

Agenda

Corporate Governance and Human Resources Committee Open Meeting

August 16, 2023 | 11:15 – 11:30 a.m. Eastern

In-Person

Westin Ottawa Hotel
11 Colonel By Dr.
Ottawa, ON K1N 9H4, Canada

Conference Room: Conf I/II

Virtual Attendees

[Webcast Link](#)

Introduction and Chair's Remarks

[NERC Antitrust Compliance Guidelines](#)

Agenda Items

1. **Minutes* – Approve**
 - a. May 10, 2023 Meeting
2. **Proposed Amendments to the Compliance Committee Mandate* – Approve and Recommend to Board of Trustees for Approval**
3. **Other Matters and Adjournment**

*Background materials included.

Draft Minutes

Corporate Governance and Human Resources Committee Meeting

May 10, 2023 | 11:15 a.m.-12:15 p.m. Eastern

Hybrid Meeting

NERC DC Office
1401 H Street NW, Suite 410
Washington, DC 20005

Chair Suzanne Keenan 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 May 10, 2023, at approximately 11:20 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

Suzanne Keenan, Chair
Jane Allen
Robert G. Clarke
George S. Hawkins
Susan Kelly
Kenneth W. DeFontes, Jr. *ex officio*

Board Members

Jim Piro
James B. Robb, President and Chief Executive Officer
Kristine Schmidt
Colleen Sidford

NERC Staff

Tina Buzzard, Assistant Corporate Secretary
Howard Gugel, Vice President, Compliance Assurance and Registration
Kelly Hanson, Senior Vice President and Chief Administrative Officer
Mark Lauby, Senior Vice President and Chief Engineer
Lauren Perotti, Assistant General Counsel
Bryan Preston, Vice President, People and Culture
Sonia Rocha, Senior Vice President, General Counsel, and Corporate Secretary
Liz Saunders, Director, Human Resources Centers of Excellence
Andy Sharp, Vice President and Chief Financial Officer

NERC Antitrust Compliance Guidelines

Ms. Keenan directed the participants’ attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package.

Chair’s Remarks

Ms. Keenan welcomed participants to the meeting and remarked on the new D.C. office space. She reported that Mr. DeFontes and Mr. Robb would be arriving late, and Mr. Irving would not be present due to a conflict. Ms.

Keenan reported the Committee met in closed session on May 9, 2023 to discuss the Board self-evaluation results, the process for self-evaluations generally, and transitioning some of the administrative aspects of NERC's human resources responsibilities. She also reported that the Committee discussed amendments to its mandate to address education and topics for the upcoming Board governance retreat.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the February 15, 2023 meeting as presented at the meeting.

Board of Trustees 2022 Evaluation Results

Ms. Keenan reviewed the Board 2022 annual evaluation results, referencing the materials included in the advance agenda package. She noted the high response rate and thoughtful comments. Ms. Keenan highlighted key takeaways from the comments, including increasing engagement opportunities with stakeholders and government, focusing on prioritizing risks, streamlining processes, and increasing timeliness of activities, evaluating Trustee candidates for skillsets needed to address the ongoing changes in industry, and engaging in more robust discussions on critical issues at meetings. She also highlighted key themes from the Member Representatives Committee (MRC) and Board feedback on Board engagement activities, Board oversight activities, Board skills and structure, Board management, and overall governance. Ms. Keenan led a discussion among the Committee and MRC members present on the key takeaways and themes from the comments.

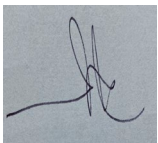
People and Culture Update

Mr. Preston introduced the people and culture update, focusing on NERC's leadership development activities. He discussed how NERC identified five leadership competencies critical to its mission, and that it is reinforcing those competencies through in-house leadership training and the personal development plans of employees. Ms. Saunders discussed the leadership lab and the role it plays in NERC's leadership development strategy.

Other Matters and Adjournment

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

Submitted by,



Sônia Rocha
Corporate Secretary

Proposed Amendments to the Compliance Committee Mandate

Action

Approve and recommend to Board of Trustees for approval.

Summary

As provided for in the August 16, 2023 Compliance Committee meeting agenda package, Item 2, the Compliance Committee is seeking the Corporate Governance and Human Resources Committee's (CGHRC) approval of the proposed amendments to its mandate, which includes assisting the Board of Trustees (Board) by providing oversight to the Corporation's standards development processes.

The CGHRC will consider approval of the proposed amendments and recommendation to the Board for approval at its August 17, 2023 meeting.