

Minutes

Corporate Governance and Human Resources Committee Meeting

May 13, 2020 | 11:00-11:45 a.m. Eastern
Conference Call

Mr. George S. Hawkins, Chair, 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 13, 2020, at 11:00 a.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Committee Members

George S. Hawkins, Chair
Robert G. Clarke
Kenneth W. DeFontes
Colleen Sidford
Roy Thilly, *ex officio*

Board Members

Suzanne Keenan
Robin E. Manning
Jim Piro
James B. Robb, 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
Damon Epperson, Director of Human Resources
Howard Gugel, Vice President, Engineering and Standards
Stan Hoptroff, Vice President, Business Technology
Mark Lauby, Senior Vice President and Chief Engineer
Sônia Mendonça, Senior Vice President, General Counsel, and Corporate Secretary
Janet Sena, Senior Vice President, External Affairs

Introduction and Chair’s Remarks

Mr. Hawkins welcomed attendees to the meeting.

NERC Antitrust Compliance Guidelines

Ms. Buzzard 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 Ms. Mendonça.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the February 5, 2020 meeting as presented at the meeting.

Board Committees' Self-Assessment Surveys Results

Ms. Mendonça reviewed the results of the Board Committees' Self-Assessment surveys, referencing the material included in the advance agenda package. She noted the responses indicate that the Board committees continue to function effectively and in accordance with their mandates.

Annual Review of Trustee Compensation

Ms. Mendonça noted that the Board is required to review trustee compensation on an annual basis. She described how there is a current compensation review in place through 2021, and that there is no recommended action this year.

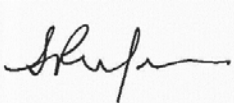
Staffing and Recruiting Update

Mr. Epperson provided an update on staff retention and recruiting, referencing the information provided in the advance agenda package. He highlighted prioritizing employee wellbeing in response to COVID-19, and the increased and consistent communication between NERC management and staff. The Committee thanked Mr. Robb and Mr. Hoptroff for their leadership in instituting NERC's business continuity plan.

Adjournment

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

Submitted by,



Sônia Mendonça
Corporate Secretary

Agenda

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Attendee Dial-in: 1-415-655-0002 | **Access code:** 472 822 359#

Webex: [Link](#)

Introduction and Chair's Remarks

NERC Antitrust Compliance Guidelines*

Agenda Items

1. **Minutes* — Approve**
 - a. February 5, 2020 Meeting
2. **Board Committees' Self-Assessment Surveys Results* — Review**
3. **Annual Review of Trustee Compensation* — Update**
4. **Staffing and Recruiting Update* — Review**
5. **Adjournment**

*Background materials included.