

Minutes

Corporate Governance and Human Resources Committee Meeting

October 31, 2019 | 2:00 – 3:00 p.m. Eastern

Conference Call

Chair Kenneth W. DeFontes 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 October 31, 2019, at 2:00 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Committee Members

Kenneth W. DeFontes, Chair
Robert G. Clarke
Robin E. Manning
Jan Schori
Roy Thilly, *ex officio*

Board Members

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

NERC Staff

Tina Buzzard, Associate Director
Damon Epperson, Director of Human Resources
Howard Gugel, Vice President and Director of Engineering and Standards
Sônia Mendonça, Vice President, Interim General Counsel, Corporate Secretary, and Director of Enforcement
Lauren Perotti, Senior Counsel
Andy Sharp, Vice President, Controller, and Interim Chief Financial Officer

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 Ms. Mendonça.

Chair's Remarks

Mr. DeFontes welcomed participants to the meeting.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the August 14, 2019 meeting as presented at this meeting.

2020 Board of Trustees Effectiveness Survey

Ms. Mendonça presented on the 2020 Board Effectiveness Survey questions provided in the advance agenda materials, emphasizing that the questions are similar to last years' questions. She noted that the questions were highlighted to the Committee in August and results will be discussed with the Committee in February 2020. Following discussion, the Committee approved the survey questions.

2019 ERO Work Plan Priorities

Mr. Gugel reviewed the status of the status of the 2019 ERO Work Plan Priorities, highlighting that all goals are on track for completion by the end of the year, with the exception of Align Release 1. The Committee discussed the benefit of the Internal Audit group reviewing the Work Plan Priority metrics.

Human Resources and Staffing Update

Mr. Robb reviewed the human resources and staffing update, referencing the information included in the advance agenda package. He highlighted the success of the E-ISAC in hiring, the focus on promoting alignment on organizational and ERO Enterprise priorities, and the formation of an officer steering committee to renew NERC's Human Resources programs. The Committee discussed different methods to create a baseline at which to measure progress in employee engagement.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary

Agenda

Corporate Governance and Human Resources Committee

October 31, 2019 | 2:00-3:00 p.m. Eastern
Conference Call

Participant Dial-in: 1-888-394-8218 | Conference ID: 1555388

Webex: www.readytalk.com | Code: 4469686 | Click Join

Call to Order and Chair's Remarks

NERC Antitrust Compliance Guidelines

Agenda

1. **Minutes* — Approve**
 - a. August 14, 2019 Meeting
2. **2020 Board of Trustees Effectiveness Survey* — Approve (*Sonia Mendonca*)**
3. **2019 ERO Work Plan Priorities* — Update (*Mark Lauby*)**
4. **Human Resources and Staffing Update* — Review (*Jim Robb*)**
5. **Adjournment**

*Background materials included.