

**DRAFT Minutes****Corporate Governance and Human Resources  
Committee Meeting**

May 8, 2019 | 8:30-9:30 a.m. Central

Ritz-Carlton, St. Louis  
100 Carondelet Plaza  
St. Louis, MO 63105

Chair Kenneth W. DeFontes, Jr. 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 8, 2019, at 8:30 a.m. Central, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

**Committee Members**

Kenneth W. DeFontes, Jr., Chair  
Robin E. Manning  
Jan Schori  
Roy Thilly

**Board Members**

Janice B. Case  
Frederick W. Gorbet  
George S. Hawkins  
David Goulding  
Suzanne Keenan  
James B. Robb, President and Chief Executive Officer  
Colleen Sidford

**Committee Members Not Present**

Robert G. Clarke

**NERC Staff**

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary  
Tina Buzzard, Associate Director  
Scott Jones, Senior Vice President, Chief Financial and Administrative Officer, and Corporate Treasurer  
Mark Lauby, Senior Vice President and Chief Reliability Officer  
Janet Sena, Senior Vice President and Director of Policy and External Affairs

**NERC Antitrust Compliance Guidelines**

Mr. DeFontes 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 Mr. Berardesco.

### **Opening Remarks**

Mr. DeFontes reported that the Committee met in closed session on April 24, 2019 to discuss various topics including the Board Committee Self-Assessment results, benefits and compensation, trustee compensation, and the corporate governance aspects of the IRS Form 990.

### **Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the February 6, 2019 meeting as presented at the meeting.

### **Board Committees' Self-Assessment Surveys Results**

Mr. Berardesco reviewed the results of the Board Committees' Self-Assessment surveys, referencing the material included in the advance agenda package. He noted the responses indicate that the Board committees continue to function effectively and in accordance with their mandates. Mr. Berardesco also noted that the results have been shared with the Committee chairs.

### **2019 ERO Enterprise Metrics Update**

Mr. Lauby reviewed the status of the 2019 ERO Enterprise metrics.

### **Annual Review of Trustee Compensation**

Mr. DeFontes noted that the Board is required to review trustee compensation on an annual basis. He explained the process the Board follows. Compensation is determined in accordance with a report prepared by an independent consultant, with any compensation adjustments implemented over a three-year period. Mr. DeFontes explained that the last report was prepared in 2018, and NERC is in the first year of implementing compensation adjustments. As such, the Committee has determined not to recommend any additional compensation adjustments at this time.

### **Staffing and Recruiting Update**

Mr. Jones provided an update on NERC's multi-year human resources strategy, referencing the information provided in the advance agenda package. He noted continued success in E-ISAC hiring and continued investments in training and leadership development.

### **Adjournment**

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

Submitted by,



Charles A. Berardesco  
Corporate Secretary

# Agenda

## Corporate Governance and Human Resources Committee

May 8, 2019 | 8:30-9:30 a.m. Central

**(Please note the Schedule may be adjusted real-time should meetings conclude early and/or extend past their scheduled end time.)**

The Ritz-Carlton, St. Louis  
100 Carondelet Plaza  
St. Louis, MO 63105

Conference Room: Ritz-Carlton Ballroom (Lobby Level)

### Introduction and Chair's Remarks

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

#### Agenda Items

1. **Minutes\* — Approve**
  - a. February 6, 2019 Meeting
2. **Board Committees' Self-Assessment Surveys Results\* — Review**
3. **2019 ERO Enterprise Work Plan Priorities Update\* — Review**
4. **Annual Review of Trustee Compensation — Update**
5. **Staffing and Recruiting Update\* — Review**
6. **Adjournment**

\*Background materials included.