

Minutes Board of Trustees

February 13, 2025 | 10:30 a.m. –1:00 p.m. Eastern

In-Person

JW Marriott Miami
1109 Brickell Ave
Miami, FL 33131

Call to Order

Mr. Kenneth W. DeFontes, Jr., Chair, called to order the duly noticed open meeting of the Board of Trustees (the Board) of the North American Electric Reliability Corporation (NERC or the Corporation) on February 13, 2025, at approximately 10:30 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Board Members

Kenneth W. DeFontes, Jr., Chair
Suzanne Keenan, Vice Chair and Chair Elect
Robert G. Clarke
George S. Hawkins
Larry Irving
Susan Kelly
Robin E. Manning
Jim Piro
James B. Robb, President and Chief Executive Officer
Kristine Schmidt
Colleen Sidford

NERC Staff

Tina Buzzard, Director, Board Operations and Corporate Governance
Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC
Mathew Duncan, Vice President, E-ISAC Security Operations and Intelligence
Shamai Elstein, Associate General Counsel
Howard Gugel, Senior Vice President, Regulatory Oversight
Kelly Hanson, Senior Vice President and Chief Operating Officer
Fritz Hirst, Vice President, Government Affairs
Stan Hoptroff, Vice President, Business Technology
Soo Jin Kim, Vice President, Engineering and Standards
Mark G. Lauby, Senior Vice President and Chief Engineer
Kimberly Mielcarek, Vice President, Communications
Sônia Rocha, Senior Vice President, General Counsel, and Corporate Secretary
Liz Saunders, Vice President, People and Culture
Andy Sharp, Vice President and Chief Financial Officer
Bluma Sussman, Vice President, E-ISAC Stakeholder Engagement

NERC Antitrust Compliance Guidelines

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package and indicated that all questions regarding antitrust compliance or related matters should be directed to Ms. Rocha.

Introduction and Chair's Remarks

Mr. DeFontes welcomed the attendees to the meeting. He acknowledged that Mr. Clarke was retiring from the Board and recognized his contributions to the Board and NERC overall. Upon motion duly made and seconded, the Board approved the following resolution in Mr. Clarke's honor:

WHEREAS, Robert G. Clarke has served as a member of the Board of Trustees of the North American Electric Reliability Corporation (NERC) for 12 years, including having served as Vice Chair of the Board, and the Chair of the Finance and Audit Corporate Governance and Human Resources, and Nominating Committees; and

WHEREAS, as chair of the Corporate Governance and Human Resources Committee, Mr. Clarke provided leadership and guidance in the market compensation framework for both the Board of Trustees and NERC Executive Team, benchmarking criteria and supporting processes. He also played a pivotal role in the development of strategies and surveys to measure management and board effectiveness; and

WHEREAS, as chair of the Finance and Audit Committee, Mr. Clarke led the Committee in ensuring a strong finance and accounting internal control environment by providing oversight of NERC finance and accounting procedures, as well as enhancing the quality and transparency of NERC's business plan and budget process, bringing a strong sense of fiscal responsibility and accountability to that process including aligning strategic priorities with resource allocation, leading to clear, FERC approved business plans and budgets; and

WHEREAS, as chair of the Nominating Committee, Mr. Clarke led the successful searches for Trustees, having brought historical perspective and sensitivity to tradition while also leading the development and implementation of the new expanded level of attributes, skillsets and dashboard tools to ensure a diverse and experienced Board able to address the emerging risks to the bulk power system; and

WHEREAS, Mr. Clarke provided invaluable counsel and advice to the Board Chair during his tenure as Vice Chair; and

WHEREAS, Mr. Clarke has been a valued colleague and a good friend to the members of NERC's Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the North American Electric Reliability Corporation does hereby convey its deepest gratitude to Robert G. Clarke for his years of distinguished service and honors him on the occasion of his retirement as a member of the Board of Trustees.

Mr. DeFontes also recognized Jennifer Flandermeyer for her work as chair of the Member Representatives Committee MRC and presented her with a plaque.

Consent Agenda

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

Minutes

The draft minutes for the December 10, 2024 and January 10, 2025 meetings were approved as presented to the Board at this meeting.

Committee Membership and Charter Amendments

Reliability and Security Technical Committee Membership and Charter Amendments

RESOLVED, that the Board hereby appoints the following individuals to the Reliability and Security Technical Committee (“RSTC”) as follows, each for a two-year term ending December 31, 2027:

Sector Elected Members	
1. Investor-owned utility	Todd Lucas* (Southern Company)
2. State/municipal utility	Scott Klauminzer (Tacoma Public Utilities Tacoma Power)
3. Cooperative utility	Marc Child* (Great River Energy)
4. Federal or provincial utility/Federal Power Marketing Administration	Gayle Nansel (Western Area Power Administration)
5. Transmission dependent utility	Nicola Parrota* (Taunton Municipal Lighting Plant)
6. Merchant electricity generator	Srinivas Kappagantula* (Arevon Energy)
7. Electricity Marketer	Mohammad Awad (Evergy)
8. Large end-use electricity customer	Vacant
9. Small end-use electricity customer	Darryl Lawrence* (Pennsylvania Office of Consumer Advocate)
10. Independent system operator/regional transmission organization	Drew Bonser (ERCOT)
12. State Government	Christine Ericson* (Illinois Commerce Commission)
At-large Members	
David Jacobson*	Manitoba Hydro
Kevin Conway	Western Power Pool
David Wand	New Jersey Division of Rate Counsel
Cezar Panait*	Minnesota Public Utilities Commission
Marc-Antoine Roy*	Hydro Quebec
David Jacobson*	Manitoba Hydro
Kevin Conway	Western Power Pool
David Wand	New Jersey Division of Rate Counsel
Non-voting Members	
Kal Ayoub (FERC)	United States Federal Government
Bradley Little (Natural Resources Canada)	Canadian Federal Government

Reliability Issues Steering Committee Membership

RESOLVED, that the Board hereby appoints to the Reliability Issues Steering Committee (“RISC”) the following At-Large and Member Representatives Committee (MRC) representatives for a two-year term concluding January 31, 2027 and the Standing Committees representatives for a one-year term concluding January 31, 2026:

At-Large Members

- Joe Sowell, Georgia Transmission Corporation
- Lee Ragsdale, North Carolina Electric Membership Corporation
- Nelson Peeler, Duke Energy
- Tom Galloway, NATF
- Chris Lincoln, New Brunswick Power
- Tim Kelley, SMUD
- Brian Slocum, ITC Holdings, Past Chair
- Felek Abbas, Southwest Power Pool
- John Babik, JEA
- Maurice Moss, American Clean Power Association
- Margaret Albright, Bonneville Power Admin

MRC Members

- Srinivas Kappagantula, Director, Regulatory Affairs, Arevon
- Colin Hansen, CEO and General Manager, KPP Energy

Standing Committees

- Scott Tomashefsky, Compliance and Certification Committee
- John Stephens, Reliability and Security Technical Committee
- Todd Bennett, Standards Committee

Personnel Certification and Governance Committee Membership

RESOLVED, that the Board hereby appoints the following individuals to serve as the chair and vice chair of the Personnel Certification and Governance Committee as follows:

Member Type/Term	Name/Organization
Proposed Chair Term expiring December 31, 2026	Michael Hoke, PJM Interconnection
Proposed Vice Chair Term expiring December 31, 2026	Marty Sas, SERC Reliability Corporation

Governance Documents Amendments

Northeast Power Coordinating Council, Inc. Amended Bylaws

RESOLVED, that the Board hereby approves the amended Northeast Power Coordinating Council, Inc. bylaws, substantially in the form 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 resolution.

Regular Agenda

Remarks by Tricia Pridemore, Commissioner, Georgia Public Service Commission, and NARUC

President

Mr. Robb introduced Ms. Pridemore, noting that this marks the first time the president of NARUC attended a NERC meeting. Ms. Pridemore remarked on the common issues facing NERC and state commission, including increased demand, large loads, gas-electric coordination, and resource adequacy, and looked forward to increased engagement between state commissions and NERC. She discussed the various initiatives underway at NARUC to address these challenges. Ms. Pridemore commented the ITCS and stakeholder feedback to NERC as valuable to many state commissions as they consider infrastructure needs.

Remarks by Derek Olmstead, President and CEO Alberta MSA, CAMPUT Representative

Mr. DeFontes introduced Mr. Olmstead, CAMPUT Representative to NERC. Mr. Olmstead thanked the Board for opportunity to offer remarks and NERC management for its continued engagement with Canadian regulators. He noted NERC's participation at a senior level with Canadian regulators. Mr. Olmstead discussed Canada's complex regulatory structure and the common interest in addressing the challenges facing the electric industry.

President's Report

Mr. Robb provided the president's report. He paused for a moment of silence to acknowledge several tragedies, including the recent hurricanes, wildfires, and the plane crash in Washington, DC. He welcomed the guest speakers to the meeting, recognized Commissioner Willie Phillips of the Federal Energy Regulatory Commission (FERC or Commission) for his work as Chairmen, and congratulated Chairmen Mark Christie upon his recent appointment as chair of the Commission and Kal Ayoub upon his recent appointment to Director of the FERC Office of Electric Reliability. Mr. Robb noted the recent FERC order on NERC's Five-Year Performance Assessment, which included a supplement related to the use of an abeyance period that should address friction in Reliability Standards development. He also stressed his appreciation for continued collaboration with NARUC and Canadian regulators.

Mr. Robb paused his report at this time to allow Mr. Armando Pimentel, President and CEO, Florida Power & Light Company, to provide remarks.

Remarks by Armando Pimentel, President and CEO, Florida Power & Light Company

Jim introduced Mr. Pimentel. Mr. Pimentel described Florida Power & Light Company and its affiliated companies. He noted the tremendous growth in Florida Power & Light Company's service territory and the need for a diversified fleet of generation resources to address weather resiliency and other reliability challenges. He discussed Florida Power & Light Company's work with its regulators to invest in infrastructure to ensure resiliency of its system while supplying affordable electricity to its customers. Mr. Pimentel also discussed Florida Power & Light Company's strategic focus on NERC compliance and the forming of the NERC Information Command Center (NICC) to monitor compliance. Other utilities looking at our model.

President's Report (continued)

Following Mr. Pimentel's remarks, Mr. Robb resumed the president's report. Mr. Robb discussed the grid's performance during recent cold weather events, noting that NERC and FERC will conduct a joint performance assessment on these events to begin in the near future, with any findings reported this Spring. He also discussed the

Board's use of Section 321 of the NERC Rules of Procedure to address FERC directives on the cold weather standard, EOP-012-2. Mr. Robb remarked that this was the second time the Board used 321 in recent months but stressed that NERC is still committed to our collaborative, stakeholder process. Mr. Robb also discussed NERC initiative to work with stakeholders to modernize the Reliability Standards development process. He stressed the value of bringing experts together from various areas, some of whom are not typically in NERC's ecosystem, and NERC's expectation that attendees act professionally at NERC events. Mr. Robb provided an update on the three year plan for 2026-2028 and thanked those stakeholders that participation in sector-by-sector meetings. He noted that NERC is working to incorporate much of the feedback.

Finally, Mr. Robb recognized Mr. DeFontes, as outgoing board chair; Mr. Clarke, who leaves the Board having served his maximum term limit; Ms. Jennifer Flandermeyer, outgoing chair of the Member Representatives Committee, and Mr. Hoptroff, who would soon be retiring from NERC.

Upon motion duly made and seconded, the Board approved the following resolution in Mr. Hoptroff's honor:

WHEREAS, Stan Hoptroff, has served as the Vice President, Business Technology, of the North American Electric Reliability Corporation and led the company's Business Technology department since 2015;

WHEREAS, externally, Mr. Hoptroff transformed NERC's CMEP process with the innovative implementation of Align and the Secure Evidence Locker. Mr. Hoptroff was integral in identifying and implementing technology to reduce reliability risk and significantly advance NERC's effectiveness and stature in furtherance of its mission; and

WHEREAS, internally, Mr. Hoptroff consistently demonstrated the qualities of a remarkable leader, inspiring and guiding others with vision and integrity. As a mentor, coach and advisor his wisdom and dedication have profoundly impacted the growth and success of those fortunate enough to learn from him; and

WHEREAS, Mr. Hoptroff's prior extensive experience at the highest levels of industry have been invaluable in shaping our vision and decision-making. The strategic counsel he provided has elevated our operations and driven success across the entire company; and

WHEREAS, Mr. Hoptroff's collaborative spirit and genuine support have made him a trusted colleague and cherished friend to both NERC's Board of Trustees and management; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the North American Electric Reliability Corporation does hereby convey its deepest gratitude to Stan Hoptroff for his years of commitment and exemplary service, and honors him on the occasion of his retirement as Vice President, Business Technology.

Mr. Robb concluded his report with an update on the search for replacements for Mr. Hoptroff and Mr. Cancel.

Mr. Robb then introduced Mr. Jim Albright, President and CEO of Texas RE and co-chair of the ERO Executive Group. Mr. Albright remarked on the importance of the collective work of the ERO Enterprise and the need to celebrate collaboration. He noted that the joint board meeting held in the Fall of 2024 brought great alignment across the ERO Enterprise. He also pointed to the collaborative review and assessment of the large load disturbance and the state and provincial collaboration group.

Report on February 10-11, 2025 Closed Meetings

Mr. DeFontes reported that on February 10 and 11, 2025 the Board met in closed session with NERC management to review NERC management activities. On February 10 and 11, the Board held a strategy session with NERC management to explore strategic issues before NERC and provided guidance to the executive team, including on the

development of the next three-year plan for 2026-2028. In a separate closed meeting on February 11, 2025, the Board discussed the renewal of the Regional Delegation Agreements and discussed matters for this meeting. The Board adjourned into executive sessions with the General Counsel and the CEO, and with the General Counsel separately, to discuss confidential matters. The Board also adjourned into executive session to discuss confidential matters.

Election and Appointment of Board Chair and Vice Chair, Board of Trustees Committee Assignments and NERC Officers—Approve

Mr. DeFontes presented the recommendations for Board officers, noting that Ms. Keenan is succeeding him as Chair and Mr. Hawkins will serve as Vice Chair. Ms. Keenan presented the recommendations for Board committee assignments. Mr. Robb presented the proposed slate of NERC officers. After discussion, and upon motion duly made and seconded, the Board approved the following resolutions:

RESOLVED, that the Board hereby elects the following officers of the Corporation for 2025:

- Suzanne Keenan, Chair
- George S. Hawkins, Vice Chair
- James B. Robb, President and Chief Executive Officer

FURTHER RESOLVED, that the Board, upon recommendation of the President, hereby appoints the following individuals as officers of the Corporation for 2025:

- Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC
- Howard Gugel, Senior Vice President, Regulatory Oversight
- Kelly Hanson, Senior Vice President and Chief Operating Officer
- Mark G. Lauby, Senior Vice President and Chief Engineer
- Sonia Rocha, Senior Vice President, General Counsel, and Corporate Secretary
- Andy Sharp, Vice President and Chief Financial Officer
- Camilo Serna, Senior Vice President, Strategy and External Engagement

FURTHER RESOLVED, that the Board, upon recommendation of the Chair, hereby approves the following 2025 Board Committee Assignments, as presented to the Board at this meeting.

Chair: Suzanne Keenan

Vice Chair: George S. Hawkins

Immediate Past Chair: Kenneth W. DeFontes, Jr.

Corporate Governance and Human Resources

Chair: Kristine Schmidt

Jane Allen

Kenneth W. DeFontes, Jr.

George S. Hawkins

Finance and Audit

Chair: Colleen Sidford

Robin E. Manning

Regulatory Oversight

Chair: Robin E. Manning

Kenneth W. DeFontes, Jr.

George S. Hawkins

Susan Kelly

Enterprise-wide Risk

Chair: Jim Piro

Jane Allen

Jim Piro
Kristine Schmidt

Technology and Security

Chair: Jane Allen

Larry Irving
Susan Kelly
Jim Piro

Larry Irving
Colleen Sidford

Nominating Committee

Chair: Larry Irving

Jane Allen
Kenneth W. DeFontes, Jr.
George S. Hawkins
Susan Kelly
Robin E. Manning
Colleen Sidford

MRC Members

John Haarlow, MRC Chair
Matthew Fischesser, MRC Vice Chair
Joel Dembowski
Jason Marshall

Related Assignments

- **Standards Committee Observer:** Susan Kelly
- **Reliability and Security Technical Committee Observer:** Susan Kelly
- **International Liaison:** Colleen Sidford
- ***Ex-officio* all committees:** Suzanne Keenan

Mr. DeFontes reflected on accomplishments during his four years as Board chair and thanked the Board and NERC and Regional entity staff and remarked on the valuable engagement of stakeholders. Ms. Keenan thanked Mr. DeFontes for all his contributions to the Board and NERC. Upon motion duly made and seconded, the Board approved the following resolution in Mr. DeFontes' honor:

WHEREAS, Kenneth W. DeFontes, Jr. has served as a member of the Board of Trustees of the North American Electric Reliability Corporation (NERC) for 9 years, including serving as Chair of the Board of Trustees the last four years from 2021-2025; and

WHEREAS, Mr. DeFontes as Chair of the Board of Trustees valued the outreach of the Board and established regular meetings with the Boards of the Regional Entities, with the U.S. and Canadian Regulators, as well as increased engagement with industry trade associations, and established joint meetings with the Member Representatives Committee, each proving an enhanced forum for collaboration and communication regarding issues facing the North American bulk power system; and

WHEREAS, Mr. DeFontes as Chair, provided leadership and courage to rethink historical norms to help position NERC to succeed by developing the Standards Proposal Advisory Group mapping out ways to increase the agility of the Standards Development Process, and directing the creation of the Modernize Standard Processes and Procedures (MSPP) Task Force to recommend a modernized standard development process that continues to have the earmarks of industry engagement while ensuring that Standard development can be completed in a timely manner; directing the creation of the Regulatory Oversight Committee to help oversee this critical initiative; and

WHEREAS, Mr. DeFontes as Chair, provided invaluable guidance and counsel to the NERC President and CEO and management as they navigated the unfamiliar territory of a pandemic, leading to a

transformational work force model focused on balancing organizational health with employee productivity; and spearheading the development of the organization's first ever three-year business plan; and broadly engaging the Board in strategic planning; and

WHEREAS, Mr. DeFontes, is a valued colleague and friend to the members of NERC's Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the North American Electric Reliability Corporation does hereby convey its deepest gratitude to Kenneth W. DeFontes, Jr. for his exemplary performance as the Chair of the NERC Board of Trustees.

Board Committee Reports

Corporate Governance and Human Resources Committee

Mr. Hawkins, Committee Chair, reported on recent Corporate Governance and Human Resources Committee meetings. At its February 12, 2025 open meeting, the Committee reviewed the proposed Board committee and full Board annual evaluation and committee mandate review processes for 2025, received a report on the Annual Conflict of Interest and Independence Report, reviewed the results of the Standing Committee self-assessments, hearing from each Standing Committee chair, and received an update on NERC's people and culture initiatives.

Regulatory Oversight Committee

Mr. Manning, Committee Chair, reported on recent Regulatory Oversight Committee meetings. At its January 10, 2025 open meeting, the Committee recommended that the Board use its authority under Section 321 of the Rules of Procedure to address FERC directives to modify cold weather Reliability Standards EOP-012. At its February 11, 2025 closed meeting, the Committee discussed the Registered Ballot Body, DER aggregators and emerging regulatory risks. At its February 12 open meeting, the Committee received an update on Reliability Standards development, Align, and the Compliance Monitoring and Enforcement Program.

Finance and Audit Committee

Mr. Piro, Committee member, reported on recent Finance and Audit Committee meetings. At its February 11, 2025 closed meeting, the Committee received an update on the current Investment Policy and Fund performance and Internal Audit provided the Committee with an update on assurance activities and audit plan status. At its February 12, 2025 open meeting, the Committee reviewed and recommended Board acceptance of (i) the NERC Fourth Quarter 2024 Unaudited Summary of Results; and (ii) the NERC and Regional Entity Combined (ERO) Fourth Quarter 2024 Unaudited Summary of Results. Management also provided an update on the preparation of the draft 2026 Business Plan and Budget and the development of the next three-year plan for 2026-2028. Upon motion duly made and seconded, the Board approved the following resolution:

RESOLVED, that the Board, upon recommendation of the FAC, hereby accepts the 2024 NERC, Combined ERO Enterprise, and Regional Entity Unaudited Statement of Activities, as presented to the Board at this meeting.

Enterprise-wide Risk Committee

Mr. Piro, Committee chair, reported on recent Enterprise-Wide Risk Committee meetings. At its February 11, 2025 closed meeting, the Committee discussed the top risks facing the company, federal policy and engagement, the ERM program maturity assessment and workplan, and the corporate compliance workplan, and received a report from the Align assurance group, the CCC, and ERO Enterprise oversight principles.

Technology and Security Committee

Mr. Piro, Committee member, reported on recent Technology and Security Committee meetings. At its February 12, 2025 open meeting, the Committee received an update from the NERC Business Technology group on its

implementation of the ERO Enterprise Business Technology Strategic Plan and discussed the results of the 2024 ERO Enterprise Business Technology client survey. The Committee also received a report from the E-ISAC on the threat landscape and their initiative to enhance the stakeholder experience.

Nominating Committee

Mr. Irving, Committee Chair, reported on recent Nominating Committee activities. He noted that the Committee reviewed potential candidates for the Board to replace Mr. Clarke but decided not to select a new candidate at this time. Given changes in industry, the Committee decided to defer the decision for additional review.

Semi-Annual Reports to the Board

Reliability and Security Technical Committee

Mr. Rich Hydzik, Committee Chair, highlighted the recent work of the Committee. Mr. Hydzik then presented the proposed 2025 Committee strategic plan and the elevation of the Committee Supply Chain Working Group to a subcommittee for the Board's approval. Upon motion duly made and seconded, the Board approved the following resolutions:

RESOLVED, that the Board hereby approves the RSTC 2025 Strategic Plan, substantially in the form presented to the Board at this meeting.

RESOLVED, that the Board hereby approves the elevation of the Reliability and Security Technical Committee Supply Chain Working Group to a Subcommittee.

Personnel Certification Governance Committee

Mr. Michael Hoke, Committee Chair, reported on the purpose and activities of the Committee and its two working groups. Mr. Hoke then presented the proposed 2025 Committee work plan and the modifications to the System Operator Certification (SOC) Program Manual for the Board's approval. Upon motion duly made and seconded, the Board approved the following resolutions:

RESOLVED, that the Board hereby approves the Personnel Certification Governance Committee 2025 Work Plan, substantially in the form presented to the Board at this meeting.

RESOLVED, that the Board hereby approves the revised System Operator Certification Program Manual, substantially in the form presented to the Board at this meeting, to replace the System Operator Certification Manual approved by the Board on February 15, 2024.

Standards Committee

Mr. Todd Bennet, Committee chair, provided an update on the activities of the Committee. He then presented the 2025-2027 SC Strategic Work Plan for the Board's approval. Upon motion duly made and seconded, the Board approved the following resolutions:

RESOLVED, that the Board hereby approves the Standards Committee 2025-2027 Strategic Work Plan, substantially in the form presented to the Board at this meeting.

Compliance and Certification Committee

Mr. Scott Tomashefsky, Committee Chair, provided an update on the activities of the Committee. Mr. Tomashefsky then presented the proposed 2025 Committee work plan for the Board's approval. Upon motion duly made and seconded, the Board approved the following resolution:

RESOLVED, that the Board hereby approves the CCC 2025 Work Plan, substantially in the form presented to the Board at this meeting.

Reliability Issues Steering Committee:

Ms. Teresa Mogensen, Committee Chair, provided an update on the activities of the Committee. She also reported on the Committee self-assessment.

Standards Quarterly Report and Actions

Regional Reliability Standard BAL-004-WECC-4

Ms. Kim presented proposed Regional Reliability Standard BAL-004-WECC-4. After discussion, and upon motion duly made and seconded, the Board approved the following resolutions:

RESOLVED, that that the Board hereby adopts the proposed Regional Reliability Standard BAL-004-WECC-4, 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 Regional Reliability Standard, as presented to the Board at this meeting.

FURTHER RESOLVED, that the Board hereby approves the associated implementation plan for the above-listed standard, as presented to the Board at this meeting.

FURTHER RESOLVED, that the Board hereby approves the proposed retirement of Regional Reliability Standard BAL-004-WECC-3, 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.

Project 2024-03 Revisions to EOP-012-2

Ms. Kim provided an update on the status of Project 2024-03 Revisions to EOP-012-2 and the actions taken during the January 10, 2025 Board open meeting. She thanks Mr. Todd Bennet and the Standards Committee for their work on developing a draft Reliability Standard pursuant to the Board's directive under Section 321 of the Rules of Procures. Ms. Kim reported that the draft Reliability Standard is posted for stakeholder comments, due March 12, 2025. The Board noted it will consider all stakeholder comments.

Modernize Standard Processes and Procedures (MSPP) Task Force

Mr. Lauby discussed formation of the Modernize Standard Processes and Procedures (MSPP) Task Force to recommend a modernized standard development process that continues to have the earmarks of industry engagement but also ensures that time for from risk identification and prioritization to Reliability Standards development can be completed on a much more efficient and effective manner. The Board discussed the need for and expectations of the task force. After discussion, and upon motion duly made and seconded, the Board approved the following resolutions:

WHEREAS, in February 2022, the Board directed NERC staff to examine the body of rules regarding Reliability Standards development and, considering the feedback of stakeholders, recommend such changes that would improve NERC's ability to address urgent reliability needs with appropriate agility, while also maintaining reasonable notice and opportunity for public comment, due process, openness, and balance of interests;

WHEREAS, NERC convened the Standards Process Stakeholder Engagement Group (“SPSEG”) to consider the preliminary recommendations of NERC Staff and recommend changes to NERC’s standard development processes;

WHEREAS, upon the recommendations of the SPSEG, NERC pursued changes to its Rules of Procedure regarding Reliability Standards development, undertook a review of the Registered Ballot Body, and coordinated with the Standards Committee, Reliability and Security Technical Committee, and the Standing Committee Coordinating Group to implement recommendations aimed at enhancing standards efficiencies in the operations of those groups;

WHEREAS, despite these recent enhancements, the Board finds that the speed at which risks to the reliability, security, and resiliency of the bulk power system (BPS) are emerging during the transformation to a decentralized, digitized, and decarbonized grid, are outpacing industry’s ability to develop, enhance, and implement Reliability Standards under the existing procedures and processes;

WHEREAS, the Board finds it necessary to initiate a new collaborative effort, focused on transforming the current set of procedures and processes for standards development, that will serve NERC’s stakeholders in a world that has a great deal of uncertainty and poses fast moving risks the reliability, security, and resiliency of the BPS;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes the Modernize Standard Processes and Procedures (MSPP) Task Force, to report to the Board;

BE IT FURTHER RESOLVED, the scope of the MSPP Task Force to bring forward a modernized standards development process that would continue to provide for reasonable notice and opportunity for public comment, due process, openness, and balance of interests in developing reliability standards consistent with Section 215 of the Federal Power Act, and would ensure that time for Reliability Standards development from risk identification and prioritization can be completed on a much more efficient and effective manner;

BE IT FURTHER RESOLVED, the Board hereby appoints Greg Ford as Chair and Todd Lucas as Vice Chair of the MSPP Task Force, and Trustees Susan Kelly and Robin E. Manning as members of the Committee, with the remaining members to be selected by NERC Management in consultation with the MSPP Task Force Chair and Vice-Chair;

BE IT FURTHER RESOLVED, that the MSPP Task Force shall convene as needed to address its scope and shall present its recommendations to the Board at the Board’s February 2026 meeting;

BE IT FURTHER RESOLVED, that NERC Management is directed to provide an update to the Board on the work of the MSPP Task Force on a regular basis until complete.

Other Matters and Reports

Input Letter and Member Representatives Committee Meeting

Ms. Keenan, acknowledging the MRC’s feedback on the Board’s input letter related to large loads, as well as the large load discussion at the technical session on February 12, 2025, requested that Board to direct NERC to develop an action plan to further identify and address risks associated with large loads. Upon motion duly made and seconded, the Board approved the following resolutions:

WHEREAS, as the electric industry landscape continues to evolve, increasing amounts of large commercial and industrial loads, such as data centers (including crypto and AI), hydrogen fuel plants, etc., are connecting rapidly to the bulk power system, presenting unique challenges to forecasting and planning for increased demand;

WHEREAS, it is critical that this demand is integrated in a way that supports the reliable operation of the bulk power system, rather than reducing the grid's performance;

WHEREAS, it is important for NERC and industry to better understand large loads and the potential reliability impacts of the increasing integration and demand;

WHEREAS, NERC's Reliability and Security Technical Committee established a Large Loads Task Force to better understand reliability impacts; identify, validate, and prioritize risks; and identify gaps and mitigations of potential risks and NERC published a new incident review examining the risks and challenges posed by the increasing integration of voltage-sensitive large loads, such as data centers and cryptocurrency mining facilities;

WHEREAS, on January 9, 2025, the NERC Board of Trustees sent a letter to the NERC Member Representative Committee requesting input on the (1) risks to reliability, resilience, and security associated with the increasing integration of large loads to the bulk power system, and (2) actions NERC should take to address these emerging risks;

WHEREAS, the Board's February 12, 2025, Technical Session included a panel of industry representatives focused on the integration of large loads;

WHEREAS, both MRC input and the Technical Session identified the integration of large loads as an important issue of increased focus;

NOW THEREFORE BE IT RESOLVED, that the Board hereby direct NERC management to develop an action plan outlining the steps NERC will take to further identify and mitigate risks associated with the integration of large loads;

BE IT FURTHER RESOLVED, management shall provide that action plan to the Board at its May 2025 meeting.

TADS Section 1600 Data Request

Ms. Donna Pratt presented on the proposed extension of the TADS Section 1600 Data Request to include additional data, including certain geographical data for TADS elements, load loss data resulting from a transmission system outage, and additional equipment sub-cause codes. Upon motion duly made and seconded, the Board approved the following resolutions:

WHEREAS, NERC has required reporting of transmission data under Section 1600 of the NERC Rules of Procedure (ROP) through the Transmission Availability Data System (TADS) since 2008;

WHEREAS, NERC management identified the need to expand the TADS data collection to include: (1) geographical (longitude/latitude coordinates) data for TADS elements, to improve the accuracy of evaluating the extent of system outages, (2) load loss data resulting from a transmission system outage, to identify when there is an operational break in continuously transmitted electrical energy to planned in-service points, (3) the addition of equipment sub-cause codes to enhance the existing initiating and sustained equipment cause codes and increase NERC's ability to track and trend equipment failures with greater detail about transmission outages;

WHEREAS, the collection of this additional data would enhance NERC’s ability to comprehensively measure critical aspects that support reliability of the North American and support NERC assessments under Section 215(g) of the Federal Power Act;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the expanded TADS Section 1600 Data Request, effective January 1, 2026, substantially in the form presented to the Board at this meeting.

Other Matters and Adjournment

Ms. Keenan deferred discussion of agenda items related to the Regional Delegation Agreements and the NERC.com modernization project, as well as updates from the North American Energy Standards Board, the North American Transmission Forum and the North American Generator Forum.

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

Submitted by,



Sônia Rocha
Corporate Secretary