

# Agenda

## Member Representatives Committee Pre-Meeting Informational Session

July 28, 2023 | 11:00 a.m. – 12:30 p.m. Eastern

Attendee WebEx: [Click to Register and Join](#)

Webinar Number: 2311 355 5030

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### Introduction and Chair's Remarks

### NERC Antitrust Compliance Guidelines\*

### Agenda Items

1. **Effective Stakeholder Engagement with NERC\***
  - a. NERC's Stakeholder Model
  - b. Standing Committee Coordinating Group (SCCG) Update
2. **Schedule and Preliminary Agenda Topics for the August 2023 Board, Board Committees, and MRC Meetings\***
  - a. Overview of July 12, 2023, Board Invitation for MRC Input

\*Background materials included.

# Antitrust Compliance Guidelines

## I. General

It is NERC's policy and practice to obey the antitrust laws and to avoid all conduct that unreasonably restrains competition. This policy requires the avoidance of any conduct that violates, or that might appear to violate, the antitrust laws. Among other things, the antitrust laws forbid any agreement between or among competitors regarding prices, availability of service, product design, terms of sale, division of markets, allocation of customers or any other activity that unreasonably restrains competition.

It is the responsibility of every NERC participant and employee who may in any way affect NERC's compliance with the antitrust laws to carry out this commitment.

Antitrust laws are complex and subject to court interpretation that can vary over time and from one court to another. The purpose of these guidelines is to alert NERC participants and employees to potential antitrust problems and to set forth policies to be followed with respect to activities that may involve antitrust considerations. In some instances, the NERC policy contained in these guidelines is stricter than the applicable antitrust laws. Any NERC participant or employee who is uncertain about the legal ramifications of a particular course of conduct or who has doubts or concerns about whether NERC's antitrust compliance policy is implicated in any situation should consult NERC's General Counsel immediately.

## II. Prohibited Activities

Participants in NERC activities (including those of its committees and subgroups) should refrain from the following when acting in their capacity as participants in NERC activities (e.g., at NERC meetings, conference calls and in informal discussions):

- Discussions involving pricing information, especially margin (profit) and internal cost information and participants' expectations as to their future prices or internal costs.
- Discussions of a participant's marketing strategies.
- Discussions regarding how customers and geographical areas are to be divided among competitors.
- Discussions concerning the exclusion of competitors from markets.
- Discussions concerning boycotting or group refusals to deal with competitors, vendors or suppliers.
- Any other matters that do not clearly fall within these guidelines should be reviewed with NERC's General Counsel before being discussed.

### **III. Activities That Are Permitted**

From time to time decisions or actions of NERC (including those of its committees and subgroups) may have a negative impact on particular entities and thus in that sense adversely impact competition. Decisions and actions by NERC (including its committees and subgroups) should only be undertaken for the purpose of promoting and maintaining the reliability and adequacy of the bulk power system. If you do not have a legitimate purpose consistent with this objective for discussing a matter, please refrain from discussing the matter during NERC meetings and in other NERC-related communications.

You should also ensure that NERC procedures, including those set forth in NERC's Certificate of Incorporation, Bylaws, and Rules of Procedure are followed in conducting NERC business.

In addition, all discussions in NERC meetings and other NERC-related communications should be within the scope of the mandate for or assignment to the particular NERC committee or subgroup, as well as within the scope of the published agenda for the meeting.

No decisions should be made nor any actions taken in NERC activities for the purpose of giving an industry participant or group of participants a competitive advantage over other participants. In particular, decisions with respect to setting, revising, or assessing compliance with NERC reliability standards should not be influenced by anti-competitive motivations.

Subject to the foregoing restrictions, participants in NERC activities may discuss:

- Reliability matters relating to the bulk power system, including operation and planning matters such as establishing or revising reliability standards, special operating procedures, operating transfer capabilities, and plans for new facilities.
- Matters relating to the impact of reliability standards for the bulk power system on electricity markets, and the impact of electricity market operations on the reliability of the bulk power system.
- Proposed filings or other communications with state or federal regulatory authorities or other governmental entities.

Matters relating to the internal governance, management and operation of NERC, such as nominations for vacant committee positions, budgeting and assessments, and employment matters; and procedural matters such as planning and scheduling meetings.

## **Effective Stakeholder Engagement with NERC**

### **Action**

Information

### **Summary**

Earlier this year, the Member Representatives Committee (MRC) conducted a review of their effectiveness and in response to feedback received, the format of MRC informational sessions has been adjusted to include more background and context around NERC governance and activities.

During the July 28 MRC informational session, this will include a discussion on effective stakeholder engagement with NERC, specifically focusing on NERC's organizational framework for stakeholder engagement, standing committee structure, and an update from the Standing Committee Coordination Group.

### **NERC's Stakeholder Model**

NERC staff will provide an overview of NERC's organizational framework for stakeholder engagement, focusing on roles and responsibilities of NERC membership, the Registered Ballot Body, and the NERC Compliance Registry, and an overview of the NERC standing committee structure.

### **Standing Committee Coordination Group (SCCG) Update**

Todd Bennett, vice chair of the Standards Committee, and Rich Hydzik, incoming chair of the Reliability and Security Technical Committee, will provide an overview of the [SCCG](#) which supports coordination among the NERC standing committees on cross-cutting matters of importance to bulk power system (BPS) reliability, security, and resilience. The SCCG's activities enhance transparency, efficiency, and effectiveness of NERC standing committee work by ensuring communication and coordination on a regular basis. Mr. Bennett and Mr. Hydzik will also highlight the SCCG's work in implementing recommendations from the Standards Process Stakeholder Engagement Group (SPSEG) approved by the Board at its [November 16, 2022, meeting](#) (see agenda item 6d).

# Schedule and Preliminary Agenda Topics for the August 2023 Board, Board Committees, and MRC Meetings

**RELIABILITY | RESILIENCE | SECURITY**



Wednesday, August 16, 2023	
8:30 – 9:30 a.m.	Technology and Security Committee Meeting — <u>Open</u>
9:45 – 11:00 a.m.	Compliance Committee Meeting — <u>Open</u>
11:15 a.m. – 11:30 p.m.	Corporate Governance and Human Resources Committee Meeting — <u>Open</u>
12:30 – 3:00 p.m.	Technical Session
3:15 – 4:15 p.m.	Finance and Audit Committee Meeting — <u>Open</u>
4:30 – 6:00 p.m.	Member Representatives Committee Meeting — <u>Open</u>
Thursday, August 17, 2023	
9:00 a.m. – 12:00 p.m.	Board of Trustees Meeting— <u>Open</u>

*\*All meeting times are in Eastern Time Zone*

- ERO Enterprise Business Technology Update
- E-ISAC Operations Update

- Approve Proposed Amendments to the Compliance Committee Mandate
- CMEP and ORCP Semi-Annual Report
- Small Group Advisory Sessions



- Approve Proposed Updates to the Compliance Committee Mandate

- Interregional Transfer Capability Study Update
- Cloud Computing Update
- Bulk Power System Awareness Update
- Long-Term Reliability Assessment Preview

- Accept Second Quarter Statement of Activities
- Approve NERC and Regional Entity Proposed 2024 Business Plans and Budgets and Associated Assessments

- Schedule for MRC Officer and Sector Elections
- General Updates and Reports
  - Board of Trustees Nominating Committee Update
  - Business Plan and Budget Input Group Update
  - Update on FERC Activities
  - MRC Effectiveness Review Update
- Responses to the Board’s Request for Input
- Additional Discussion on Third Quarter Open Meetings
  - Board Committee Meetings (August 16)
  - Technical Session (August 16)
  - Board Meeting (August 17)

- Compliance and Certification Committee Role in Collecting Stakeholder Perceptions
- Informational Items
  - Future Meetings
  - Regulatory Update

- Adopt Project 2021-06 Modifications to TOP-003 and IRO-010
- Approve Rules of Procedure Amendments
- Approve Standard Processes Manual Amendments
- Inverter-Based Resources Work Plan Update
- Cold Weather Standards Status Update
- Accept ERO Reliability Risk Priorities Report
- Semi-Annual Review of the Achievements of the NERC Work Plan Priorities Update