

Minutes

Member Representatives Committee

February 14, 2024 | 3:30 p.m. – 5:30 p.m. Central

The Houstonian Hotel
111 North Post Oak Lane
Houston, Texas 77024

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 February 14, 2024, at 3:30 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

Chair Flandermeyer welcomed new and returning MRC members and virtual attendees, acknowledging the NERC Board of Trustees (Board), Pat Hoffman from the Department of Energy, Eric Vandenberg and Kal Ayoub from the Federal Energy Regulatory Commission (FERC), Anna Le from the Canada Energy Regulator, and CAMPUT representative Derek Olmstead.

Chair Flandermeyer acknowledged John Twitty's upcoming retirement and recognized his contributions and commitment to the reliability of the grid. Scott Tomashefsky read a statement on behalf of Mr. Twitty who was unable to attend the meeting. Mr. Twitty was a long-time MRC member, most recently representing state and municipal utilities. He previously served as chair and vice chair of the MRC and was an active participant in many sub-groups.

Jason Marshall acknowledged the recent passing of Jay Bartlett, former President and CEO of Wabash Valley Power Alliance. Mr. Bartlett was an advocate for NERC's mission and ensuring the reliability of the grid. He was a long-time contributor on the MRC and the Electricity Subsector Coordinating Council (ESCC) on behalf of cooperative utilities. The MRC observed a moment of silence in honor of Mr. Bartlett.

NERC Antitrust Compliance Guidelines and Public Announcement

Ms. Iwanechko 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 Rocha, senior vice president, general counsel, and corporate secretary at NERC.

Minutes

Upon motion duly made and seconded, the MRC approved the minutes of the October 25, 2023, and January 24, 2024, meetings with a correction to the October minutes regarding the state for which Matt Schuerger was Commissioner.

Election of NERC Trustees

Bob Clarke, chair of the Board Nominating Committee (BOTNC), provided a report and recommendation for the election of four Board members. The MRC unanimously approved the re-election of George Hawkins, Larry Irving, Sue Kelly, and Rob Manning for three-year terms ending in 2027. Chair Flandermeyer congratulated Mr. Hawkins, Mr. Irving, Ms. Kelly, and Mr. Manning.

Mr. Clarke noted that there are four Trustees with terms ending in February 2025, with three eligible for reelection and one that is term limited. This year's BOTNC consists of all Trustees not up for reelection and five members of the MRC, with Larry Irving as Chair. He also noted that the BOTNC is reviewing a matrix of desired Trustee skills which will be publicly posted when finalized.

MRC Governance Guidelines

Chair Flandermeyer reviewed the MRC Governance Guidelines, noting that MRC leadership is not recommending any changes at this time. She also noted that the MRC Governance Guidelines will be reviewed as the MRC effectiveness recommendations are implemented and any recommended amendments presented to the MRC for approval.

Business Plan and Budget Input Group Update

Brian Evans-Mongeon provided an update on Business Plan and Budget (BP&B) Input Group activities on behalf of John Haarlow, chair of the BP&B Input Group. Since the last update to the MRC, the input group discussed the following: (1) NERC's Atlanta office stakeholder survey and recommended path forward; (2) NERC's 2024 Work Plan Priorities; (3) planning for NERC's next three-year plan for 2026-2028; (4) recent conversations among stakeholders related to the ERO's net energy for load-based billing assessments.

Update on FERC Activities

Eric Vandenberg, deputy director of the Office of Electric Reliability at FERC, provided an update on recent FERC reliability activities, including the joint inquiry into Winter Storm Elliott, final rule on reliability standards to address inverter-based resources, December 2023 FERC-NERC-Regional Entity Joint Blackstart Report, FERC's annual Reliability Technical Conference on November 9, 2023, and key expected NERC filings to FERC in 2024.

Responses to the Board's Request for Input

Chair Flandermeyer acknowledged the MRC's responses to Mr. DeFontes' January 17, 2024, letter requesting input on promoting greater industry engagement, alignment, and accountability, in addition to the preliminary agenda topics for the February meetings. Responses are [posted](#) on the NERC website.

Chair Flandermeyer provided a summary of the feedback received from MRC members, highlighting comments around improving onboarding of new players and overall communications; working together as industry to move the mission forward; ensuring alignment on the front end of issues being addressed; Rules of Procedure changes around inverter-based resources; increasing NERC's in-house analytical capabilities; and NERC's presentations to NARUC and expanding to NASUCA.

MRC members discussed the feedback provided, focusing on inverter-based resources; the importance of communications particularly around understanding intentions during standards development; the cadence of in-person Board and MRC meetings; and increasing NERC's in-house analytical capabilities.

Additional Discussion on February 14 Board Committee Meetings

Chair 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 comments related to the Board's Finance and Audit, Regulatory and Oversight, Technology and Security, and Corporate Governance and Human Resources Committee meetings.

Additional Discussion on February 14 Technical Session

MRC members complemented the discussions that occurred at the Technical Session, specifically around the gas-electric coordination and cloud technology panels. MRC members provided additional comments on both topics. An MRC member expressed a perspective of a regulatory gap around gas-electric coordination.

MRC Input and Advice on February 15 Board Agenda Items

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

MRC Effectiveness Recommendations

Chair Flandermeyer highlighted the MRC effectiveness recommendations included in the agenda package which resulted from an MRC effort to evaluate its effectiveness. The recommendations do not suggest any governance changes and instead are focused on how the MRC operates and ensuring an engaging, collaborative, and positive MRC culture. The recommendations are organized under the following categories:

- Collaboration and Engagement
- Education and Increased Awareness of Processes
- Recruiting and Raising Awareness of the MRC's Role
- Providing Advice and Recommendations to the NERC Board
- Meeting Logistics and Agenda Development

Chair Flandermeyer highlighted progress in some areas, including the new format of the MRC Informational Session and improvements to MRC onboarding. MRC leadership will prioritize and identify implementation plans for the recommendations and will provide updates on progress at future MRC meetings.

The MRC unanimously adopted the MRC Effectiveness Recommendations included in the agenda package.

Future Meetings

The schedule of future meeting dates was included in the agenda package.

Regulatory Update

The regulatory update, which highlights Canadian affairs, as well as past and future significant FERC filings was included in the agenda package.

Adjournment

There being no further business, the meeting was adjourned.

Submitted by,



Kristin Iwanechko
Secretary

Agenda

Member Representatives Committee

February 14, 2024 | 3:30 p.m. – 5:30 p.m. Central

In-Person

The Houstonian Hotel
111 North Post Oak Lane
Houston, Texas 77024
Conference Room: Grand Ballroom

Virtual Attendees

Webcast Link: [Join Meeting](#)

Introduction and Chair's Remarks

NERC Antitrust Compliance Guidelines and Public Announcement*

Consent Agenda

1. **Minutes - (Approve)**
 - a. October 25, 2023 Meeting*
 - b. January 24, 2024 Conference Call*

Regular Agenda

2. **Election of NERC Trustees* - (Elect)**
3. **MRC Governance Guidelines* - (Review)**
4. **General Updates and Reports**
 - a. Business Plan and Budget Input Group Update*
 - b. Update on FERC Activities*
5. **Discussion Items**
 - a. Responses to the Board's Request for Input*
 - i. Promoting Greater Industry Engagement, Alignment, and Accountability
 - b. Additional Discussion on February 14 Board Committee Meetings*
 - i. Finance and Audit Committee
 - ii. Regulatory Oversight Committee
 - iii. Technology and Security Committee
 - iv. Corporate Governance and Human Resources Committee

- c. Additional Discussion on February 14 Technical Session*
 - d. MRC Input and Advice on February 15 Board Agenda Items*
- 6. MRC Effectiveness Recommendations* - (Adopt)**

Informational Items

- 7. Future Meetings***
- 8. Regulatory Update***

*Background materials included.

Member Representatives Committee - Attendance (February 14, 2024)

Voting Members

First Name	Last Name	Sector
Jennifer	Flandermeyer	Chair
Joel	Dembowski	1. Investor-Owned Utility
John	Rhea	1. Investor-Owned Utility
Roy	Jones	2. State/Municipal Utility
Scott	Tomashefsky	2. State/Municipal Utility
Greg	Ford	3. Cooperative Utility
Jason	Marshall	3. Cooperative Utility
Edison	Elizeh	4. Federal/Provincial
Daryl	Maxwell	4. Federal/Provincial
Stephane	Desbiens	4. Federal/Provincial
Brian	Evans-Mongeon	5. Transmission-Dependent Utility
Tom	Heller	5. Transmission-Dependent Utility
Mark	Spencer	6. Merchant Electricity Generator
Srinivas	Kappagantula	6. Merchant Electricity Generator
Matt	Fischesser	7. Electricity Marketer
Jeremy	Carpenter	7. Electricity Marketer
Venona	Greaff	8. Large End-Use Electricity Customer
Karen	Onaran	8. Large End-Use Electricity Customer
Darryl	Lawrence	9. Small End-Use Electricity Customer - Proxy Michael Moody
Gordon	van Welie	10. ISO/RTO - Proxy Pete Brandien
Lesley	Gallinger	10. ISO/RTO
Richard	Dewey	10. ISO/RTO
Jim	Huston	12. Government - Proxy Kent Chandler

Non-Voting Members

First Name	Last Name	Sector
Anna	Le	Canadian Federal
Derek	Olmstead	Canadian Provincial
David	Ortiz	U. S. - Federal - Proxy Eric Vandenburg
Pat	Hoffman	U. S. - Federal
Milo	Blair	Regional Entity - NPCC
Curt	Brockmann	Regional Entity - Texas RE
Jason	Blake	Regional Entity - SERC
Melanie	Frye	Regional Entity - WECC
Kristin	Iwanechko	Secretary