

Minutes Corporate Governance and Human Resources Committee Meeting

August 14, 2024 | 1:45 p.m.-2:30 p.m. Pacific

Hyatt Regency Vancouver
644 Burrard St.
Vancouver, BC V6C 2R7, Canada

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 August 14, 2024, at 1:45 p.m. Pacific, and a quorum was declared present.

Present at the meeting were:

Committee Members

George S. Hawkins, Chair
Jane Allen
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, Assistant Corporate Secretary
Manny Cancel, Senior Vice President and CEO of the E-ISAC
Mathew Duncan, Vice President, E-ISAC Security Operations and Intelligence
Howard Gugel, Vice President, Regulatory Oversight
Kelly Hanson, Senior Vice President and Chief Operating Officer
Fritz Hirst, Vice President, Government Affairs
Soo Jin Kim, Vice President, Engineering and Standards
Mark Lauby, Senior Vice President and Chief Engineer
Lauren Perotti, Assistant General Counsel
Sonia Rocha, Senior Vice President, General Counsel, and Corporate Secretary
Liz Saunders, Vice President, People and Culture
Camillo Serna, Senior Vice President, Strategy and External Engagement
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 reported that the Committee met in closed session on August 13, 2024 to discuss governance and personnel matters.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the May 8, 2024 meeting as presented at the meeting.

Corporate Governance and Human Resources and Other Board Committee Mandate Revisions

Mr. Hawkins reported that the Committee, together with the chairs of the other Board committees and NERC Legal, performed the annual review of the mandates of each committee. He reported that no revisions are being recommended at this time.

Standing Committee Annual Evaluations

Mr. Hawkins reviewed the proposal for implementing standing committee annual evaluations, in furtherance of NERC's efforts to identify and execute opportunities for enhanced governance and continuous improvement of the NERC standing committees, consistent with guiding principles identified in FERC rules, NERC Bylaws, and the NERC Rules of Procedure. He noted that issuing self-assessments is a routine good governance practice, and it should not be construed to mean that NERC or the Board determined that the standing committees are not meeting the guiding principles. Mr. Hawkins also noted activities to focus the bi-annual standing committee reports to the Board to include targeted discussions on matters of strategic interest.

Mr. Hawkins requested NERC staff work with the leadership of the standing committees to launch the annual self-assessment process and report back to the Committee in February 2025. There was no opposition to this request.

People and Culture

Ms. Saunders presented the people and culture update, focusing on NERC's efforts to establish a succession planning framework consistent with the 2024 Work Plan Priority. Ms. Saunders highlighted how NERC successfully managed the volatile workforce conditions of 2020-2023 through its connected workforce model, employee engagement, and compensation decisions, but that retention remains a pressing concern. She noted metrics around average tenure by age band at NERC, and the varying development efforts that are needed to retain top talent. Ms. Saunders noted that NERC has taken a multi-faceted approach to its engagement and retention efforts; establishing the succession planning framework will help ensure business continuity while also providing opportunities to drive engagement and retention through talent development and clear career paths.

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