

Minutes Corporate Governance and Human Resources Committee Meeting

May 11, 2022 | 11:15 a.m. - 12:00 p.m. Eastern

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Chair Suzanne Keenan 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 11, 2022, at 11:15 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

Suzanne Keenan, Chair
Robert G. Clarke
George S. Hawkins
Larry Irving
Robin E. Manning
Roy Thilly
Kenneth W. DeFontes. Jr., *ex officio*

Board Members

Jane Allen
Susan Kelly
Jim Piro
Colleen Sidford
James B. Robb, NERC President and Chief Executive Officer

NERC Staff

Tina Buzzard, Assistant Corporate Secretary
Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC
Howard Gugel, Vice President, Engineering and Standards
Kelly Hanson, Senior Vice President and Chief Administrative Officer
Stan Hoptroff, Vice President, Business Technology
Mark G. Lauby, Senior Vice President and Chief Engineer
Sônia Mendonça, Senior Vice President, General Counsel, and Corporate Secretary
Kimberly Mielcarek, Vice President, Communications
Lauren Perotti, Senior Counsel
Bryan Preston, Vice President, People and Culture
Janet Sena, Senior Vice President, External Affairs
Andy Sharp, Vice President and Chief Financial Officer
Mechelle Thomas, Vice President, Compliance

NERC Antitrust Compliance Guidelines

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package.

Chair's Remarks

Ms. Keenan welcomed participants to the meeting. She reported on the recent closed meetings of the Committee on April 14, 2022 and May 9, 2022. At the April 14, 2022 meeting, the Committee reviewed the proposed workforce investments necessary to advance NERC's priorities of energy, security, agility, and sustainability. She reported that the Committee, with all Trustees present, performed a deep dive analysis of the relevant factors and data and were satisfied that the proposed investments are necessary. At the May 9, 2022 meeting, the Committee reviewed the corporate governance aspects of the IRS Form 990 and the Committee's self-assessment results.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the February 9, 2022, meeting as presented at the meeting.

Proposed Amendment to Nominating Committee Mandate

Ms. Perotti presented the proposed amendment to the Nominating Committee mandate, noting that the amendment would formalize the inclusion of Trustees not eligible for re-election on the Committee. Upon motion duly made and seconded, the Committee approved the revised Nominating Committee mandate and recommended it to the Board for approval.

Review of Committee Self-Assessment Results

Ms. Perotti reviewed the results of the NERC Board Committee assessments for the 2021 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 the generally positive feedback received for each of the Committees, and noted that suggestions have been reviewed with the Committees in their recent closed sessions.

Ms. Keenan reported that one commenter suggested an increased focus on governance issues for the Committee in 2022. She also reported that the Board will be conducting a broad review of governance practices in September 2022, in which the Board will have the opportunity to assess its practices and add clarity on how the Board works together and with management.

Human Resources and Staffing

Mr. Preston provided the human resources and staffing update, referencing the materials included in the advance agenda package. He reported that NERC continues to execute against its strategic people and culture plan, with recent efforts focused on implementing technology solutions in recruiting and compensation management systems, a periodic review of compensation against market based data, and workforce planning.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary