

Minutes

Corporate Governance and Human Resources Committee Meeting

May 12, 2021 | 11:00-11:45 a.m. Eastern

Virtual Meeting

Call to Order

Chair George S. Hawkins 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 12, 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
Kelly Hanson, Senior Vice President and Chief Administrative Officer
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

Chair’s Remarks

Mr. Hawkins welcomed participants to the meeting. He thanked the members of the Committee for their hard work and dedication in addressing the Committee’s matters over the previous months.

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.

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Upon motion duly made and seconded, the Committee approved the February 3, 2021, meeting minutes, as presented to the Committee.

NERC Governance Guidelines Amendment

Mr. Hawkins introduced the topic, noting the importance of the Governance Guidelines as a document that collects and expands upon NERC's processes and procedures regarding governance. Ms. Perotti presented proposed amendments to the NERC Governance Guidelines, referencing the materials included in the advance agenda package. She noted that the proposed amendments are intended to conform the language in the Governance Guidelines regarding trustee independence with language in the revised NERC Bylaws, which were approved by FERC in April 2021. Ms. Perotti noted that NERC staff would present its proposal for implementing the revised NERC membership Sector criteria in the Bylaws at the Board's open meeting on May 13, 2021. Upon motion duly made and seconded, the Committee approved the amended Governance Guidelines and recommended to the Board of Trustees for approval.

Board Committees' Self-Assessment Surveys Results

Ms. Perotti reviewed the results of the NERC Board Committee assessments for the 2020 assessment year, referencing the materials included in the advance agenda package. She noted the role of the assessments as a tool of good governance, for keeping the pulse on the Committees and identifying any trends in responses year over year. Ms. Perotti highlighted that participation in the assessments continues to be high, and participants continue to provide generally positive feedback on their Committee's organization, operation, and mandate, consistent with prior years. She also noted the generally positive feedback received regarding this Committee. Mr. Hawkins emphasized that, while feedback on these surveys continues to be positive, the NERC Board continually looks for ways to improve the operation of its Committees and welcomes feedback and suggestions.

Annual Review of Trustee Compensation

Mr. Hawkins provided an update on the annual review of Trustee compensation. He noted that NERC is the final year of a three-year phased-in adjustment of Trustee compensation levels approved by the Board in 2018. Mr. Hawkins reported that, following a request for proposals, the Committee selected Meridian Compensation Partners to perform a study of Trustee compensation in 2021. Mr. Hawkins thanked NERC staff and the Committee for their work on this process to date and noted that any recommended adjustments regarding Trustee compensation would be presented to the Committee in November.

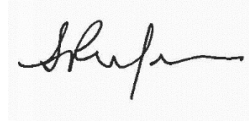
Staffing and Recruitment Update

Mr. Epperson provided the staffing and recruiting update, highlighting a recent employee survey and other efforts to strengthen the company's culture and enhance its ability to attract, retain, and engage talent. Mr. Hawkins commended NERC staff on their efforts in this area.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary