

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.

Antitrust Compliance Guidelines

I. General

It is NERC's policy and practice to obey the antitrust laws and to avoid all conduct that unreasonably restrains competition. This policy requires the avoidance of any conduct that violates, or that might appear to violate, the antitrust laws. Among other things, the antitrust laws forbid any agreement between or among competitors regarding prices, availability of service, product design, terms of sale, division of markets, allocation of customers or any other activity that unreasonably restrains competition.

It is the responsibility of every NERC participant and employee who may in any way affect NERC's compliance with the antitrust laws to carry out this commitment.

Antitrust laws are complex and subject to court interpretation that can vary over time and from one court to another. The purpose of these guidelines is to alert NERC participants and employees to potential antitrust problems and to set forth policies to be followed with respect to activities that may involve antitrust considerations. In some instances, the NERC policy contained in these guidelines is stricter than the applicable antitrust laws. Any NERC participant or employee who is uncertain about the legal ramifications of a particular course of conduct or who has doubts or concerns about whether NERC's antitrust compliance policy is implicated in any situation should consult NERC's General Counsel immediately.

II. Prohibited Activities

Participants in NERC activities (including those of its committees and subgroups) should refrain from the following when acting in their capacity as participants in NERC activities (e.g., at NERC meetings, conference calls and in informal discussions):

- Discussions involving pricing information, especially margin (profit) and internal cost information and participants' expectations as to their future prices or internal costs.
- Discussions of a participant's marketing strategies.
- Discussions regarding how customers and geographical areas are to be divided among competitors.
- Discussions concerning the exclusion of competitors from markets.
- Discussions concerning boycotting or group refusals to deal with competitors, vendors or suppliers.
- Any other matters that do not clearly fall within these guidelines should be reviewed with NERC's General Counsel before being discussed.

III. Activities That Are Permitted

From time to time decisions or actions of NERC (including those of its committees and subgroups) may have a negative impact on particular entities and thus in that sense adversely impact competition. Decisions and actions by NERC (including its committees and subgroups) should only be undertaken for the purpose of promoting and maintaining the reliability and adequacy of the bulk power system. If you do not have a legitimate purpose consistent with this objective for discussing a matter, please refrain from discussing the matter during NERC meetings and in other NERC-related communications.

You should also ensure that NERC procedures, including those set forth in NERC's Certificate of Incorporation, Bylaws, and Rules of Procedure are followed in conducting NERC business.

In addition, all discussions in NERC meetings and other NERC-related communications should be within the scope of the mandate for or assignment to the particular NERC committee or subgroup, as well as within the scope of the published agenda for the meeting.

No decisions should be made nor any actions taken in NERC activities for the purpose of giving an industry participant or group of participants a competitive advantage over other participants. In particular, decisions with respect to setting, revising, or assessing compliance with NERC reliability standards should not be influenced by anti-competitive motivations.

Subject to the foregoing restrictions, participants in NERC activities may discuss:

- Reliability matters relating to the bulk power system, including operation and planning matters such as establishing or revising reliability standards, special operating procedures, operating transfer capabilities, and plans for new facilities.
- Matters relating to the impact of reliability standards for the bulk power system on electricity markets, and the impact of electricity market operations on the reliability of the bulk power system.
- Proposed filings or other communications with state or federal regulatory authorities or other governmental entities.

Matters relating to the internal governance, management and operation of NERC, such as nominations for vacant committee positions, budgeting and assessments, and employment matters; and procedural matters such as planning and scheduling meetings.

Draft Minutes

Member Representatives Committee

November 15, 2022 | 1:00 p.m. – 4:00 p.m. Central

JW Marriott
614 Canal Street
New Orleans, Louisiana 70130

Vice Chair Jennifer Flandermeyer called to order a duly noticed meeting of the Member Representatives Committee (MRC) of the North American Electric Reliability Corporation (NERC) on November 15, 2022, at 1:00 p.m., Central, 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

Ms. Flandermeyer welcomed MRC members and attendees, acknowledging the NERC Board of Trustees (Board), Kal Ayoub and others from the Federal Energy Regulatory Commission (FERC), State Commissioners CJ Manthe and Matt Schuerger, and CAMPUT representative David Morton.

NERC Antitrust Compliance Guidelines and Public Announcement

Kristin Iwanechko, MRC Secretary, 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 August 17, 2022, and October 12, 2022, meetings as presented at the meeting.

Future Meetings

The schedule of future meeting dates, including the pre-meeting and informational webinars for 2023, was included in the agenda package. Ken DeFontes, Board chair, highlighted upcoming changes to the Board meeting calendar discussed during a recent Board strategic session focused on building a more effective and efficient governance process and shared at the November 7, 2022, Corporate Governance and Human Resources Committee meeting. The Board meeting calendar will be restructured to feature three in-person meetings per year in February, May, and August, with the May meeting being in-person for the Board and MRC only, and virtual for all other stakeholders.

Ms. Flandermeyer noted that the MRC officers will evaluate the MRC's governance processes and effectiveness, with input from the MRC.

Election of MRC Officers for 2023

Ms. Flandermeyer asked Paul Choudhury, MRC representative in Sector 4 and immediate past chair, to chair this item on the agenda. Mr. Choudhury announced the nominations of Jennifer Flandermeyer for chair and John Haarlow for vice chair of the MRC for 2023. Upon motion duly made and seconded, the MRC unanimously approved Ms. Flandermeyer as chair and Mr. Haarlow as vice chair. Ms. Flandermeyer and Mr. Haarlow will assume their new positions at the start of the February 2023 MRC meeting.

Schedule for MRC Sector Elections

Ms. Flandermeyer reminded attendees the nomination period for the annual sector election closes on November 17, 2022, and elections will be held from December 14, 2022, through December 23, 2022.

Board of Trustees Nominating Committee Update

Bob Clarke, chair of the Board Nominating Committee (BOTNC), provided an update on BOTNC activities to fill one open seat on the Board. The BOTNC will interview final candidates following the MRC and Board meetings and provide a recommendation to the MRC in December for election at the MRC's February 2023 meeting.

Business Plan and Budget Input Group Update

Ms. Flandermeyer, chair of the Business Plan and Budget (BP&B) Input Group, noted that the group has not convened since FERC approved the 2023 BP&B and is planning to meet in December in preparation for the 2024 BP&B development process.

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 Policy Input

Ms. Flandermeyer acknowledged the MRC's responses to Mr. DeFontes' October 12, 2022, letter requesting policy input on standards process improvement opportunities, in addition to the preliminary agenda topics for the November meetings. Responses to the letter are [posted](#) on the NERC website.

Standards Process Improvement Opportunities

Howard Gugel, vice president of engineering and standards at NERC, provided a summary of the recommendations proposed by the Standards Process Stakeholder Engagement Group and the input received from the MRC on the recommendations, as outlined in the posted presentation package. The recommendations target Section 300 of the NERC Rules of Procedure, the Standard Processes Manual, standing committee activities, and a review of the Registered Ballot Body. Following MRC discussion, the Board will convene to discuss MRC feedback before acting on a resolution on the proposal at its meeting the next day.

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. Attendees did not have any additional comments related to the Board's Corporate Governance and Human Resources, Finance and Audit Committee, Compliance, and Technology and Security Committee meetings.

MRC Input and Advice on Board Agenda Items and Accompanying Materials

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

Update on FERC Reliability Matters

Kal Ayoub, deputy director, division of cyber security at FERC, provided an update on the following FERC reliability activities: implementing recommendations from the FERC-NERC inquiry on the 2021 cold weather event; November 2, 2022, Order accepting 2023 business plans and budgets; September 22, 2022, Notice of Proposed Rulemaking (NOPR) on incentives for advanced cybersecurity investment; August 25, 2022, Order approving revisions to the NERC Rules of Procedure; 2022 report on lessons learned from the FERC-led cybersecurity audits; recent and upcoming FERC technical conferences; and the joint federal-state task force on electric transmission.

Bulk Electric System Generation Mix Projections

Soo Jin Kim, director of power risk issues and strategic management at NERC, noted that an ERO Enterprise review of generation data showed a rapid increase in asynchronous generation within the last five years. In reviewing the data, the ERO Enterprise identified a risk for dispersed power producing resources that are greater than 20 MVA and less than or equal to 75 MVA in the aggregate plant size. NERC formed an executive level advisory group to discuss and develop a strategy for addressing the risk, including whether a review of registration criteria or the definition of the Bulk Electric System will be necessary. Additionally, the Reliability and Security Technical Committee (RSTC) is forming a strategic group to target inverters.

- An MRC member encouraged engagement with state regulators early in the discussions.

Bulk Power System Situation Awareness Update and 2022/2023 Winter Preparations

Darrell Moore, director of bulk power system awareness (BPSA) and personnel certifications at NERC, provided an update on BPSA activities for the third quarter of 2022. He provided an overview of recent significant events (Western Interconnection heat wave, Hurricane Fiona, and Hurricane Ian), mandatory OE-417 and EOP-004 reports, physical security reports, and a 12-month view of Energy Emergency Alert Level 3 (EEA3) reports.

Mr. Moore also provided an overview of responses received by Reliability Coordinators, Balancing Authorities, Transmission Operators, and Generator Owners to the September 12, 2022, Cold Weather Preparedness for Extreme Weather Events Level 2 Alert. NERC staff provided a report to FERC on the alert pursuant to NERC's Rules of Procedure and will post a public summary of the alert responses. NERC and the Regional Entities will reach out to industry to gain further insights into some of the responses.

Adjournment

There being no further business, the meeting was adjourned.

Submitted by,



Kristin Iwanechko
Secretary

DRAFT Minutes

Member Representatives Committee Pre-Meeting Informational Session Conference Call and Webinar

January 18, 2023 | 3:00 p.m. – 4:00 p.m. Eastern

Introduction and Chair's Remarks

Chair Roy Jones convened a duly-noticed open meeting by conference call and webinar of the North American Electric Reliability Corporation (NERC) Member Representatives Committee (MRC) on January 18, 2023 at 3:00 p.m., Eastern. The meeting provided the MRC and other stakeholders an opportunity to preview proposed agenda topics for the MRC, Board of Trustees (Board), and Board Committee meetings scheduled to be held on February 15-16, 2023 in Tucson, Arizona. The meeting announcement and agenda are attached as **Exhibits A and B**, respectively.

NERC Antitrust Compliance Guidelines and Public Announcement

Kristin Iwanechko, MRC Secretary, 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.

Schedule of Quarterly NERC Meetings and Conference Calls

The draft schedule of events for the upcoming meetings was included in the agenda package.

Review of Proposed Agenda Items for First Quarter Open Meetings

Ms. Mendonca reviewed the preliminary agenda items for the February 15-16, 2023, Board Committee meetings, technical session, MRC meeting, and Board meeting that were identified in the slide presentation included in the informational session agenda package. MRC members should review all agenda materials for the Board and Board Committee meetings and technical session, once posted and available, and attend as many of these meetings as possible.

Input Letter Reminder

Mr. Jones announced that the Board's request for MRC input was issued on January 12, 2023, and responses are due by Wednesday, February 1, 2023, to Kristin Iwanechko, MRC Secretary. Jim Robb, President and CEO at NERC, provided an overview of *Prioritization of Activities and Effective Engagement*, which was included in the Board's request for MRC input.

The Board also requested input on the preliminary agenda topics presented during the MRC Informational Session. There will be time dedicated on the MRC's February 15, 2023 agenda for MRC members to provide input and advice on the Board agenda items after the final package has been posted.

Proxy Reminder

Proxy notifications for the February 15, 2023 meeting must be submitted in writing to Ms. Iwanechko.

Meeting Adjourned

There being no further business, the call was terminated.

Submitted by,



Kristin Iwanechko
Secretary

Election of NERC Trustees

Action

Elect three NERC Board of Trustees (Board) as Class of 2026 (with three-year terms).

Background

Election of the trustees of the Corporation is governed by Sections 5 and 6 of Article III of the [Bylaws](#). The details are provided in the attached report. Robert G. Clarke, chair of the Board's Nominating Committee, will present the enclosed report.

Attachment

1. Report of the Nominating Committee to the Member Representatives Committee

Report of the Board of Trustees Nominating Committee to the Member Representatives Committee

December 15, 2022

The Nominating Committee of the Board of Trustees for the North American Electric Reliability Corporation (NERC) recommends the following nominees for election to the NERC Board of Trustees at the Annual Meeting of the Member Representatives Committee (MRC) on February 15, 2023:

Class of 2026 (three-year terms):

Suzanne Keenan
Jim Piro
Kristine Schmidt

This report includes a brief biography of each nominee.

Members of the Nominating Committee

The Nominating Committee consists of independent NERC Trustees Robert G. Clarke (Committee Chair), Jane Allen, George S. Hawkins, Larry Irving, Susan Kelly, Robin E. Manning, Colleen Sidford, Roy Thilly and MRC Members Roy Jones, MRC Chair, Jennifer Flandermeyer, MRC Vice Chair, Joel Dembowski, and John Twitty.

Background

Article III of NERC's Bylaws establishes the qualifications and sets the nomination and election procedures for members of NERC's Board of Trustees. NERC's independent trustees serve staggered three-year terms, and an election of trustees occurs at the annual meeting of the MRC each year (February), or as deemed necessary based on special circumstances. All independent trustees are to be elected from nominees proposed by the Nominating Committee. A nominee shall be elected an independent trustee if such person receives the affirmative vote of two-thirds of the members of the MRC. Each nominee receiving the necessary two-thirds vote of the MRC shall take office immediately upon election.

The incumbent trustees whose terms expire at the February 2023 annual meeting are Suzanne Keenan and Jim Piro. NERC's trustee succession policy, more fully discussed below, provides that no independent trustee may be re-nominated or reappointed after he or she has served on the Board for twelve consecutive years. Mr. Roy Thilly is rendered ineligible to seek re-election as a result of the application of the policy.

Committee Process

The Nominating Committee was requested to present three nominees for election at the February 2023 MRC meeting. The Committee was pleased to learn that each of Ms. Keenan and Mr. Piro were willing and interested to serve an additional term. Committee members solicited the views of stakeholders on each of Ms. Keenan and Mr. Piro and reviewed their performance. Based on stakeholder input and the Committee's

own views, the Committee determined that each of Ms. Keenan and Mr. Piro was well-qualified to continue to serve and should be re-nominated.

The Committee retained the services of the Board and executive search firm Russell Reynolds Associates (RRA) to assist in the search and evaluation of candidates to fill the open trustee position created by the term limit of Mr. Thilly. As directed by the Bylaws, the Nominating Committee provided an opportunity for stakeholders to suggest trustee candidates. The Committee received many excellent suggestions and, working with RRA, was pleased to have an excellent list of candidates from which to choose. With the assistance of RRA, the Committee reviewed the background of each candidate, screened the candidates for possible conflicts of interest, and interviewed a total of five candidates. In developing its approach to fill the open trustee position, the Committee noted the attributes each of the current members of the Board of Trustees bring to the Board.

As set forth in this report, the Nominating Committee unanimously recommends three nominees for election to the NERC Board of Trustees for a three-year term ending at the February 2026 annual meeting of the MRC.

Trustee Succession

The Board of Trustees has adopted a policy statement on trustee succession as set forth in the NERC Governance Guidelines, and the Nominating Committee has followed that policy in making the nominations. The policy statement directs the Nominating Committee to observe the following guidelines in proposing nominees to serve as independent trustees:

- Each year the Nominating Committee should include in its report to the MRC a calculation of the average tenure of the independent trustees. The Nominating Committee should endeavor to keep the average tenure of independent trustees below six years.¹
- To the extent feasible, the Nominating Committee should determine, prior to soliciting suggestions for candidates, whether the Committee expects that one or more incumbent trustees will not be re-nominated.
- No independent trustee may be re-nominated or reappointed after he or she has served on the Board for twelve consecutive years.

As of February 2023, the incumbent nominees will have the following years of service on the NERC Board:

Suzanne Keenan	5 years
Jim Piro	3 years

Assuming the election of the nominees, as of February 2023 the average tenure of all independent trustees would be 5.0 years.

¹ The calculations also include any service on the board of the North American Electric Reliability Council.

Biographies of the Nominees

Suzanne Keenan

Suzanne Keenan was elected to the NERC Board of Trustees in February 2018. Ms. Keenan is the chair of the Corporate Governance and Human Resources Committee and serves on the Enterprise-wide Risk and Technology and Security Committees. Ms. Keenan also serves as liaison to the Member Executives Committee.

From 2008 to 2017, Ms. Keenan served as the chief information officer and senior vice president for Wawa Inc., a leading East Coast retail chain with more than 750 stores and one of the largest privately held companies in the United States. In her role, she led the development and implementation of technology, process, and support strategies, as well as the creation and evolution of the company's cyber security program.

Prior to joining Wawa, Ms. Keenan served in executive positions with Comcast Cable Communications, where she was responsible for Cable Human Resources and Customer Operations. Previously, she served in a series of positions with PECO Energy, including vice president of Customer and Marketing Services and roles focused on field services, reengineering and performance, regulatory performance, and emergency preparedness.

Ms. Keenan's community roles have included Board positions with the USO of Pennsylvania and Southern New Jersey, Greater Philadelphia's Big Brother Big Sister organization, and Delaware Community College. Ms. Keenan joined Univest Financial's Board as of January 1, 2020, and serves on the advisory Board for Boston Interactive. She is also a member of SAP's Independent Executive Advisory Council.

Ms. Keenan received a bachelor's degree in Nuclear Engineering from Pennsylvania State University and master's degree in Health Physics from the University of Pittsburgh. Her honors include being named Penn State's Nuclear Engineering Outstanding Alumni Lecturer for 1999 and Penn State's Outstanding Engineering Alumna in 2000.

Jim Piro

Jim Piro was elected to the Board of Trustees of the North American Electric Reliability Corporation in February 2020. Mr. Piro is the chair of the Finance and Audit Committee and serves on the Enterprise-wide Risk and Technology and Security Committees.

Mr. Piro served as ecology president and CEO for Portland General Electric (PGE) from 2009 up to his retirement at the end of 2017. His tenure as CEO is noted for an unwavering commitment to public and employee safety, operational excellence, business growth, and giving back to the community.

Mr. Piro began his 43-year career in the energy industry in 1974 as a civil engineer designing transmission towers for Pacific Gas and Electric (PG&E). Joining PG&E in 1980, he worked his way through the company, first as an engineer at the Trojan Nuclear Plant, then in thermal plants. Eventually, he transferred into the rates and regulatory area. From 1998 to 2000, Jim was responsible for business development during the heady days of non-regulated growth for most utility companies. In 2000, he was appointed as executive vice president and chief financial officer and served in this role for eight years.

Throughout his career, Mr. Piro has been an advocate for smart energy solutions, a healthy state economy, and improved educational outcomes. He has served on local, state level, and national boards for a number of organizations, including: the Edison Electric Institute (as co-chair of the Electrification of Transportation Committee and member of the Policy Committee on Reliability, Security & Business Continuity); the Transportation Electrification Coalition, the Oregon Global Warming Commission; the Science, Technology, Engineering and Math (STEM) Investment Council (as chair); the Oregon Business Council; All Hands Raised; Cradle to Career; Greater Portland Inc. (as chair); Oregon State University Foundation; and the PGE Foundation.

Mr. Piro earned a bachelor's degree in Civil Engineering with an emphasis in Structural Engineering from Oregon State University and was inducted into the OSU Engineering Hall of Fame in 2018.

Kristine Schmidt

Kristine Schmidt is an Independent Board Member with 40 plus years' professional experience across all parts of the electricity value chain and recognized for transformational, collaborative, strategic growth, and outcome-based leadership.

Previously, Kristine was appointed to the Boards of PG&E Corporation and its Utility during the companies' historic bankruptcy, federal criminal probation, continued threat of massive wildfires and executive leadership turnover – April 2019 through bankruptcy emergence in July 2020. During this particularly difficult and challenging time, she chaired the Compliance & Public Policy Committee and served on the Audit, Nominating and Governance, and Safety and Nuclear Oversight Committees. The PG&E Boards successfully accomplished their tasks of navigating political turbulent waters, settling billions of dollars in liabilities, restructuring the companies' financial capacity, and realigning the companies' strategic intent upon bankruptcy exit.

Throughout her career, Kristine has developed extensive skills in the areas of corporate strategy, government and public policy, and B2B partnerships, while possessing a deep understanding of the technical operations and economics of electricity production, transmission, distribution, and retail services. Kristine's corporate successes include: being a transitional CEO for a construction company through a private equity acquisition and overseeing the companywide integration efforts and laying the strategic platform groundwork to scale growth; and, transforming a transmission start-up development team into a fully functional operating company that deployed ~\$500MM of infrastructure capital building. Additionally, Kristine served as an Energy Industry Analyst and Commission Advisor at the Federal Energy Regulatory Commission.

Kristine has served as a member of the Western Energy Imbalance Market Governing Body, including serving as the Chair of the inaugural year, and the 5-member board with governance responsibility over the wholesale energy imbalance market in the western region of the US. Other industry and community-based organizations' Boards of Directors she has serviced include GridWise Alliance, Advancing Women in Energy, co-chair of the 2020 Women on Boards Dallas-Fort Worth Chapter, and the Saint Paul Heritage and Festival Foundation. Kristine is currently a Village of Windsor (WI) board of trustee and sits on the Village's emergency management committee and plan commission, and chairs the parks committee.

Kristine earned a bachelor's degree in English literature from the University of Wisconsin-Madison; a master's degree in business administration from the University of Minnesota; and a master's degree in public policy from Georgetown University.

Future Meetings

Action

Information

Summary

The following are the future meeting dates for 2023 and 2024. The dates, locations, and/or platforms may be subject to change.

2023 Dates

May 10-11	Washington, DC (Hybrid Schedule*)
August 16-17	Ottawa, ON, Canada
December TBD	Virtual Board Meeting

2024 Dates

February 14-15	Texas/Florida
May 8-9	Washington, DC (Hybrid Schedule*)
August 14-15	Vancouver, BC, Canada
December TBD	Virtual Board Meeting

*Hybrid schedule: MRC and Board Members will attend the MRC and Board Open meetings in-person, all observers will attend virtually.

Business Plan and Budget Input Group Update

Action

Information

Summary

The Business Plan and Budget (BP&B) Input Group was established as a means of getting MRC and stakeholder feedback toward each year's budget. The group meets at least once per month during the normal budget season and additionally in other months to receive updates and provide input to NERC's chief financial officer in support of the MRC's role in providing advice to the Board with respect to the development of annual budgets, business plans, and funding mechanisms. The following MRC members are serving on this year's BP&B Input Group:

- **John Haarlow (Chair)** – MRC Vice Chair
- **Jennifer Flandermeyer** – MRC Chair
- **Rachel Snead** – Investor-Owned Utility (Sector 1)
- **John Twitty** – State/Municipal Utility (Sector 2)
- **Paul Choudhury** – Federal/Provincial Utility (Sector 4)
- **Brian Evans-Mongeon** – Transmission-Dependent Utility (Sector 5)
- **Lesley Gallinger** – ISO/RTO (Sector 10)

In addition to the above MRC members, the BP&B Input Group also includes NERC staff, the chair of the NERC Finance and Audit Committee (Jim Piro), and a representative from a Regional Entity (Tim Gallagher – RF).

John Haarlow, chair of the BP&B Input Group, will provide an update on behalf of the group at the February 15, 2023, MRC Meeting.

Update on FERC Reliability Matters

Action

Information

Summary

At the February 15, 2023, MRC meeting, Eric Vandenberg, Deputy Director, Office of Electric Reliability (OER), FERC, will provide an update on recent FERC activity.

Update on Regulatory Matters (As of January 18, 2023)

Action

Information

FERC Orders Issued Since the Last Update

FERC orders are available on the NERC website [FERC Orders/Rules](#) page.

NERC Filings to FERC Since the Last Update

NERC filings to FERC are available on the NERC website [NERC Filings to FERC](#) page.

NERC Filings in Canadian Jurisdictions Since the Last Update

NERC filings to Canadian applicable governmental authorities are available on the NERC website [Canadian Filings and Orders](#) page. This page also contains links to the websites of each of the Canadian applicable governmental authorities, where orders, consultation records, and other records related to NERC matters may be found.

Processes for making standards enforceable and monitoring and enforcing compliance are specific to each jurisdiction in Canada. The Federal, Provincial, and Territorial Monitoring and Enforcement Sub-group (MESG) has developed provincial summaries of each province's electric reliability standard-making and enforcement functions, with U.S. comparators. The [Canada](#) page of the NERC website contains these summaries, as well as a link to the [Canadian MOUs](#) page.

Anticipated NERC Filings

Highlights of NERC filings that will be submitted to applicable governmental authorities in the U.S. and Canada appear below:

1. Q1 2023 – NERC will submit a petition for approval of PRC-002-4.
Docket No. TBD
Pending Board approval
2. February 6, 2023 – NERC will submit Comments on the Notice of Proposed Rulemaking regarding Inverter-Based Resources Standards.
Docket No. RM22-12-000
3. February 14, 2023 – Within 45 days of the end of each quarter, NERC must submit the unaudited report of the NERC budget-to-actual spending variances during the preceding quarter.
Docket No. FA11-21-000
Pending Board approval
4. February 15, 2023 – NERC will submit a workplan for registering Inverter-Based Resources in compliance with FERC's November 17, 2022 Order.
Docket No. RD22-4-000

5. February 28, 2023 – NERC will submit a petition for approval of PRC-023-6.

Docket No. TBD

Pending Board approval

6. March 2, 2023 – NERC will submit a quarterly filing in Nova Scotia of FERC-approved Reliability Standards.

7. March 15, 2023 – NERC will submit an update on the schedule for the 2016-02 (Virtualization) CIP standards development project. The Bulk Electric System Cyber System Information (“BCSI”) Access Management project that was also being tracked in this filing was submitted for approval on September 15, 2021 and approved by FERC on December 7, 2021.

Docket No. RD20-2-000

8. March 21, 2023 – NERC will submit an annual report regarding cybersecurity incidents reported to NERC as required by Reliability Standard CIP-008-6.

Docket No. RM18-2-000

9. March 31, 2023 – NERC will submit the 2022 NERC Standards Report, Status and Timetable for Addressing Regulatory Directives. This annual report is due on or before March 31 of each year.

Docket No. RR09-6-003

Responses to the Board's Request for Input

Action

Discussion

Background

A letter requesting MRC input is issued by the Chair of the NERC Board of Trustees (Board) four to five weeks in advance of the quarterly meetings and includes relevant materials necessary to inform and prepare for discussion. Written input from the MRC and stakeholders is due three weeks after issuance and is then revisited during a dedicated discussion time on the MRC's agenda, in the presence of the Board.

Summary

For this quarter, the Board requested specific input on *Prioritization of Activities and Effective Engagement*. In addition, the Board requested input on preliminary Board, Board Committee, and MRC agenda topics. On February 15, 2023, the MRC can expect to participate in discussion on the responses received from the input request.

The input letter with its attachments and responses are posted with the Board's [February 2023 meeting materials](#).

Additional Discussion on February 15 Board Committee Meetings

Action

Discussion

Summary

On February 15, 2023 the Member Representatives Committee (MRC) will have additional time for discussion, as part of its own agenda, to respond to the information that is presented during the February 15, 2023, Board Committee meetings. Staff presentations made at the Board Committee meetings will not be duplicated at MRC meeting.

The Board committee agendas and associated background materials will be posted on the following webpages approximately one to two weeks in advance of the meetings:

[Finance and Audit Committee](#)

[Compliance Committee](#)

[Technology and Security Committee](#)

[Corporate Governance and Human Resources Committee](#)

Additional Discussion on February 15 Technical Session

Action

Discussion

Summary

On February 15, 2023 the Member Representatives Committee (MRC) will have additional time for discussion, as part of its own agenda, to respond to the information that is presented during the February 15, 2023, Technical Session. Presentations made at the Technical Session will not be duplicated at MRC meeting.

The agenda and associated background materials are posted on the following webpage:

[Technical Session](#)

MRC Input and Advice on February 16 Board Agenda Items

Action

Discussion

Background

Article VIII, Section 1 of the [NERC Bylaws](#) states that the MRC shall have the right and obligation to “provide advice and recommendations to the Board with respect to the development of annual budgets, business plans and funding mechanisms, and other matters pertinent to the purpose and operations of the Corporation.”

In the input letter issued on January 11, 2023, the NERC Board of Trustees (Board) requested comments on the preliminary agenda topics for the January Board meeting that were reviewed during the January 18, 2023, MRC Informational Session. At the February 15, 2023, meeting, MRC members should come prepared to provide input on behalf of their sectors on the Board’s formal agenda package posted on February 2, 2023 on the following webpage:

[Board of Trustees](#)