

# Minutes

## Member Representatives Committee

February 15, 2023 | 3:30 p.m. – 5:00 p.m. Mountain

JW Marriott Tucson Starr Pass  
3800 W Starr Pass Boulevard  
Tucson, Arizona 85745

Outgoing Chair Roy Jones, with incoming Chair Jennifer Flandermeyer and incoming Vice Chair John Haarlow present, called to order a duly noticed meeting of the Member Representatives Committee (MRC) of the North American Electric Reliability Corporation (NERC) on February 15, 2023, at 3:30 p.m., Mountain, 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

Mr. Jones welcomed attendees and thanked the NERC Board of Trustees (Board), MRC members, and NERC for their support, lauding the continued focus on addressing challenges the industry is facing. Ms. Flandermeyer presented Mr. Jones with a plaque, thanking him for his leadership on the MRC and commitment to the reliability and security of the bulk power system (BPS).

Ms. Flandermeyer welcomed new and returning MRC members, acknowledging the Board, Eric Vandenberg from the Federal Energy Regulatory Commission (FERC), Pat Hoffman from the Department of Energy, State Commissioner CJ Manthe, CAMPUT representative David Morton, and Anna Le from the Canada Energy Regulator. Ms. Flandermeyer acknowledged Travis Fisher, who recently resigned from the MRC, and noted the special nomination period open through March 7, 2023, to fill the remainder of his term as a Sector 8 representative.

### NERC Antitrust Compliance Guidelines and Public Announcement

Ms. Iwanek 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 Mendonca, 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 15, 2022, and January 18, 2023, meetings as presented at the meeting.

### Election of NERC Trustees

Bob Clarke, chair of the Board Nominating Committee (BOTNC), provided a report and recommendation for the election of three Board members. The MRC unanimously approved the re-election of Suzanne Keenan and Jim Piro, and the election of Kristine Schmidt for three-year terms ending in 2026. Ms. Flandermeyer congratulated Ms. Keenan, Mr. Piro, and Ms. Schmidt.

Ms. Flandermeyer noted that there are four Trustees with terms ending in February 2024, with all eligible for re-election. MRC members are encouraged to volunteer to participate on this year's BOTNC. Interested MRC members should notify Mr. Jones, Ms. Flandermeyer, and Ms. Iwanechko.

Ms. Flandermeyer recognized outgoing Trustee Roy Thilly and MRC members thanked him for his leadership and contributions. Ken DeFontes, Board chair, read a resolution adopted by the Board in honor of Mr. Thilly, thanking him for his twelve years of distinguished service as a member of the Board, including as chair from 2017-2021.

### **Future Meetings**

The schedule of future meeting dates was included in the agenda package. Mr. DeFontes reminded attendees of recent changes to the Board meeting calendar. He acknowledged that the Board looks forward to MRC and stakeholder input on the new approach and will make adjustments as it deems appropriate. The May meeting will be in-person for MRC and Board members only in NERC's Washington, DC, office, with all other attendees participating virtually, and the August meeting will be a full in-person meeting in Ottawa, Ontario, Canada. The Board will also have a virtual-only meeting in December. An MRC member suggested that the Board and NERC consider a virtual option for all open Board and stakeholder meetings.

### **Plan for Evaluating MRC Governance and Effectiveness**

Ms. Flandermeyer announced an effort to evaluate MRC effectiveness that will include convening a small team to gather input from MRC members and develop recommendations for discussion at a closed meeting with the MRC and Board during the week of the May 2023 meetings. MRC members interested in participating on the small team should notify Ms. Flandermeyer and Ms. Iwanechko.

### **Business Plan and Budget Input Group Update**

Mr. Haarlow, chair of the business plan and budget (BP&B) input group, provided an update on the group's activities acknowledging that 2022 was the first year under a set of guiding principles that shifted the group's focus to more strategic discussions, which included reviewing NERC's priority focus areas and how they aligned to NERC's three year-strategic plan. BP&B input group leadership and NERC have discussed scheduling and planning activities for the group in 2023, as well as how to collaborate on key areas of concern from the MRC. The group will meet next month to begin their engagement in the process for the 2024 BP&B. MRC members interested in participating on the BP&B input group should notify Ms. Flandermeyer, Mr. Haarlow, and Ms. Iwanechko.

### **Update on FERC Activities**

Eric Vandenberg, deputy director of the Office of Electric Reliability at FERC, acknowledged that Willie L. Phillips was named Acting Chairman of FERC on January 3, 2023. Mr. Vandenberg provided an update on recent FERC reliability activities, including the joint inquiry into the BPS during winter storm Elliott, revisions to cold weather Reliability Standards to implement recommendations from the joint inquiry into the February 2021 cold weather outages in Texas and South-Central United States, FERC technical conferences, physical security activities, and internal network security monitoring for high and medium impact Bulk Electric System cyber systems.

## **Regulatory Update**

Ms. Mendonca invited questions or comments regarding the regulatory report, which highlights Canadian affairs, as well as past and future significant FERC filings.

## **Responses to the Board's Request for Input**

Ms. Flandermeyer acknowledged the MRC's responses to Mr. DeFontes' January 11, 2023, letter requesting input on prioritization of activities and effective engagement, in addition to the preliminary agenda topics for the February meetings. Responses to the letter are [posted](#) on the NERC website.

## **Prioritization of Activities and Effective Engagement**

Mark Lauby, senior vice president and chief engineer at NERC, provided a summary of the input received in response to the letter, which included the following suggestions: (1) improvements in processes for the Reliability and Security Technical Committee (RSTC) and Standards Committee (SC) which will be referred to those groups for consideration; (2) more collaboration with the reliability ecosystem to increase efficiency and effectiveness in bulk power system risk reduction; (3) focus on continent-wide risks, enabling Regional Entities to focus on Regional risks; (4) improved compliance monitoring and enforcement program processes to make it more risk-based without filing non-consequential violations, while still engaging in helpful discussions on improved controls; and (5) formation of a group that would focus specifically on prioritizing specific initiatives at NERC, and address new issues as they arise.

- An MRC member acknowledged the importance of continued collaboration and coordination, especially given the pace of change and the amount of work happening in different areas around related topics.
- MRC members acknowledged the large volume of work under the RSTC and highlighted a need for greater efficiency and coordination of RSTC activities and prioritization. Greg Ford, MRC member and RSTC chair, noted that the RSTC is currently focused on making improvements to its processes, highlighting the latest RSTC work plan, collaboration among RSTC working groups, and coordination with the Reliability Issues Steering Committee and Standing Committee Coordinating Group (SCCG). He noted that there are activities underway at the RSTC that may help address some of the concerns raised and there may be better ways of communicating that to industry.
- MRC members voiced a need for increased transparency into standing committee, task force, and working group activities, and encouraged NERC and its committees to ensure that all meeting schedules, agendas, and materials are consistently posted on the NERC website in easy to find locations.
- An MRC member requested information around the SCCG meetings and activities. Meeting agendas, minutes, and a quarterly report on activities are posted on the [SCCG webpage](#).
- An MRC member asked if NERC tracks metrics around how long it takes for a standard to go through the development process. Howard Gugel, vice president, engineering and standards at NERC, stated that NERC files standards metrics every five years and on average, the lifecycle of a standards project from the initiation of a Standard Authorization Request to completion is about

18 months. He also pointed attendees to the [project tracking spreadsheet](#) posted on the NERC website which identifies all active projects and their schedules.

### **Additional Policy Discussion of Key Items from Board Committee Meetings**

Ms. Flandermeyer reminded attendees that full presentations were conducted at the Board committee meetings and would not be repeated during the MRC meeting. An MRC member asked how industry would be engaged on the report directed by FERC related to CIP-014. NERC staff noted that a draft would be circulated with the trade organizations in March. Attendees did not have any additional comments related to the Board's Finance and Audit, Compliance, Technology and Security, and Corporate Governance and Human Resources Committee meetings.

### **Additional Discussion on February 15 Technical Session**

Attendees did not have additional comments on the items discussed during the February 15 Technical Session.

### **MRC Input and Advice on February 16 Board Agenda Items**

Attendees did not have comments on the topics included on the Board's agenda for its meeting the next day.

### **Adjournment**

There being no further business, the meeting was adjourned.

Submitted by,



Kristin Iwanechko  
Secretary

## Agenda

# Member Representatives Committee

February 15, 2023 | 3:30 p.m. – 5:00 p.m. Mountain

JW Marriott Tucson Starr Pass  
3800 W Starr Pass Boulevard  
Tucson, Arizona 85745  
Conference Room: Tucson Salons E-F

### Introduction and Chair's Remarks

### NERC Antitrust Compliance Guidelines and Public Announcement\*

### Consent Agenda

1. **Minutes - (Approve)**
  - a. November 15, 2022 Meeting\*
  - b. January 18, 2023 Conference Call\*

### Regular Agenda

2. **Election of NERC Trustees\* - (Elect)**
3. **Future Meetings\***
4. **Plan for Evaluating MRC Governance and Effectiveness**
5. **General Updates and Reports**
  - a. Business Plan and Budget Input Group Update\*
  - b. Update on FERC Activities\*
  - c. Regulatory Update\*
6. **Policy and Discussion Items**
  - a. Responses to the Board's Request for Input\*
    - i. Prioritization of Activities and Effective Engagement
  - b. Additional Discussion on February 15 Board Committee Meetings\*
    - i. Finance and Audit Committee
    - ii. Compliance Committee
    - iii. Technology and Security Committee
    - iv. Corporate Governance and Human Resources Committee

- c. Additional Discussion on February 15 Technical Session\*
- d. MRC Input and Advice on February 16 Board Agenda Items\*

\*Background materials included.

**Member Representatives Committee - Attendance (February 15, 2023)**

**Voting Members**

<b>First Name</b>	<b>Last Name</b>	<b>Sector</b>
Jennifer	Flandermeyer	Chair
John	Haarlow	Vice Chair
Joel	Dembowski	1. Investor-Owned Utility
Rachel	Snead	1. Investor-Owned Utility
Roy	Jones	2. State/Municipal Utility
John	Twitty	2. State/Municipal Utility
Greg	Ford	3. Cooperative Utility
Jason	Marshall	3. Cooperative Utility
Edison	Elizeh	4. Federal/Provincial
Stephane	Desbiens	4. Federal/Provincial
Paul	Choudhury	4. Federal/Provincial
Brian	Evans-Mongeon	5. Transmission-Dependent Utility
Terry	Huval	5. Transmission-Dependent Utility
Mark	Spencer	6. Merchant Electricity Generator
Sean	Cavote	6. Merchant Electricity Generator
Matt	Fischesser	7. Electricity Marketer
Brad	Cox	7. Electricity Marketer
Venona	Greaff	8. Large End-Use Electricity Customer
Darryl	Lawrence	9. Small End-Use Electricity Customer
Michael	Moody	9. Small End-Use Electricity Customer
Gordon	van Welie	10. ISO/RTO - <b>Proxy Peter Brandien</b>
Lesley	Gallinger	10. ISO/RTO
Richard	Dewey	10. ISO/RTO - <b>Proxy Peter Brandien</b>
CJ	Manthe	12. State Government
Matt	Schuerger	12. State Government - <b>Proxy CJ Manthe</b>

**Non-Voting Members**

<b>First Name</b>	<b>Last Name</b>	<b>Sector</b>
David	Morton	Canadian Provincial
Anna	Le	Canadian Federal
David	Ortiz	U. S. - Federal
Pat	Hoffman	U. S. - Federal
Milo	Blair	Regional Entity - NPCC
Jason	Blake	Regional Entity - SERC
Curt	Brockmann	Regional Entity - Texas RE
Kristin	Iwanechko	Secretary