

Agenda

Member Representatives Committee

August 14, 2025 | 8:00–9:30 a.m. Mountain

In-Person

The Westin Calgary Downtown
320 4th Avenue SW
Calgary, Alberta, Canada B T2P 2S6

Conference Room: Britannia/Belaire/Mayfair Ballroom – Conference Level

Virtual Attendees

Webcast Link: [Join Meeting](#)

Attendee Password: Day2Aug25ATT (32922843 when dialing from a phone or video system)

Audio Only: 1-415-655-0002 US | 1-416-915-8942 Canada | Access Code: 2315 521 5879

Introduction and Chair's Remarks

[NERC Antitrust Compliance Guidelines and Public Announcement](#)

Consent Agenda

1. **Minutes – Approve**
 - a. May 8, 2025 Meeting*
 - b. July 17, 2025 Conference Call*

Regular Agenda

2. **MRC Governance Guidelines* – Approve**
3. **General Updates and Reports**
 - a. Board of Trustees Nominating Committee Update*
 - b. Business Plan and Budget Input Group Update*
 - c. Update on FERC Activities*
4. **Discussion Items**
 - a. Responses to the Board's July 9 Request for MRC Input*
 - b. Additional Discussion on August 13-14 Board Committee, Technical Session, and Board Meetings*
5. **Update on Implementation of MRC Effectiveness Recommendations***

Informational Items

6. Schedule for MRC Officer and Sector Elections*

7. [Future Meetings](#)

8. Regulatory Update*

*Background materials included.

Draft Minutes

Member Representatives Committee

May 8, 2025 | 8:30 – 10:00 a.m. Eastern

Hybrid Meeting

In-Person (Board, MRC, NERC Staff ONLY)

NERC DC Office

1401 H Street NW, Suite 410

Washington, DC 20005

Chair John Haarlow, with Vice Chair Matt Fischesser present, called to order a duly noticed meeting of the Member Representatives Committee (MRC) of the North American Electric Reliability Corporation (NERC) on May 8, 2025, at 8:30 a.m., Eastern, and a quorum was declared present. The agenda and MRC members and their proxies in attendance are attached as **Exhibits A** and **B**, respectively.

Introduction and Chair's Remarks

Chair Haarlow welcomed MRC members and virtual attendees, acknowledging new MRC members Seth Cochran representing Sector 7 (Electricity Marketers) and Claudia Astudillo from the Canada Energy Regulator, the NERC Board of Trustees (Board), and Kal Ayoub from the Federal Energy Regulatory Commission (FERC).

NERC Antitrust Compliance Guidelines and Public Announcement

Ms. Iwanechko 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 Sonia Rocha, senior vice president, general counsel, and corporate secretary at NERC.

Minutes

Upon motion duly made and seconded, the MRC approved the minutes of the February 13, 2025, and April 10, 2025, meetings.

Board of Trustees Nominating Committee Update

Larry Irving, chair of the Board Nominating Committee (NC), provided an update on the committee's activities since the last report. The NC met on March 14, 2025, to discuss the process for reviewing the current attributes that are used in determining candidates for the next Trustee search and to identify any necessary changes to those attributes. The NC finalized the search criteria and an announcement was distributed May 8, 2025, inviting nominations, which are due on May 30, 2025.

Business Plan and Budget Input Group Update

Mr. Fischesser, chair of the business plan and budget (BP&B) input group, provided an update on the group's activities. The group met twice since the last update, welcoming new members and reviewing the group's guiding principles. During the recent meetings, NERC provided a preview of NERC's 2026 BP&B

which is being treated as a transitional bridge year due to the current planning environment. NERC also highlighted its preparations for its next three-year plan for 2027 - 2029, including information that will be available later in 2025 that will inform the next three-year plan, particularly the *2025 Reliability Risk Priorities Report*, that will be published by the Reliability Issues Steering Committee in August. This approach involves focusing on NERC's most critical priorities in 2026 while implementing measured and gradual investments in key strategic areas that are vital to achieving its long-term objectives.

Mr. Fischesser noted that NERC's draft 2026 BP&B will be posted for stakeholder review and comment later this month, and the NERC Board Finance and Audit Committee will host a webinar on May 21, 2025, to review the NERC and Regional Entity 2026 BP&Bs.

Update on FERC Activities

Kal Ayoub, Director of the Office of Electric Reliability at FERC, provided an update on recent reliability activities, including the joint FERC-NERC staff report on the January 2025 Arctic storms, which highlighted improved generator readiness, fuel procurement, forecasting, and planning, resulting in no manual load shed despite record demand. He acknowledged NERC's recent filings on cold weather preparedness and inverter-based resources. Mr. Ayoub emphasized the importance of gas-electric coordination, referencing the April 30 FERC-NARUC technical conference, and praised recent collaborative efforts such as the March workshop on supply chain risk management. He noted the growing complexity of large loads and NERC's work on the Large Load Task Force. Additional highlights included Chairman Christie's continued efforts to keep the public informed through biweekly updates to the U.S. Office of Personnel Management.

Report on the May 6 Closed Meeting

Chair Haarlow provided a summary of the discussions from the May 6, 2025, closed meeting where the MRC and Board had engaging strategic discussions focused on two primary topics. First, attendees discussed the NERC Board and MRC's fiduciary duty to ensure alignment of roles and responsibilities. The Board and MRC had a robust conversation on the input received from the Board Effectiveness Survey. Second, attendees also discussed the NERC's business plan and budget efforts. MRC and Board members acknowledged the value of the candid conversation and expressed encouragement from the discussions and how feedback was received.

Responses to the Board's April 3 Request for MRC Input

Chair Haarlow acknowledged the MRC's responses to Board Chair Suzanne Keenan's April 3, 2025 letter requesting input on *Prioritizing Gas-Electric Interdependency Risks and Mitigation Efforts*. Responses are [posted](#) on the NERC website.

Chair Haarlow provided a summary of the feedback received from the MRC members, highlighting overall support for NERC's Reliability Insights document, recognition of improved gas-electric coordination efforts, and appreciation for NERC's collaborative approach. He also acknowledged MRC recommendations to emphasize better coordination over regulation, tailor analysis and policies to account for regional differences, and enhance transparency and data sharing between gas and electric sectors.

During the discussion, representatives from Sector 6 (Merchant Electricity Generators) highlighted the importance of early unit commitment by Balancing Authorities (BAs) to enable reliable gas procurement. Sector 6 emphasized that while real-time commitments may seem efficient operationally, they often leave gas-fired generators without sufficient time to secure firm fuel supplies, particularly under constrained system conditions. This practice can increase reliability risks. Sector 6 urged NERC to review its existing authority and standards around BAs to facilitate early unit commitments to enable fuel procurement. Further discussion by Board members and other MRC participants noted that early unit commitment which does not result in the unit being called upon real-time would result in financial costs which are ultimately passed on to end users.

Additional Discussion on May 7-8 Board Committee, Technical Session, and Board Meetings

MRC members engaged in additional discussion around the Modernization of Standards Processes and Procedures Task Force, expressing support for the task force's efforts and reinforcing the need for the final recommendations result in a process that is fair, balanced, and maintains stakeholder input.

Update on Implementation of MRC Effectiveness Recommendations

Chair Haarlow provided an update on the implementation of the MRC effectiveness recommendations that were adopted by the MRC at its February 2024 meeting. At the last MRC meeting, MRC leadership reported on their progress in developing roles and responsibilities documents for MRC leadership and members, aimed at addressing most of the outstanding recommendations. Ultimately, MRC leadership decided to integrate this content into the existing MRC governance guidelines and welcome packet, rather than producing a separate document. MRC leadership will update and finalize those documents for the August meeting.

Chair Haarlow noted the remaining open recommendation concerning NERC member participation. The MRC plans to continue collaboration with the NERC team to explore opportunities for enhancing member engagement within NERC.

Future Meetings

The schedule of future meeting dates was included in the agenda package.

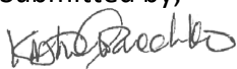
Regulatory Update

The regulatory update, which highlights Canadian affairs, as well as past and future significant FERC filings was included in the agenda package.

Adjournment

There being no further business, the meeting was adjourned.

Submitted by,



Kristin Iwanechko

DRAFT Minutes

Member Representatives Committee

Informational Session

July 17, 2025 | 1:00 p.m. – 2:30 p.m. Eastern

Introduction and Chair's Remarks

Chair John Haarlow convened a duly noticed open informational session of the North American Electric Reliability Corporation (NERC) Member Representatives Committee (MRC) via teleconference on July 17, 2025, at 1:00 p.m., Eastern. The meeting announcement and agenda are attached as **Exhibits A and B**, respectively.

NERC Antitrust Compliance Guidelines and Public Announcement

Kristin Iwanechko, MRC Secretary, 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 Sonia Rocha, senior vice president, general counsel, and corporate secretary at NERC.

Overview of NERC Standing Committees

Mr. Haarlow introduced this item as the first part of a new education series focused on NERC Standing Committees. The July 17, 2025, MRC Informational Session highlighted the Reliability Issues Steering Committee (RISC). The presentation was given by Morenike Miles, RISC Vice Chair, and the recording is [posted](#) on NERC's YouTube channel.

Review of Third Quarter Meeting Schedule and Preliminary Agenda Topics

Ms. Rocha and Mr. Haarlow reviewed the meeting schedule and highlighted key agenda topics for the MRC, Board, Board Committee, and Technical Session meetings being held on August 13-14, 2025, in Calgary, Alberta, Canada. A complete list of preliminary agenda topics for the August 2025 meetings was included in the posted agenda package. MRC members should review all agenda materials for the Board and Board Committee meetings and technical session, once posted and available, and attend as many of these meetings as possible.

Input Letter Reminder

Mr. Haarlow announced that the Board's request for MRC input was issued on Thursday, July 10, 2025, and responses are due by Tuesday, July 29, 2025, to Ms. Iwanechko. The Board requested input on *Modernization of Standards Processes and Procedures Task Force (MSPPTF) Engagement*, as well as preliminary agenda topics for the August 13-14, 2025, meetings.

Greg Ford, MSPPTF Chair, provided an update on MSPPTF activities. He highlighted a white paper that was posted for stakeholder feedback on July 22, 2025, with feedback due by August 27, 2025. Mr. Ford also shared the task force's outreach and engagement efforts, which include task force member engagement and updates at various committee meetings, trade and industry conferences, and webinars.

Proxy Reminder

Proxy notifications for the August 14, 2025, meeting must be submitted in writing to Ms. Iwanechko.

Meeting Adjourned

There being no further business, the call was terminated.

Submitted by,

A handwritten signature in black ink, appearing to read "Kristin Iwanechko", written over a horizontal line.

Kristin Iwanechko
Secretary

MRC Governance Guidelines

Action

Approve

Summary

The MRC Governance Guidelines highlight important provisions of the NERC Bylaws related to the role of the MRC and provide guidance on the normal operation of the MRC. MRC leadership is proposing revisions to the guidelines to expand on roles and responsibilities for MRC members and leadership. A redline of the guidelines reflecting these changes, along with minor administrative corrections, is attached.

Attachment

1. MRC Governance Guidelines (*redline*)

MEMBER REPRESENTATIVES COMMITTEE GOVERNANCE GUIDELINES

The Member Representatives Committee (the “MRC”) of the North American Electric Reliability Corporation (“NERC” or the “Corporation”) has adopted the following Governance Guidelines to provide a framework for the general governance of the MRC.

The purpose of the Governance Guidelines is to (1) highlight important provisions of the NERC Bylaws in order to facilitate understanding among MRC members of their rights and responsibilities, and (2) provide guidance on the normal operation of the MRC. All MRC members (including leadership) should be familiar with these Governance Guidelines, the NERC Bylaws (specifically Article VIII), and information in the MRC Welcome Packet.

1. Role of the Member Representatives Committee

The MRC is not a standing committee of the Corporation, but is elected by the members of the Corporation and is authorized to provide its advice and recommendations directly to the Board of Trustees (the “Board”). The MRC has three primary rights and responsibilities:

- To elect the independent trustees;
- To vote on amendments to the Bylaws; and
- To provide advice and recommendations to the Board with respect to the development of annual budgets, business plans and funding mechanisms, and other matters pertinent to the purpose and operations of the Corporation.

As part of its responsibility to provide advice and recommendations to the Board, the MRC may divide the responsibility for this activity among its membership. ~~MRC member responsibilities are further detailed in a separate roles and responsibilities document.~~ The MRC will periodically evaluate its effectiveness.

2. Size and Election of the Member Representatives Committee

The number of MRC representatives and their election shall be determined as set forth in NERC’s Bylaws, as amended from time to time.

The MRC is comprised of voting and non-voting representatives, as set forth in NERC’s Bylaws. The Board may by resolution create additional non-voting positions on the MRC at the written request of any group of members of the Corporation that believes its interests are not adequately represented on the MRC.

The MRC shall contain a number of Canadian voting representatives, as set forth in NERC’s Bylaws. When the Corporation receives recognition from appropriate governmental authorities in Mexico as the Electric Reliability Organization, the NERC Bylaws shall be revised to provide for adequate representation of Mexican interests on the MRC.

The MRC Secretary, with support from the MRC Chair and Vice Chair, will conduct an orientation program for new MRC members prior to the February regular meeting each year or, in the instance of a special election, as soon as practical following the election.

3. Process for Selection of Member Representatives Committee Chair and Vice Chair

Prior to the annual election of representatives to the MRC, the MRC shall select a Chair and Vice Chair of the MRC from among its voting members by majority vote of the members of the MRC to serve during the upcoming year. The incumbent Chair and Vice Chair shall not vote or otherwise participate in the selection of the incoming Chair or Vice Chair. The newly selected Chair and Vice Chair shall not have been representatives of the same sector. The selection of the Chair and Vice Chair of the MRC shall not be subject to approval of the Board.

4. Duties and Responsibilities of the Member Representatives Committee Chair and Vice Chair

Upon assuming such positions, the Chair and Vice Chair shall cease to act as representatives of the sectors that elected them as representatives of the MRC and shall thereafter be responsible for acting in the best interests of the members of the Corporation as a whole.

The Chair and Vice Chair are responsible for preparing meeting agendas, engaging MRC members, facilitating discussion of agenda items at MRC meetings, and evaluating MRC effectiveness. The MRC chair and vice chair should be available for all MRC meetings, including interim calls for preparation and discussion. The MRC chair and vice chair will also regularly coordinate with the MRC Secretary on MRC matters. Specifically, the Chair and Vice Chair are responsible for the following:

• Engaging MRC members

- Conduct regular outreach to MRC members to stay on top of any concerns.
- Encourage discussion among MRC members and engagement during in-person meetings
- Ensure forums are available for thoughtful discussions and ability for MRC members to actively participate.

• MRC Leadership and Administration

- Ensure MRC positions and communications for Board consideration are clear by working with MRC members.
- Solicit feedback from all stakeholders - MRC members, MRC Sectors, Board and NERC leadership – on MRC positions and communications.
- Consult MRC members, the Board, NERC staff, and others as needed to identify topics for discussion at various meetings.
- Coordinate with NERC and Board leadership on meeting planning.
- Consult MRC members, the Board, NERC staff, and others as needed to identify content for consideration for discussion and education at MRC informational sessions.
- Provide for MRC education and programs to engage new MRC members effectively.

- MRC chair facilitates MRC meetings; MRC vice chair serves as backup in the event the chair is unavailable.
- Define differences of opinion that may exist among discussion participants to ensure clarity.
- Determine MRC actions and resolutions on considered matters are needed and appropriate working with NERC leadership.
- Convene special meetings of the MRC for any purpose and may initiate a call for action without a meeting of the MRC, as set forth in NERC's Bylaws.
- **Evaluating MRC effectiveness**
 - Determine the timing and vehicle for evaluating MRC effectiveness.
 - Lead implementation of any identified recommendations for MRC effectiveness and continuous improvement.

~~The Chair, Vice Chair, or other designated discussion leader is responsible for facilitating discussion of agenda items in the MRC meetings so as to clearly define the differences of opinion that may exist among the discussion participants. During this discussion, the Chair will determine if passage of a resolution by the MRC on the matter is needed and appropriate. Notwithstanding the Chair's determination, an MRC member may call for such determination to be made by majority vote of a quorum present. If such call is moved and seconded, a discussion of the need for and appropriateness of passing a resolution will proceed, and a vote on that need and appropriateness will take place immediately following that discussion. If a resolution is determined to be needed and appropriate, the Chair will designate at least two MRC members to draft such resolution and bring it before the MRC for discussion and vote.~~

~~The Chair of the MRC may call special meetings of the MRC for any purpose and may initiate a call for action without a meeting of the MRC, as set forth in NERC's Bylaws.~~

~~MRC chair and vice chair responsibilities are further detailed in a separate roles and responsibilities document.~~

5. Duties and Responsibilities of Member Representatives Committee Members

MRC members are responsible for presenting their Sectors' positions by proactively gathering sector input, preparing for meetings, educating themselves on the issues, volunteering for participating in working groups, engage in completion of action items and attending all meetings and calls or designating a proxy.

5.6. Confidential Information

To the extent permitted by law, each MRC member must maintain the confidentiality of (1) any confidential or proprietary NERC information disclosed or available to the MRC member; (2) any confidential or proprietary information of NERC members, or market participants to which the MRC member has access by virtue of his or her position with the MRC; and (3) any confidential or proprietary information of others that has been provided to the MRC on condition of confidentiality.

6.7. Representation Policy

Individual MRC members should act in a manner that recognizes that they do not represent NERC, or, other than the MRC Chair, the MRC, nor are they authorized to speak or communicate on behalf of NERC, unless authorized to do so by the NERC Board Chair or CEO, and should provide such a disclaimer if identifying themselves as an MRC member to the press, at speaking engagements, or through any other public communications.

7.8. Meetings of the Member Representatives Committee

Meetings (face-to-face and by teleconference) of the MRC shall be open to the public, subject to reasonable limitations such as the availability and size of meeting facilities; provided that the MRC may meet in or adjourn to closed session where the subject matter of the meeting so warrants, consistent with the provisions of NERC's Bylaws and these Governance Guidelines.

The MRC will hold an annual meeting each year in February and additional regular meetings during that year that typically connect with the NERC Board meeting cycle.

The MRC may hold virtual informational sessions ~~by teleconference~~, typically about four weeks before each regular meeting of the MRC. The purpose of this informational session is to (1) provide additional background and context around activities relevant to the operations of NERC and (2) review preliminary agenda topics ~~for~~ upcoming Board meetings. The MRC Chair, Vice Chair, and Secretary will establish the date and time for ~~these informational sessions~~ is special meeting when the date and time for the annual and regular MRC meetings are set and should be timed to allow subsequent sector meetings on the subject matter of the next regular MRC meeting.

a. Preparation for Meetings

The MRC Secretary should make materials required for the conduct of the regular meeting, including the final meeting agenda with supporting materials, available at least two weeks in advance of the regular meeting, when possible.

The MRC requests that reports by NERC management on the status of NERC programs and projects ensure transparency, ease comprehension of the materials provided, and cover topics that are most important to the members of the Corporation and that large volumes of material provided by NERC management should be accompanied by executive summaries.

b. Setting of Member Representatives Committee Agenda

The Chair and Vice Chair of the MRC shall prepare the agenda for each meeting in consultation with the members of the MRC, the Board, NERC staff, and others as needed.

The MRC Chair and Vice Chair should coordinate with the Board Chair and Vice Chair on the placement of informational items (*i.e.*, items that do not require any action by either body, such as status reports from NERC management) into the MRC and Board agendas for their regular meetings so that these items are not duplicated in each meeting. In their respective meetings, the MRC and Board should

accommodate questions and comments from members of the other body during the discussion of such informational items.

The meeting agenda will tag all agenda items by the type of action expected of the MRC at the meeting. Types of action generally include, but are not limited to, the following:

1. Receive information and seek clarification;
2. Discuss and advise the Board or NERC management; or
3. Decide by vote.

c. Types of Meetings

In general, a meeting of the MRC shall be conducted as one of the following types of meetings:

- **Open Meeting.** The public may attend and observe the deliberations of the MRC during such meetings or portion of the meetings. The public may participate during the meeting in the sole discretion of the presiding officer for the meeting.
- **Closed Meeting.** The public may not attend or observe the deliberations of the MRC. The MRC may invite particular persons to participate in a closed meeting where such participation would further the business of the MRC. At least one NERC staff member shall be present to record any necessary minutes of such meeting.

d. Criteria for Holding Closed Meetings

A meeting or a portion of a meeting may be closed to discuss matters of a confidential nature, including but not limited to personnel matters, compliance and enforcement matters, litigation, or commercially sensitive or critical infrastructure information of any entity, as contemplated by NERC's Bylaws.

e. Procedures for Meetings

Notice to the public of the dates, places, and times of meetings of the MRC shall be provided by NERC in accordance with the requirements of NERC's Bylaws and applicable law. NERC will post all non-confidential material for any meeting within 24 hours of when such material is provided to the MRC. NERC will provide the appropriate logistics (i.e., location for in-person meetings, dial-in numbers for teleconferences) with the meeting agenda.

The MRC may, in accordance with the NERC Bylaws, take action without a meeting pursuant to written consent.

f. Conduct of Meetings

Trustees in attendance at an MRC meeting are encouraged to ask questions and seek clarification of positions expressed by MRC members during MRC discussions.

Other persons who are not MRC members in attendance at an MRC meeting may be invited to comment at the discretion of the Chair, who should take into account both the MRC's desire for inclusiveness and the need to keep MRC meetings focused to make best use of the members' time.

When the MRC wants a formal response from the Board to MRC recommendations or advice, it should formally request such a response when conveying the recommendation or advice to the Board.

g. Minutes of Meetings

The MRC Secretary shall keep and post written minutes of each meeting. Minutes should contain the following information unless otherwise agreed to by NERC's General Counsel:

- Place, date and time of meeting
- When and how notice was given
- Meeting chair and vice chair present
- List of attendees and whether quorum was present
- Statement that minutes from prior meeting were reviewed, amended if necessary, and approved
- Description of the substance of matters discussed (presentations and written materials considered should be included as exhibits, if feasible, or specifically identified and incorporated by reference)
- Statement of specific actions taken (including, where the required number of affirmative votes is other than a simple majority, the number of votes for and against)

In general, minutes are not a transcript of the meeting. The minutes should be in sufficient detail to apprise the reader of the general tenor and scope of the discussion (including minority positions), without attempting to record the statements or opinions of each person speaking. Because a primary purpose of the MRC is to advise the Board on policy matters, emphasis in the minutes should be on the specific advice offered by the MRC. This policy is not intended to change existing policies with respect to confidentiality of data. Minutes of non-public meetings should be kept on a non-public basis or prepared in a manner that does not disclose non-public information. The MRC Secretary shall post a copy of draft minutes to the NERC website and make the minutes available to each MRC member promptly after each meeting. Minutes from one meeting should be reviewed, amended (if necessary), and approved at the following meeting. The MRC Secretary shall post a copy of the final minutes to the NERC website upon approval by the MRC.

8.9. Guidelines for Participant Conduct and Use of NERC Email Lists

MRC members shall conduct themselves in a professional manner at all times. This includes in-person conduct and any communication, electronic or otherwise, made as a participant in NERC activities. MRC members shall not use NERC activities for commercial purposes or for their own private purposes, including, but not limited to, advertising or promoting a specific product or service, announcements of a personal or business nature, sharing of files or attachments not directly relevant to the purpose of the NERC activity, and communication of personal views or opinions, unless those views are directly related to the purpose of the NERC activity.

MRC members also shall not distribute work product developed during the course of NERC activities if distribution is not permitted by NERC (e.g., an embargoed report), provided that NERC, may grant in writing a request by an MRC member to allow further distribution of the work product to one or more specified entities within its industry sector if deemed to be appropriate. Any MRC member that

distributes work product labeled “embargoed,” “do not release,” or “confidential” (or other similar labels) without written approval for such further distribution will be in violation of these guidelines.

MRC members shall not use NERC-provided listservs for any price-fixing, division of markets, and/or other anti-competitive behavior. Recipients and participants on NERC listservs may not utilize NERC listservs for their own private or business purposes. This may include lobbying for or against pending balloted standards, announcements of a personal nature, sharing of files or attachments not directly relevant to the listserv group’s scope of responsibilities, or communication of personal views or opinions, unless those views are provided to advance the work of the listserv’s group. Any offensive, abusive, or obscene language or material shall not be sent across the NERC listservs.

If a participant does not comply with these Guidelines for Participant Conduct and Use of NERC Email Lists, certain reasonable restrictions may be imposed, including removal from meetings or teleconferences, restrictions on the use of NERC-administered listservs or other restrictions, up to permanent removal from participation on a NERC or MRC committee or other NERC or MRC activity.

9.10. NERC Support of the Member Representatives Committee

NERC should provide administrative staff to support the operation of the MRC and the MRC members’ engagement of their sector members. These NERC staff are responsible for anticipating and providing for the MRC members’ information and communication needs.

In addition, NERC should support MRC activities by facilitating teleconferences, securing meeting spaces for in-person meetings, and providing a location on its website to share agendas, minutes, presentations, and related materials relevant to the MRC.

10.11. Amendments to these Guidelines

These Governance Guidelines may be amended by the MRC from time to time. The MRC members shall periodically review these Governance Guidelines and recommend any amendments to the MRC.

Approved by the Member Representatives Committee November 5, 2019

As amended by the Member Representatives Committee November 5, 2020

As amended by the Member Representatives Committee February 13, 2025

Board of Trustees Nominating Committee Update

Action

Information

Summary

The following MRC members are serving on this year's Board of Trustees Nominating Committee (NC):

1. **John Haarlow** – MRC Chair
2. **Matt Fischesser** – MRC Vice Chair
3. **Joel Dembowski** – Investor-Owned Utility (Sector 1)
4. **Jason Marshall** – Cooperative Utility (Sector 3)

Larry Irving, chair of the NC, will provide a status report on the planned activities and schedule for the NC.

Business Plan and Budget Input Group Update

Action

Information

Background

The MRC Business Plan and Budget (BP&B) Input Group (Input Group) was established to solicit MRC feedback on BP&B assumptions, cost drivers, and funding levels. The group meets periodically throughout the year to receive updates and provide input to NERC in support of the MRC's role in providing advice and feedback to the Board of Trustees (Board). The Input Group includes members of the MRC as appointed by the MRC chair. The following MRC members are serving on this year's Input Group:

- **Matt Fischesser (Chair)** – MRC Vice Chair
- **John Haarlow** – MRC Chair
- **Rich Dewey** – ISO/RTO (Sector 10)
- **Tom Heller** – Transmission-Dependent Utility (Sector 5)
- **Karen Onaran** – Large End-Use Electricity Customer (Sector 8)
- **John Rhea** – Investor-Owned Utility (Sector 1)
- **Scott Tomashefsky** – State/Municipal Utility (Sector 2)

In addition, the Input Group includes NERC staff, the chair of the NERC Board Finance and Audit Committee (FAC), Colleen Sidford, and a representative from a Regional Entity, Sara Patrick, CEO of MRO.

Summary

Since the Input Group's last update, NERC's draft 2026 BP&B was posted for public comment from May 23–June 23, 2025. The 2026 BP&B, which was approached as a "bridge-year" between three-year plans, proposed a 4.3% budget increase and a 4.9% assessment increase. Primary drivers for the increase are related to key workforce and technology strategy investments that continue our most critical priorities in support of the four focus areas outlined in the [ERO Enterprise Long-Term Strategy](#), which include Energy, Security, Engagement, and Agility and Sustainability. Comments were received from one stakeholder organization, Electricity Canada, which can be found on the [2026 BP&B page](#) on the NERC website along with the full NERC 2026 BP&B and an overview summary of the NERC and Regional Entity BP&Bs.

Given the overall supportive nature of the comments received and the outreach efforts conducted over the past few months, NERC did not propose any adjustments to its final 2026 BP&B from the draft version. The final NERC and Regional Entity 2026 BP&Bs will be presented to the FAC during its open meeting on August 13, 2025, to recommend approval to the Board during the Board's meeting on August 14, 2025.

Looking forward, the Input Group will plan to meet in the late Q3 or early Q4 timeframe to discuss planning activities for NERC's 2027-2029 plan and 2027 BP&B.

Matt Fischesser, chair of the Input Group, will provide an update to the MRC on behalf of the group at the MRC meeting on August 14, 2025, to review these highlights.

Update on FERC Reliability Matters

Action

Information

Summary

At the August 14, 2025 MRC meeting, Kal Ayoub, Director, Office of Electric Reliability, FERC, will provide an update on recent FERC activity.

Responses to the Board's Request for MRC Input

Action

Discussion

Background

A letter requesting MRC input is issued by the Chair of the NERC Board of Trustees (Board) four to five weeks in advance of the quarterly meetings and includes relevant materials necessary to inform and prepare for discussion. Written input from the MRC and stakeholders is due approximately three weeks after issuance and is then revisited during a dedicated discussion time on the MRC's agenda, in the presence of the Board.

Summary

For this quarter, the Board requested input from the MRC on *Modernization of Standards Processes and Procedures Task Force (MSPPTF) Engagement*. In addition, the Board requested input on preliminary Board, Board Committee, Technical Session, and MRC agenda topics. On August 14, 2025, the MRC can expect to participate in discussion on the responses received from the input request.

The input letter with its attachments and responses are posted with the Board's [August 2025 meeting materials](#).

Additional Discussion on August 13-14 Board Committee, Technical Session, and Board Meetings

Action

Discussion

Summary

Article VIII, Section 1 of the [NERC Bylaws](#) states that the MRC shall have the right and obligation to “provide advice and recommendations to the Board with respect to the development of annual budgets, business plans and funding mechanisms, and other matters pertinent to the purpose and operations of the Corporation.”

On August 14, 2025, the MRC will have time, as part of its own agenda, to provide input on behalf of their membership sectors on the topics presented during the August 13, 2025, Board Committee meetings and Technical Session and topics on the August 14, 2025, Board agenda.

The agenda packages for each of the meetings will be posted on the following webpages approximately one to two weeks in advance of the meetings:

[Technology and Security Committee](#)

[Regulatory Oversight Committee](#)

[Finance and Audit Committee](#)

[Technical Session](#)

[Board of Trustees](#)

Implementation of MRC Effectiveness Recommendations

Action

Update

Summary

The MRC regularly evaluates its effectiveness and conducted an in-depth evaluation throughout 2023 of its effectiveness in executing its responsibilities. On February 14, 2024, the MRC adopted 27 recommendations (see [February MRC agenda package](#), Agenda Item 6) resulting from the effectiveness review. The recommendations focus on how the MRC operates and ensuring an engaging, collaborative, and positive MRC culture. Recommendations are organized under the following categories:

1. Collaboration and Engagement
2. Education and Increased Awareness of Processes
3. Recruiting and Raising Awareness of the MRC's Role
4. Providing Advice and Recommendations to the NERC Board
5. Meeting Logistics and Agenda Development

At the August 14, 2025, MRC meeting, MRC leadership will provide an update on progress in implementing the recommendations which are nearly resolved.

Schedule for MRC Officer and Sector Elections

Action

Information

Background

Chair John Haarlow will announce the upcoming nomination and election cycle for the Member Representatives Committee (MRC) officers and those members whose terms expire in February 2026. The tentative schedule is shown below.

MRC Officer Elections

Tuesday, September 9 – nomination period opens

Tuesday, October 14 – nomination period closes

Thursday, November 6 – election of officers for following year by current MRC members

MRC Member Sector Nominations and Elections

Tuesday, September 9 – nomination period opens

Friday, November 7 – nomination period closes

Monday, December 8 – election begins

Wednesday, December 17 – election ends

Reference Links

[Membership of the MRC for 2025-2027](#)

[NERC Bylaws](#)

Update on Regulatory Matters (As of July 15, 2024)

Action

Information

FERC Orders Issued Since the Last Update

FERC orders are available on the NERC website [FERC Orders/Rules](#) page.

NERC Filings to FERC Since the Last Update

NERC filings to FERC are available on the NERC website [NERC Filings to FERC](#) page.

NERC Filings in Canadian Jurisdictions Since the Last Update

NERC filings to Canadian applicable governmental authorities are available on the NERC website's [Canadian Filings and Orders](#) page. This page also contains links to the websites of each authority, where orders, consultation records, and other records related to NERC matters may be found.

Processes for making standards enforceable and monitoring and enforcing compliance are specific to each jurisdiction in Canada. The Federal, Provincial, and Territorial Monitoring and Enforcement Sub-group (MESG) has developed provincial summaries of each province's electric reliability standard-making and enforcement functions with U.S. comparators. The [Canada page](#) of the NERC website contains these summaries and a link to the [Canadian MOUs](#) page.

Anticipated NERC Filings

Highlights of NERC filings that will be submitted to applicable governmental authorities in the U.S. and Canada appear below:

1. July 25, 2025 - NERC will submit a Request for Clarification on Critical Infrastructure Protection Reliability Standard CIP-015-1.
Docket No. RM24-7-000
2. August 4, 2025 – NERC will submit a quarterly update on its Inverter-Based Resource (IBR) registration workplan.
Docket No. RD22-4-001
3. August 15, 2025 – Within 45 days of the end of each quarter, NERC must submit the unaudited report of the NERC budget-to-actual spending variances during the preceding quarter.
Docket No. FA11-21-000
4. August 27, 2025 – NERC will submit a petition for approval of GO/GOP Glossary Definitions.
Docket No. TBD
5. August 29, 2025 – NERC will submit a quarterly filing in Nova Scotia of FERC-approved Reliability Standards.
6. September 15, 2025 – NERC will submit Appendix 4E of the NERC Rules of Procedure compliance filing.
Docket RR25-1-000