

Minutes

Corporate Governance and Human Resources Committee Meeting

November 1, 2018 | 2:00 – 3:00 p.m. Eastern

Conference Call

Chair Robert G. Clarke 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 November 1, 2018, at 2:00 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Committee Members

Robert G. Clarke, Chair
George S. Hawkins
Roy Thilly

Board Members

Kenneth W. DeFontes, Jr.
Janice B. Case
David Goulding
Suzanne Keenan
Jan Schori
James B. Robb, President and Chief Executive Officer

Committee Members Not Present

Frederick W. Gorbet
Robin E. Manning

NERC Staff

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary
Tina Buzzard, Associate Director
Scott Jones, Senior Vice President, Chief Financial and Administrative Officer, and Corporate Treasurer
Mark G. Lauby, Senior Vice President and Chief Reliability Officer
Janet Sena, Senior Vice President and Director of Policy and External Affairs
Michael Walker, Senior Vice President and E-ISAC Chief of Staff

NERC Antitrust Compliance Guidelines

Mr. Clarke directed the participants’ attention to the NERC Antitrust Compliance Guidelines included in the agenda, and indicated that all questions regarding antitrust compliance or related matters should be directed to Mr. Berardesco.

Chair's Remarks

Mr. Clarke referenced the October 11, 2018 closed meeting of the Committee to review the 2019 dashboard and corporate metrics that have since been distributed publicly.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the August 15, 2018 meeting as presented at this meeting.

Update on Actions from 2017 Board of Trustees/Committees Effectiveness Surveys

Mr. Berardesco provided an update on actions from the 2017 Board and Committee Effectiveness Surveys, referring to the materials included in the advance agenda package. He highlighted actions being taken to address: (1) the cost and benefit of new Reliability Standards; (2) effectiveness and efficiency of the ERO Enterprise; (3) efficiency and cost effectiveness of the Compliance Monitoring and Enforcement Program; and (4) ensuring that the decision making process is not being inappropriately influenced by management or stakeholders.

Mr. Berardesco also described NERC's efforts regarding succession planning. Mr. Clarke noted the success of these efforts as demonstrated by the recent transition. It was noted that the succession plan will be discussed at the January 2019 Committee meeting.

2019 Board of Trustees Effectiveness Survey

Mr. Clarke referred to the new Board of Trustees Effectiveness Survey included in the advance agenda package. Mr. Berardesco highlighted the evolution of the survey and improvements designed to improve information and tracking, and he noted that the timeline for the survey and resulting report is consistent with prior years. Following discussion, the Committee approved the survey with requested modifications.

2018 ERO Enterprise Metrics Update

Mr. Lauby reviewed the status of the ERO Enterprise and Corporate Metrics for the third quarter of 2018, referencing the materials included in the advance agenda package. Mr. Hawkins asked whether the materials should explain what happens regarding the metrics for which the target is not achieved. A brief discussion followed of the changes to the metrics being proposed in 2019.

Human Resources and Staffing Update

Mr. Jones reviewed the human resources and staffing update, referencing the information included in the advance agenda package. He highlighted the success of the E-ISAC in hiring. He also noted that NERC's attrition rate stabilized in the second half of 2018. Mr. Robb noted NERC's continued efforts to increase staff awareness of phishing risks.

Adjournment

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

Submitted by,

A handwritten signature in black ink, appearing to read 'Charles A. Berardesco', written in a cursive style.

Charles A. Berardesco
Corporate Secretary

Agenda

Corporate Governance and Human Resources Committee

November 1, 2018 | 2:00-3:00 p.m. Eastern
Conference Call

SPEAKER Dial-in: 1-844-394-5144 | Conference Code: 4519803
Webex: www.readytalk.com | Code: 4469686 | Click Join

Call to Order and Chair's Remarks

NERC Antitrust Compliance Guidelines

Agenda

1. **Minutes* – Approve**
 - a. August 15, 2018 Meeting
2. **Update on Actions from 2017 Board of Trustees/Committees Effectiveness Surveys* – Review**
3. **2019 Board of Trustees Effectiveness Survey* – Approve**
4. **2018 ERO Enterprise Metrics Update* – Review**
5. **Human Resources and Staffing Update* – Review**
6. **Adjournment**

*Background materials included.