

Agenda

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

Virtual Attendees

Webinar Link: [Join Meeting](#)

Webinar Password: Day2ATTMay825 (32922886 when dialing from a phone or video system)

Audio Only: 1-415-655-0002 US | 1-416-915-8942 Canada | Access Code: 2313 452 4007

Introduction and Chair's Remarks

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

Consent Agenda

- 1. Minutes (Approve)**
 - a. February 13, 2025 Meeting*
 - b. April 10, 2025 Conference Call*

Regular Agenda

- 2. General Updates and Reports**
 - a. Board of Trustees Nominating Committee Update*
 - b. Business Plan and Budget Input Group Update*
 - c. Update on FERC Activities*
 - d. Report on the May 6 Closed Meeting
- 3. Discussion Items**
 - a. Responses to the Board's April 3 Request for MRC Input*
 - b. Additional Discussion on May 7-8 Board Committee, Technical Session, and Board Meetings*
- 4. Update on Implementation of MRC Effectiveness Recommendations***

Informational Items

5. [Future Meetings](#)

6. **Regulatory Update***

*Background materials included.

DRAFT Minutes

Member Representatives Committee

February 13, 2025 | 8:00a.m.-10:00a.m. Eastern

JW Marriott
1109 Brickell Ave
Miami, FL 33131

Outgoing Chair Jennifer Flandermeyer, with incoming Chair John Haarlow and incoming 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 February 13, 2025, at 8:00 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 everyone to the MRC meeting including new and returning MRC members and proxies, thanking those who attended in person as well as those who joined via webcast. Chair Haarlow expressed appreciation for Chair Flandermeyer's exceptional leadership and dedication during her two-year tenure as MRC Chair. He then recognized the NERC Board of Trustees, Kal Ayoub from the Federal Energy Regulatory Commission (FERC), and CAMPUT representative Derek Olmstead.

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.

Minutes

Upon motion duly made and seconded, the MRC approved the minutes of the November 13, 2024, meeting and conference call, and the January 16, 2025, conference call.

Election of NERC Trustees

Larry Irving, chair of the Board Nominating Committee (NC), provided a report and recommendation for the election of three Board members. The MRC unanimously approved the re-election of Jane Allen, Kenneth DeFontes, and Colleen Sidford for three-year terms ending in 2028. Chair Haarlow congratulated Ms. Allen, Mr. DeFontes, and Ms. Sidford.

Mr. Irving informed the MRC that the NC will continue to work with the executive search firm on filling the vacancy left by Trustee Bob Clarke. The Committee ultimately decided to defer the search until 2025. This deferral does not pose a risk to the effectiveness of the Board in the interim given the Board's current

size and composition. Additionally, there are two Trustee incumbents up for re-nomination this year; Chair Suzanne Keenan and Kristine Schmidt.

The MRC received volunteers for this year's NC which will be appointed at the Board open meeting today.

MRC Governance Guidelines

Chair Haarlow reviewed the MRC Governance Guidelines highlighting proposed revisions to reflect recent changes implemented as a result of the MRC effectiveness review. Specifically, the addition of a reference to MRC roles and responsibilities documents that are being finalized and updated language around the MRC Informational Sessions to reflect the shift in purpose to add an educational component.

Upon motion duly made and seconded, the MRC approved the MRC Governance Guidelines.

Business Plan and Budget Input Group Update

Chair Haarlow provided an update on Business Plan and Budget (BP&B) Input Group activities. Since the last update to the MRC the Input Group reviewed NERC's 2025 work plan priorities. The Input Group also received an update on activities around the development of NERC's next three-year plan for 2026–2028, including an overview of its strategic priorities.

With the annual MRC transitions, the membership of the Input Group for 2025 has been finalized. Matt Fischesser will assume the role of Input Group Chair as part of his MRC Vice Chair responsibilities. The Input Group will begin meeting in 2025 in alignment with the 2026 BP&B schedule and will continue to work closely with NERC to discuss and provide input on two primary areas: (1) NERC's investments and value-add activities in support of the three-year plan, and (2) how NERC can best measure and demonstrate the value and realization of those investments.

Update on FERC Activities

Kal Ayoub, Director of the Office of Electric Reliability at FERC, provided an update on recent FERC activities, highlighting FERC Chairman Mark Christie's priorities: protecting consumers from excessive power costs, addressing the reliability crisis driven by the rapid retirement of dispatchable generation, and strengthening FERC's partnership with state regulators to tackle reliability and affordability challenges. Mr. Ayoub also discussed key challenges facing the bulk power system, including rapid load growth, the accelerating pace of generation retirements, aging infrastructure, increasing cyber and physical security threats, gas-electric coordination issues, and the reliability impacts of extreme weather. He emphasized FERC's proactive efforts to address these challenges in collaboration with NERC, Regional Entities, State Regulators, and Industry stakeholders to ensure a reliable, resilient, and secure grid. He also announced an upcoming joint FERC-NERC technical conference in March on supply chain risk management.

Responses to the Board's Request for Input

Chair Haarlow acknowledged the MRC's responses to Mr. DeFontes' January 9, 2025, letter requesting input on *Understanding and Addressing Risks from Integrating Large Loads*, in addition to the preliminary agenda topics for the February meetings. Responses are [posted](#) on the NERC website.

Chair Haarlow provided a summary of the feedback received from MRC Members, highlighting support for Large Loads Task Force; risks to reliability, resilience, and security including voltage and frequency stability, system imbalances, forecasting and planning challenges, and cyber and physical security; and recommendations for addressing emerging risks focused around enhanced modeling and tools, stakeholder engagement, incident analysis, and resource adequacy. In addition to input on the integration of large loads, MRC members express support for the effort to modernize standards processes and appreciation for enhanced collaboration and engagement.

Chair Haarlow acknowledged that these common themes reflect a collective recognition of the challenges posed by integrating large loads and a shared commitment to addressing these challenges through collaboration, enhanced modeling, and stakeholder engagement.

Additional Discussion on February 12 Board Committee Meetings

Attendees did not have any comments related to the Board's Finance and Audit, Regulatory Oversight, Technology and Security, and Corporate Governance and Human Resources Committee meetings.

Additional Discussion on February 12 Technical Session

MRC members complimented the discussions that occurred at the Technical Session around the supply chain and large load integration. MRC members provided additional comments on both topics. An MRC member expressed a perspective of staying ahead of the emerging risk.

MRC Input and Advice on February 13 Board Agenda Items

Attendees did not have many comments on the topics included on the Board's agenda for its meeting the next day. Regarding the agenda item for the Modernize Standard Processes and Procedures (MSPP) Task Force, the MRC recommended that the Task Force consider opportunities to actively engage industry stakeholders earlier in the standard development process.

NERC's Planning and Prioritization Process

NERC provided an update on its planning and prioritization process, focusing on the accomplishments of its 2024 Work Plan Priorities and development of its 2026-2028 plan. Kelly Hanson, senior vice president and chief operating officer at NERC, provided an update on NERC's 2024 Work Plan Priorities, sharing a [video](#) highlighting the accomplishments. The 2024 Work Plan Priorities support NERC's execution of year 2 of its 2023-2025 plan.

Ms. Iwanechko provided an update on the development of NERC's 2026-2028 plan which centers around the same four focus areas as the ERO Enterprise Long-Term Strategy—Energy, Security, Engagement, and Agility and Sustainability. She acknowledged informal feedback sessions with the MRC sectors on NERC's draft three-year strategic priorities and goals which indicated overall support. Ms. Iwanechko highlighted several themes from the conversations, including suggestions to articulate the value of the priorities and goals, continue emphasizing engagement and communications, ensure flexibility to accommodate a rapidly changing landscape, and develop metrics to track progress. She also highlighted several areas where MRC members suggested additional emphasis, including wide-area energy assessments, gas-

electric coordination efforts, supply chain impacts, potential tariff impacts, and proactively identifying and mitigating emerging risks. Ms. Iwanechko noted that NERC is consolidating MRC feedback to incorporate into NERC's ongoing planning process and will provide additional updates in April. She thanked MRC members for their thoughtful input and noted that NERC intends to identify additional opportunities for informal input conversations to complement traditional MRC meetings.

Update on Implementation of MRC Effectiveness Recommendations

Ms. Flandermeyer provided an update on the implementation of the MRC effectiveness recommendations that were adopted by the MRC at its February 2024 meeting, noting that all recommendations are either in progress or completed. She highlighted completed recommendations since the last update, noting (1) the continuation of the MRC ambassador program based on positive feedback from the MRC, and (2) continued updates on MRC effectiveness recommendation progress with nearly all expected to be complete by May 2025 and the next effectiveness review tentatively expected in the Fall of 2025.

Chair Flandermeyer also highlighted the remaining recommendations that are in progress, which are grouped into two categories: (1) roles and responsibilities documents; and (2) MRC operations and governance. She provided an update on each category of recommendations, as identified in the agenda package, and noted that the roles and responsibilities documents will likely be presented to the MRC for endorsement in May 2025 and will close out most of the recommendations.

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
Secretary

DRAFT Minutes

Member Representatives Committee

Informational Session

April 10, 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 April 10, 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 Membership Sectors

Mr. Haarlow introduced this item as the final part of an education series focused on NERC membership sectors that are represented on the MRC. The April 10, 2025, MRC Informational Session highlighted Sector 12: State Government. The presentation was given by the MRC sector representatives and the recording is [posted](#) on NERC's YouTube channel.

Review of Second 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 May 7-8, 2025, in Washington, DC. A complete list of preliminary agenda topics for the May 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, April 3, 2025, and responses are due by Wednesday, April 23, 2025, to Ms. Iwanechko. The Board requested input on *Prioritizing Gas-Electric Interdependency Risks and Mitigation Efforts*, as well as other topics of importance for future discussion and preliminary agenda topics for the May 7-8, 2025, meetings.

Proxy Reminder

Proxy notifications for the May 8, 2025, meeting must be submitted in writing to Ms. Iwanechko.

Meeting Adjourned

There being no further business, the call was terminated.

Submitted by,



Kristin Iwanechko
Secretary

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

The Input Group has met twice since the last update in February. During these calls the Input Group reviewed the development timeline for NERC's 2026 BP&B and was briefed on the proposed budget and key assumptions for the draft 2026 BP&B that will be posted for stakeholder comment in late May. Discussion focused on clarifying questions and how (1) the 2026 BP&B supports NERC's strategic direction, (2) NERC can most effectively communicate its approach and assumptions, and (3) how the Input Group can best support NERC through the BP&B preparation process.

Matt Fischesser, chair of the Input Group, will provide an update to the MRC on behalf of the group at the MRC meeting on May 8, 2025, to review these highlights.

Update on FERC Reliability Matters

Action

Information

Summary

At the May 8, 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 *Prioritizing Gas-Electric Interdependency Risks and Mitigation Efforts* as well as an open request for other topics of importance for future discussion. In addition, the Board requested input on preliminary Board, Board Committee, Technical Session, and MRC agenda topics. On May 8, 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 [May 2025 meeting materials](#).

Additional Discussion on May 7-8 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 May 8, 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 May 7, 2025, Board Committee meetings and Technical Session and topics on the May 8, 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:

[Corporate Governance and Human Resources Committee](#)

[Finance and Audit Committee](#)

[Technology and Security Committee](#)

[Regulatory Oversight 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 May 8, 2025, MRC meeting, MRC leadership will provide an update on progress in implementing the recommendations which are nearly resolved.

Update on Regulatory Matters (As of April 16, 2025)

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. May 6, 2025 – NERC will submit a quarterly update on its Inverter-Based Resource (IBR) registration workplan.
Docket No. RD22-4-001
2. May 9, 2025 – NERC will submit an Errata and Supplemental Petition for Approval of Critical Infrastructure Protection Reliability Standards.
Docket No. RM24-8-000
3. May 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. May 28, 2025 – NERC will submit a Compliance Filing regarding previously-approved revisions to NERC's Rules of Procedure and Standard Processes Manual regarding standards development.
Docket No. RR23-4-000
5. May 30, 2025 – NERC will submit a quarterly filing in Nova Scotia of FERC-approved Reliability Standards.
6. June 17, 2025 – NERC will submit a compliance filing regarding performance metrics and its 2024 ERO performance assessment.

Docket No. RR24-4-000

7. July 2025 – NERC will submit revisions to the *Pro Forma* Regional Delegation Agreement.

Docket TBD