

# Minutes

## Corporate Governance and Human Resources Committee Open Meeting

August 16, 2023 | 12:15 p.m.-12:30 p.m. Eastern  
Hybrid Meeting

Westin Ottawa Hotel  
11 Colonel By Dr.  
Ottawa, ON K1N 9H4, Canada

### Webcast

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 August 16, 2023, at approximately 12:15 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

#### Committee Members

Suzanne Keenan, Chair  
Jane Allen  
Robert G. Clarke  
George S. Hawkins  
Larry Irving  
Susan Kelly  
Kenneth W. DeFontes, Jr. *ex officio*

#### Board Members

Robin E. Manning  
Jim Piro  
Kristine Schmidt  
Colleen Sidford

#### NERC Staff

Tina Buzzard, Assistant Corporate Secretary  
Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC  
Howard Gugel, Vice President, Compliance Assurance and Registration  
Kelly Hanson, Senior Vice President and Chief Administrative Officer  
Stan Hoptroff, Vice President, Business Technology  
Nina Jenkins-Johnston, Assistant General Counsel and Director of Corporate Risk Management  
Soo Jin Kim, Vice President, Engineering and Standards  
Mark Lauby, Senior Vice President and Chief Engineer  
Kimberly Mielcarek, Vice President, Communications  
Sonia Rocha, Senior Vice President, General Counsel, and Corporate Secretary  
Liz Saunders, Director, Human Resources Centers of Excellence  
Janet Sena, Senior Vice President, External Affairs  
Andy Sharp, Vice President and Chief Financial Office

**NERC Antitrust Compliance Guidelines**

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package and indicated that all questions regarding antitrust compliance or related matters should be directed to Ms. Rocha.

**Chair's Remarks**

Ms. Keenan welcomed participants to the meeting, recognized Ms. Saunders, and summarized the August 15, 2023 CGHRC closed meeting to include the Committee's approval of the Benefits Administration Committee Charter and the 401k plan eligibility amendment.

**Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the May 10, 2023 meeting as presented at the meeting.

**Proposed Amendments to the Compliance Committee Mandate**

Ms. Keenan reviewed the proposed amendments to the Board of Trustees Compliance Committee (CC) mandate, which were discussed in detail in the CC's open meeting and included amending the CC's responsibilities to include oversight of the standards program and renaming the CC the Regulatory Oversight Committee to reflect its authority and responsibilities. After discussion, and upon motion duly made and seconded, the Committee approved the proposed amendments to the CC mandate and recommended them for Board approval.

**Other Matters and Adjournment**

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

Submitted by,



Sônia Rocha  
Corporate Secretary