

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 Iwanek, 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

Agenda

Member Representatives Committee

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

In-Person

JW Marriott
1109 Brickell Ave,
Miami, FL 33131
Conference Room: Grand Ballroom

Virtual Attendees

Webcast Link: [Join Meeting](#)

Webcast Password: FEB25MRCBRDA (33225673 when dialing from a phone)

Audio Only: 1-415-655-0002 US Toll | 1-416-915-8942 Canada Toll | Access Code: 2303 098 4361

Introduction and Chair's Remarks

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

Consent Agenda

- 1. Minutes - (Approve)**
 - a. November 13, 2024 Meeting*
 - b. November 13, 2024 Conference Call*
 - c. January 16, 2025 Conference Call*

Regular Agenda

- 2. Election of NERC Trustees* (Elect)**
- 3. MRC Governance Guidelines* (Approve)**
- 4. General Updates and Reports**
 - a. Business Plan and Budget Input Group Update*
 - b. Update on FERC Activities*
- 5. Discussion Items**
 - a. Responses to the Board's January 9 Request for MRC Input*
 - b. Additional Discussion on February 12 Board Committee Meetings*
 - i. Technology and Security Committee
 - ii. Regulatory Oversight Committee

- iii. Finance and Audit Committee
 - iv. Corporate Governance and Human Resources Committee
 - c. Additional Discussion on February 12 Technical Session*
 - d. MRC Input and Advice on February 13 Board Agenda Items*
- 6. NERC’s Planning and Prioritization Process***
- a. 2023-2025 Plan
 - i. 2024 NERC Work Plan Priorities: Year-End Review*
 - b. 2026-2028 Plan
 - i. Summary of MRC Input and Next Steps*
- 7. Update on Implementation of MRC Effectiveness Recommendations***

Informational Items

- 8. [Future Meetings](#)
- 9. **Regulatory Update***

*Background materials included.

Member Representatives Committee - Attendance (February 13, 2025)

Voting Members

First Name	Last Name	Sector
Jennifer	Flandermeyer	Former Chair
John	Haarlow	Current Chair
Matt	Fischesser	Vice Chair
Joel	Dembowski	1. Investor-Owned Utility
John	Rhea	1. Investor-Owned Utility
Roy	Jones	2. State/Municipal Utility
Scott	Tomashefsky	2. State/Municipal Utility
Greg	Ford	3. Cooperative Utility
Jason	Marshall	3. Cooperative Utility
Daryl	Maxwell	4. Federal/Provincial
Stephane	Desbiens	4. Federal/Provincial
Timothy	Smith	4. Federal/Provincial
Colin	Hansen	5. Transmission-Dependent Utility - Proxy Tom Heller
Mark	Spencer	6. Merchant Electricity Generator
Srinivas	Kappagantula	6. Merchant Electricity Generator
Jeremy	Carpenter	7. Electricity Marketer
Karen	Onaran	8. Large End-Use Electricity Customer - Proxy Venona Greaff
Michael	Moody	9. Small End-Use Electricity Customer - Proxy Darryl Lawrence
Richard	Dewey	10. ISO/RTO - Proxy Emilie Nelson
Aaron	Engen	10. ISO/RTO
Gordon	van Welie	10. ISO/RTO - Proxy Stephen George
Jim	Huston	12. Government - Proxy Marcus Hawkins

Non-Voting Members

First Name	Last Name	Sector
Derek	Olmstead	Canadian Provincial
Kal	Ayoub	U. S. - Federal
Kristin	Iwanechko	Secretary