

DRAFT Minutes

Corporate Governance and Human Resources Committee Meeting

August 11, 2021 | 11:00-11:30 a.m. Eastern

Virtual Meeting

Call to Order

Chair George S. Hawkins called to order a duly noticed open 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 11, 2021, at 11:00 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

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

Board Members

Larry Irving
Suzanne Keenan
Susan Kelly
Robin E. Manning
Jim Piro
James B. Robb, NERC President and Chief Executive Officer

NERC Staff

Tina Buzzard, Assistant Corporate Secretary
Manny Cancel, Senior Vice President and CEO of the E-ISAC
Damon Epperson, Director of Human Resources
Howard Gugel, Vice President, Engineering and Standards
Stan Hoptroff, Vice President, Business Technology
Mark Lauby, Senior Vice President and Chief Engineer
Sônia Mendonça, Senior Vice President, General Counsel and Corporate Secretary
Lauren Perotti, Senior Counsel
Janet Sena, Senior Vice President, External Affairs
Andy Sharp, Vice President and Chief Financial Officer
Mechelle Thomas, Vice President, Compliance

Chair’s Remarks

Mr. Hawkins welcomed participants to the meeting. He noted that the Committee met in closed session on June 11, 2021, and August 9, 2021, and will meet again on September 28, 2021, to review the Board of Trustees Compensation study. He noted that recommendations from this study will be reviewed during the November meeting.

NERC Antitrust Compliance Guidelines

Mr. Hawkins directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the agenda package 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 May 12, 2021, meeting minutes as presented in the advance agenda package.

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

Mr. Hawkins introduced the topic, noting the importance of the Board of Trustees Self-Assessment and MRC Assessment of Board of Trustees effectiveness survey for monitoring Board performance.

Ms. Perotti presented the topic, referencing the draft proposed questions included in the advance agenda package. She noted that the proposed questions are similar to those used over the last few years to aid in more meaningful analysis of year over year results. Ms. Perotti asked the Committee to provide any comments, with the goal of approving the final assessment at the November 2021 meeting. No comments were provided.

Human Resources and Staffing Update

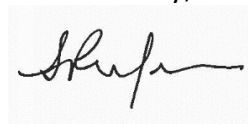
Mr. Epperson provided the human resources and staffing update, remarking on recent efforts to strengthen the company's culture and enhance its ability to attract, retain, and engage talent. He highlighted the significant advancements NERC has made in improving its culture despite the challenges of the COVID-19 pandemic, including implementing the NERC Connected Workforce model and enhancements to the performance management process. Mr. Robb reported that NERC is taking a measured and deliberate approach to the re-opening of its offices that takes into account local conditions, with the full re-openings currently scheduled for November.

The Committee engaged in discussion of NERC's human resources initiatives. Mr. Hawkins commended NERC staff on their efforts in this area. Mr. DeFontes suggested that staff consider ways to evaluate how NERC's culture improvement efforts are advancing NERC's relationships with its stakeholders.

Adjournment

There being no further business before the Committee, the meeting was adjourned.

Submitted by,



Sônia Mendonça
Corporate Secretary