

# Minutes

## Corporate Governance and Human Resources Committee Meeting

August 19, 2020 | 11:00 a.m.-12:00 p.m. Eastern

### Conference Call

Mr. George S. Hawkins, Chair, called to order a duly noticed meeting of the Corporate Governance and Human Resources Committee (the “Committee”) of the Board of Trustees (“Board”) of the North American Electric Reliability Corporation (“NERC” or the “Company”) on August 19, 2020, at 11:00 a.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

#### Committee Members

George S. Hawkins, Chair  
Robert G. Clarke  
Kenneth W. DeFontes  
Colleen Sidford  
Roy Thilly, *ex officio*

#### Board Members

Suzanne Keenan  
Robin E. Manning  
Jim Piro  
Jim Robb, NERC President and Chief Executive Officer  
Jan Schori

#### NERC Staff

Tina Buzzard, Assistant Corporate Secretary  
Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC  
Erika Chanzas, Manager of Business Planning, Accounting and Finance  
Kelly Hanson, Senior Vice President and Chief Administrative Officer  
Stan Hoptroff, Vice President, Business Technology  
Mark Lauby, Senior Vice President and Chief Engineer  
Sonia Mendonça, Senior Vice President, General Counsel, and Corporate Secretary  
Janet Sena, Senior Vice President, External Affairs  
Teri Stasko, Assistant General Counsel and Director of Enforcement

#### Chair’s Remarks

Mr. Hawkins welcomed attendees to the meeting and summarized the agenda items at the August 17, 2020 CGHRC Closed meeting. He welcomed Ms. Hanson to the meeting in her role as Senior Vice President and Chief Administrative Officer.

#### NERC Antitrust Compliance Guidelines

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

**Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the May 13, 2020 meeting as presented at the meeting.

**Responsible Return to Office**

Ms. Hanson and Ms. Stasko presented on the responsible return to the NERC offices. Ms. Hanson provided an overview of the topic, and noted the cross-functional and diverse employee committee working to ensure a responsible return to the NERC offices. Ms. Stasko highlighted the employee committee's guiding principles, summary observations, and presumptions. She detailed the transition to a safe, gradual office reopening when conditions warrant, including office modifications and limited travel. Ms. Stasko mentioned that the employee committee will also review NERC's future facilities, technology, and policies to determine how NERC's Post-COVID world may look. Ms. Stasko emphasized that the Committee will receive regular updates on the responsible return to the NERC offices.

**2020 ERO Work Plan Priorities**

Ms. Chanzas reported on the status of the 2020 Work Plan priorities and reviewed the primary goals for 2020. She highlighted that NERC Management added seven priorities to the 2020 Work Plan in response to COVID-19, noting that four are complete and the remaining three are scheduled for completion by year-end.

**Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey**

Ms. Mendonça reviewed the drafts of the assessments for the Annual Board and Board Committee Self-Assessment and the Member Representatives Committee Assessment included in the advance agenda package, requesting evaluation and feedback from the Committee.

**Human Resources and Staffing Update**

Ms. Hanson reviewed the human resources and staffing update, referencing the information included in the advance agenda package. She emphasized the opportunity amid COVID-19 for NERC to strengthen the process by which NERC attracts, retains, and engages with employees by enhancing services to focus on clear, routine company communication, employee wellbeing, and investments in productivity and management tools. Ms. Hanson emphasized the increase in engagement with NERC staff through surveys, town hall meetings, and implicit bias training.

**Adjournment**

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

Submitted by,



Sonia Mendonça  
Corporate Secretary

# Agenda

## Corporate Governance and Human Resources Committee

August 19, 2020 | 11:00 a.m.-12:00 p.m. Eastern

Attendee Webex: [Join Meeting](#)

### Introduction and Chair's Remarks

### NERC Antitrust Compliance Guidelines and Public Announcement\*

### Agenda Items

1. **Minutes\* — Approve**
  - a. May 13, 2020 Meeting
2. **Responsible Return to Office — Information**
3. **2020 ERO Work Plan Priorities\* — Update**
4. **Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey\* — Review**
5. **Human Resources and Staffing Update\* – Review**
6. **Other Matters and Adjournment**

\*Background materials included.