

Agenda

Corporate Governance and Human Resources Committee

May 7, 2025 | 9:00 – 9:30 a.m. Eastern
Hybrid Meeting

In-Person (*Board, MRC, NERC Staff ONLY*)

NERC DC Office
1401 H Street NW, Suite 410
Washington, D.C. 20005

Virtual Attendees (*including presenters*)

Webinar Link: [Join Meeting](#)

Attendee Password: Day1ATTMay725 (32912886 for phones)

Audio Only: 1-415-655-0002 US | 1-416-915-8942 Canada | Access Code: 2309 991 0780

Committee Members

Kristine Schmidt, Chair

Jane Allen

Kenneth W. DeFontes, Jr.

George S. Hawkins

Suzanne Keenan, *ex - officio*

Introduction and Chair's Remarks

[NERC Antitrust Compliance Guidelines](#)

Agenda Items

- 1. Minutes* – Approve**
 - a. February 12, 2025 Open Meeting
- 2. 2024 Board of Trustees Annual Evaluation Results* – Review**
- 3. Other Matters and Adjournment**

*Background materials included.

Draft Minutes Corporate Governance and Human Resources Committee Meeting

February 12, 2025 | 1:00 p.m.-2:15 p.m. Eastern

JW Marriott Miami
1109 Brickell Ave.
Miami, FL 33131

Chair George S. Hawkins 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 February 12, 2025, at 1:00 p.m. Eastern, and a quorum was declared present.

Present at the meeting were:

Committee Members

George S. Hawkins, Chair
Robert G. Clarke
Larry Irving
Suzanne Keenan
Colleen Sidford
Kenneth W. DeFontes, Jr., *ex officio*

Board Members

Susan Kelly
Robin E. Manning
Jim Piro
James B. Robb, NERC President and Chief Executive Officer
Kristine Schmidt

NERC Staff

Tina Buzzard, Director, Board Operations and Corporate Governance
Manny Cancel, Senior Vice President and CEO of the E-ISAC
Mathew Duncan, Vice President, E-ISAC Security Operations and Intelligence
Shamai Elstein, Associate General Counsel
Howard Gugel, Senior Vice President, Regulatory Oversight
Kelly Hanson, Senior Vice President and Chief Operating Officer
Fritz Hirst, Vice President, Government Affairs
Stan Hoptroff, Vice President, Business Technology
Soo Jin Kim, Vice President, Engineering and Standards
Mark Lauby, Senior Vice President and Chief Engineer
Kimberly Mielcarek, Vice President, Corporate and External Communications
Sonia Rocha, Senior Vice President, General Counsel, and Corporate Secretary
Liz Saunders, Vice President, People and Culture
Andy Sharp, Vice President and Chief Financial Officer
Bluma Sussman, Vice President, E-ISAC Stakeholder Engagement

NERC Antitrust Compliance Guidelines

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package.

Chair's Remarks

Mr. Hawkins welcomed participants to the meeting. He also thanked Mr. Clarke for his contributions to the CGHRC and NERC overall.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the December 9, 2024 meeting as presented at the meeting.

Board Committee and Board of Trustees Annual Evaluations and Committee Mandate Process

Ms. Rocha reviewed the proposed Board of Trustees committee and full Board annual evaluation and committee mandate review processes for 2025. First, she reviewed the proposed committee and full Board evaluation questionnaires, noting that they are based on the enhanced questions used in 2023 as well as the conversation prompts used by the committee chairs for their direct interviews of members in 2023. Second, Ms. Rocha reviewed management's recommendation to conduct the annual Board committee mandate review after the annual evaluation process has completed, so that any feedback on the mandates may be considered at that time. After discussion, and upon motion duly made and seconded, the Committee approved the Board Committee and Board of Trustees annual evaluation surveys and authorized their distribution.

Annual Conflict of Interest Reports

Ms. Rocha presented the Annual Conflict of Interest and Independence Report. She advised the Committee that: (1) based on the completed conflict of interest questionnaires, each NERC Trustee, officer, key employee and employee is in compliance with all applicable conflict of interest and independence requirements; (2) no modifications are necessary to NERC's independence and conflict of interest requirements or policies; and (3) NERC's current Board meets all qualifications under applicable laws.

Standing Committee Self-Assessment Survey Results

Mr. Hawkins noted that the purpose of this agenda item is to review the results of the self-assessments recently completed by each of the NERC standing committees, with supporting materials included in the advance agenda materials.

Mr. Scott Thomashefsky, Compliance and Certification Committee (CCC) Chair, presented the results of the CCC self-assessment, highlighting themes of stakeholder awareness and education, NERC Board and Regional Entity engagement, and CCC member engagement from the survey responses. The Committee discussed the CCC's engagement with the broader stakeholder community and staff support of the CCC.

Mr. Michael Hoke, Personnel Certification and Governance Committee (PCGC) Chair, presented the results of the PCGC self-assessment. He noted 100% participation in the survey and the positive feedback received along with suggestions for continued improvement. The Committee discussed pass rates of exams overseen by the PCGC, Regional Entity participation on the PCGC, and the PCGC's work on developing exam questions.

Mr. Rich Hydzik, Reliability and Security Technical Committee (RSTC) Chair, presented the results of the RSTC self-assessment. He highlighted themes from the responses, including increasing stakeholder participation, prioritizing work products, cross committee collaboration, and expanding discussion and focus on security related issues. The

Committee discussed the RSTC meeting format, the benefit of establishing the RSTC from distinct standing committees, the relationship between RISC and the RSTC, and staff support of the RSTC.

Mr. Todd Bennett, Standards Committee (SC) Chair, presented the results of the SC self-assessment. He highlighted themes of increased member training and communication, Registered Ballot Body effectiveness, and governance expansion opportunities. The Committee discussed the SC's relationship with other committees, including the RSTC, and use of SC executive sessions to discuss drafting team selections.

People and Culture

Ms. Saunders provided the people and culture update, highlighting efforts to leverage systems and optimize workflows to reduce process inefficiencies and make data-informed decisions driven by metrics. She also remarked on efforts to advance leadership development and succession planning. The Committee discussed the promotion of culture with a remote workforce.

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

Board of Trustees Annual Evaluation Results

Action

Review

Background

Board of Trustees Self-Evaluation Process

The Board self-evaluation and Members Representative Committee (MRC) effectiveness survey of the Board annually assesses and monitors the performance and effectiveness of the Board. Below is the recommended evaluation process for 2025, consistent with the qualitative framework adopted in 2023:

- The Board self-evaluation and MRC effectiveness survey of the Board was reviewed and accepted at the first quarter CGHRC open meeting.
- Immediately following the CGHRC open meeting, the survey was released through Diligent Boardbooks with a defined deadline for submission of responses.
- NERC Staff consolidated the responses into a thematic summary. The Chair of the CGHRC and the Board Chair will lead a discussion of the feedback at the CGHRC's second quarter closed meeting. The CGHRC and Board Chair will also provide a high-level summary of the results at the CGHRC's second quarter open meeting.

Summary

In an effort to fully understand what is working and what areas need improvement, the evaluation moved away from numerical ranking and is designed to elicit more substantive narrative, free-form responses.

The Board of Trustees Annual Self-Evaluation examined the following questions:

- **Board Engagement** — Please provide your perspective on the level and quality of engagement of the Board as a whole, and the quality of the Board discussions you have observed.
- **Board Oversight Responsibilities** — Please provide your perspective on the extent to which the Board is focused on the most important issues affecting the organization and whether the existing mechanisms, including Board Committee structures, meeting cadence and agenda topics, and existing management reporting tools provide appropriate visibility and information.
- **Board Skills and Structure** — Please provide your perspective on the Trustee selection process and level of diversity of thought and skills represented in the Board, and how well these skills enable the Board to appropriately guide the organization toward its mission.
- **Board Management** — Please provide your perspective on the content of the meeting agendas and agenda packages, the quality of the materials and presentations, and the procedures for running the meetings, as well as the productivity of the meetings themselves.

- **Overall** — Is there one thing that the Board is doing exceptionally well? One thing that requires immediate improvement. In looking at NERC's strategy and the challenges facing the industry: What advice/suggestions do you have? Please provide any suggestions and other relevant perspectives not covered in the questions above.

The Corporate Governance and Human Resources Committee Chair and Board Chair will review the Board of Trustees self-evaluation results and determine any items for focus or action.