

DRAFT Minutes Corporate Governance and Human Resources Committee Meeting

November 7, 2022 | 10:00-11:00 a.m. Eastern

WebEx

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 November 7, 2022, at 10:00 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

Suzanne Keenan, Chair
Robert G. Clarke
George S. Hawkins
Larry Irving
Robin E. Manning
Roy Thilly
Kenneth W. DeFontes. Jr., *ex officio*

Board Members

Jane Allen
Susan Kelly
Jim Piro
Colleen Sidford
James B. Robb, NERC President and Chief Executive Officer

NERC Staff

Tina Buzzard, Assistant Corporate Secretary
Howard Gugel, Vice President, Engineering and Standards
Kelly Hanson, Senior Vice President and Chief Administrative Officer
Stan Hoptroff, Vice President, Business Technology
Mark G. Lauby, Senior Vice President and Chief Engineer
Sônia Mendonça, Senior Vice President, General Counsel, and Corporate Secretary
Kimberly Mielcarek, Vice President, Communications
Lauren Perotti, Senior Counsel
Bryan Preston, Vice President, People and Culture
Janet Sena, Senior Vice President, External Affairs
Andy Sharp, Vice President and Chief Financial Officer
Mechelle Thomas, Vice President, Compliance

NERC Antitrust Compliance Guidelines

Ms. Buzzard 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. She remarked on the Board's recent retreat to discuss governance matters and the heightened focus on succession planning.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the May 11, 2022, meeting as presented at the meeting.

Building a More Effective and Efficient Governance Process

Ms. Keenan reviewed the results of the recent Board governance retreat to discuss opportunities to improve NERC's corporate governance. She highlighted the key action items from the retreat, including: (1) leveraging the Board committees to address matters within their scope, while reducing redundancies; (2) restructuring the Board calendar to have three major meetings, with two being in person (February, August) and one hybrid meeting (May), and a virtual governance meeting in early December; (3) building Board and Member Representatives Committee agendas to focus on governance decisions and committee and forum reports, with awareness items moved to a separate open technical session, and taking steps to improve agility in decision making through delegation actions and actions without a meeting; and (4) ongoing assessment of priority areas. Ms. Keenan led the Trustees in a discussion of the retreat, noting that it was a Board-wide effort.

Annual Review of Trustee Compensation

Ms. Keenan noted that the Committee is required to conduct an annual review of Trustee compensation and conducts periodic studies regarding the structure and amount of Trustee compensation. In 2021, the Committee retained Meridian Compensation Partners, LLC to assist the Committee in determining whether to recommend any changes to the program. In November 2021, the Committee recommended to the Board, and the Board approved, a three year phase-in of new compensation levels that will be implemented through 2025. Ms. Keenan reported that, given the multi-year compensation adjustment plan, management is not recommending any action this year.

Status of Washington, D.C. Office

Ms. Hanson introduced the topic, noting that NERC's Connected Workforce model, with its focus on flexibility, created opportunities to rethink NERC's office environment to drive collaboration, improve the employee experience, and realize significant cost savings. Ms. Mielcarek provided an overview of the new D.C. office, highlighting the extensive collaboration space and sustainability features. She also noted that the new office will open to employees on November 9, 2022 and to visitors in 2023.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary