

Minutes Corporate Governance and Human Resources Committee Meeting

February 15, 2023 | 11:00 a.m.-11:45 a.m. Mountain

JW Marriott Tucson
3800 W Starr Pass Blvd.
Tucson, AZ 85745

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 February 15, 2023, at approximately 11:15 a.m. Mountain, 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

NERC Staff

Tina Buzzard, Assistant Corporate Secretary
Manny Cancel, Senior Vice President and CEO of the E-ISAC
Howard Gugel, Vice President, Engineering and Standards
Kelly Hanson, Senior Vice President and Chief Administrative Officer
Stan Hoptroff, Vice President, Business Technology
Mark Lauby, Senior Vice President and Chief Engineer
Sonia 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
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. She reported that the Committee met in closed session on January 18, 2023 to review NERC's performance and review executive compensation, discuss draft 2023 CEO goals, and discuss succession planning. The Committee also met in closed session on February 14, 2023 to review CEO goals, discuss the new enhanced process for Board and Board Committee assessments, and receive information on NERC's employee total rewards package. Ms. Keenan noted that the Trustees also aligned on key objectives for NERC, including building on standards process enhancements and ensuring critical issues are being addressed.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the November 7, 2022, meeting as presented at the meeting.

Annual Review of Committee Mandate

Ms. Mendonça reviewed the Committee mandate and noted that management is not recommending any revisions for approval at this meeting. Ms. Mendonça reported that the Committee will be asked to approve minor changes to several of the Committee mandates by written consent before the next meeting.

Revisions to Board's and Board Committees' Annual Evaluations

Ms. Keenan presented the proposed Board Committee and Board of Trustees annual evaluations questionnaires, which were revised to incorporate feedback from the Fall 2022 Board retreat to call for more open-ended responses. She highlighted that, as part of the new process, the Committee chairs will interview their members to identify successes and areas for improvement. Mr. DeFontes urged those receiving the evaluations questionnaires to respond and to be candid in their feedback. Upon motion duly made and seconded, the Committee approved the revised evaluations questionnaires.

NERC Governance Guidelines

Ms. Mendonça reviewed the NERC Governance Guidelines, noting that management is not recommending any changes at this time.

Annual Conflict of Interest Report

Ms. Mendonça reviewed the annual conflict of interest report, referring to the materials in the advance agenda package.

People and Culture

Mr. Preston provided the people and culture update, discussing broader trends in the workforce and how NERC has responded to ensure it can continue to attract, retain, and engage top talent. He introduced Ms. Jenkins-Johnston to discuss NERC's Employee Resource Groups (ERG), which NERC founded to advance NERC's focus on diversity and inclusivity. Ms. Jenkins-Johnston provided an overview of the four ERGs, including groups focused on Women, Black and African American Employees, Caregivers, and Mental Health. As co-chair of the Elevate Women ERG, she highlighted the individual and joint activities of that ERG, successes and lessons learned from 2022, and plans for continued engagement and programming in 2023. Ms. Keenan remarked on high employee satisfaction and engagement in the ERGs.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary