

## Draft Minutes Corporate Governance and Human Resources Committee Meeting

May 7, 2025 | 9:00 a.m.-9:30 a.m. Eastern

NERC DC Office  
1401 H Street NW, Suite 400  
Washington, DC 20005

Webex

Chair Kristine Schmidt 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 7, 2025, at 9:00 a.m. Eastern, and a quorum was declared present.

Present at the meeting were:

### Committee Members

Kristine Schmidt, Chair  
Jane Allen  
Kenneth W. DeFontes, Jr.  
George S. Hawkins  
Suzanne Keenan, *ex officio*

### Board Members

Larry Irving  
Susan Kelly  
Robin E. Manning  
Jim Piro  
Colleen Sidford

### NERC Staff

Michael Ball, Senior Vice President and CEO of the E-ISAC  
Tina Buzzard, Director, Board Operations and Corporate Governance  
Manny Cancel, Advisor to the CEO of the E-ISAC  
Howard Gugel, Senior Vice President, Regulatory Oversight  
Kelly Hanson, Senior Vice President and Chief Operating Officer  
Mark Lauby, Senior Vice President and Chief Engineer  
Lauren Perotti, Assistant General Counsel  
Sônia Rocha, Senior Vice President, General Counsel, and Corporate Secretary  
Liz Saunders, Vice President, People and Culture  
Tiffany Washington, Program Administrator

### 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

Ms. Schmidt welcomed the participants to the meeting.

**Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the February 12, 2025 meeting as presented at the meeting.

**2024 Board of Trustees Annual Evaluation Results**

Ms. Schmidt reviewed the results of the Board of Trustees 2024 annual evaluation, including discussion of year-over-year feedback. She introduced the topic by discussing actions taken in response to the results of the 2023 annual evaluation, including adding stakeholder engagement opportunities throughout the year and focusing on enhanced prioritization of NERC's reliability efforts. Ms. Schmidt highlighted that the current Board has robust experience in the utility space, which commenters indicated is a desired Trustee attribute. She also noted that the Board has considered feedback regarding the content of meetings by adjusting Board and committee agendas throughout the year to focus less on updates and more on decision items, with education items addressed in technical sessions.

Ms. Schmidt then reviewed the evaluation prompts for the 2024 annual evaluation, addressing the topic areas of Board engagement, oversight, skills and structure, management, and overall effectiveness. She highlighted feedback from the 2024 evaluation regarding how NERC addresses the pace of change, noting that the Board will be adjusting its meeting cadence for 2026 and adding meetings as necessary to address issues. Ms. Schmidt noted that feedback regarding Trustee selection has been provided to the Nominating Committee for consideration as it conducts its 2025 Trustee search. She stated that NERC will be taking actions to improve its meeting materials and presentations in response to feedback received.

Ms. Schmidt highlighted Committee priorities for 2025 in the area of governance, including taking a more deliberate approach to conducting discussions in open, rather than closed, sessions where it is appropriate to do so. She also reported that the Committee will be taking a broader look at the current committee structure, including developing a mandate for a strategic engagement committee and reviewing the overall committee structure for enhanced efficiency. Ms. Schmidt also highlighted Committee priorities for 2025 in the area of HR and personnel matters.

Ms. Schmidt then opened the floor to questions and additional discussion.

**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