustee compensation philosophy that would be included in the NERC Governance Guidelines, incorporating the MRC leadership's suggestions. Upon motion duly made and seconded, the following resolution was approved:

**WHEREAS**, the Board's Corporate Governance and Human Resources Committee (the "CGHRC") is required to annually review the compensation program for independent Trustees and to make recommendations to the Board, as appropriate.

**WHEREAS**, the CGHRC, upon the Board's direction, has developed and recommended an independent Trustee compensation philosophy to be included as Section 16 of the NERC Governance Guidelines.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves the independent Trustee compensation philosophy to be included in the NERC Governance Guidelines, as presented to the Board at this meeting.

Ms. Schori also presented proposed modifications to the Committee's Mandate. Upon motion duly made and seconded, the following resolution was approved:

**RESOLVED**, that the Board hereby approves the revised Corporate Governance and Human Resources Committee Mandate, as presented to the Board at this meeting.

### **Compliance Committee**

Ms. Case, Committee Chair, summarized the recent closed executive and open sessions of the Committee, including the work on compliance metrics, implementation of CIP v5 and CIP 14, and the updates on the risk based compliance and enforcement program.

#### **Finance and Audit Committee**

Mr. Thilly, Committee Chair, requested Board acceptance of the third quarter statement of activities, noting NERC's staff's excellent work. Upon motion duly made and seconded, the following resolution was approved:

**RESOLVED**, that the Board, upon recommendation of the Finance and Audit Committee, hereby accepts the NERC Third Quarter 2015 Unaudited Statement of Activities, as presented to the Board at this meeting.



Mr. Thilly noted that the Committee had recommended an update to its Mandate and had approved engaging Grant Thornton for the 2015 audits.

## **Enterprise-wide Risk Committee**

Mr. Goulding, Committee Chair, reported that the Committee had met in a closed meeting and received updates on the current year audit plan, activities related to prior audits, risk management activities, and the work of the CCC. The Committee also recommended revisions to its Mandate.

## **Standards Oversight and Technology Committee**

Mr. Peterson, Committee Chair, reported that the Committee continues to monitor the overall Information Technology plan, and had recommended revisions to its Mandate.

#### **Nominating Committee**

Mr. Barber, Committee Chair, reported on the Committee's efforts.

## **Closing Remarks**

In his closing remarked, Mr. Gorbet acknowledged the NERC staff who worked on the meeting and noted the outstanding presentations at the meeting. He commented that NERC has progressed a great deal over the last several years and is well positioned to address upcoming reliability issues.

## Adjournment

There being no further business, and upon motion duly made and seconded, the meeting was adjourned.

Submitted by,

Charles A. Berardesco Corporate Secretary