

Minutes

Finance and Audit Committee Open Meeting

May 7, 2025 | 9:45-10:45 a.m. Eastern

NERC DC Office

1401 H Street NW, Suite 410

Washington, D.C. 20005

Ms. Colleen Sidford, Chair, called to order a duly noticed open meeting of the Finance and Audit Committee (the Committee) of the Board of Trustees (Board) of the North American Electric Reliability Corporation (NERC) on May 7, 2025, at approximately 9:45 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

Colleen Sidford, Chair

Robin E. Manning

Jim Piro

Kristine Schmidt

Suzanne Keenan, *ex-officio*

Board of Trustees Members

Jane Allen

Kenneth W. DeFontes, Jr.

George S. Hawkins

Larry Irving

Susan Kelly

James B. Robb, NERC President and Chief Executive Officer

NERC Staff

Michael Ball, Senior Vice President and Chief Executive Officer of the E-ISAC

Tina Buzzard, Director, Board Operations and Corporate Governance

Kelly Hanson, Senior Vice President, Chief Operating Officer

Howard Gugel, Senior Vice President, Regulatory Oversight

Mark Lauby, Senior Vice President and Chief Engineer

Sônia Rocha, Senior Vice President, General Counsel, and Corporate Secretary

Andy Sharp, Vice President, Chief Financial Officer

Camilo Serna, Senior Vice President, Strategy and External Engagement

Introduction and Chair's Remarks

Chair Sidford welcomed the members of the Committee to the meeting and reviewed the agenda. She also reported that the Committee held a closed meeting on May 6, 2025 where the Committee reviewed its annual evaluation results, received a report from NERC's external auditors, RSM, on the 2024 year-end audited summary of results, discussed outreach efforts related to the 2026 Business Plan and Budget, and received updates from Internal Audit.

NERC Antitrust Compliance Guidelines

Chair Sidford 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.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes for the February 12, 2025, Committee meeting.

2024 Year-End Audited Summary of Results

Mr. Sharp provided a summary of the independent 2024 Financial Statement Audit. Upon motion duly made and seconded, the Committee reviewed and recommended acceptance by the Board of the 2024 Financial Statement Audit, substantially in the form presented to the Committee.

First Quarter Unaudited Summary of Results

Mr. Sharp reviewed the First Quarter 2025 Unaudited Summary of Results for NERC. He also made some high-level comments on each of the Regional Entity Summary of Results, which were included in the meeting materials. Upon motion duly made and seconded, the Committee reviewed and recommended acceptance of the First Quarter 2024 Unaudited Summary of Results, inclusive of NERC and the Regional Entities, by the Board.

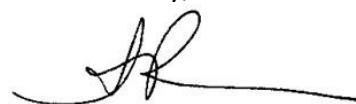
2026 Business Plan and Schedule

Mr. Sharp also reviewed the proposed schedule for preparation of the 2026 Business Plan and Budget (BP&B). The Committee discussed any expected changes prior to finalizing the 2026 BP&B, the decrease in penalty monies affecting the level of assessments, and the schedule for preparing the 2027-2029 three-year planning cycle.

Adjournment

There being no further business, the meeting was adjourned.

Submitted by,



Sônia Rocha
Corporate Secretary