

Minutes Corporate Governance and Human Resources Committee Meeting

May 8, 2024 | 8:15-8:45 a.m. Eastern

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

Chair George S. Hawkins called to order a duly noticed open meeting of the Corporate Governance and Human Resources Committee (Committee) of the Board of Trustees (Board) of the North American Electric Reliability Corporation (NERC) on May 8, 2024, at 8:15 a.m. Eastern, 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
Kelly Hanson, Senior Vice President and Chief Operating Officer
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

NERC Antitrust Compliance Guidelines

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package and indicated that all questions regarding antitrust compliance or related matters should be directed to Ms. Rocha.

Chair's Remarks

Mr. Hawkins welcomed participants to the meeting. He reported the Committee met in closed session on May 7, 2024 to discuss the Committee's 2023 annual self-evaluation results and the Board annual evaluation results. Mr. Hawkins expressed his appreciation for the thoughtful comments provided by stakeholders on the Board evaluation survey, and he noted that the Board is considering each of the suggestions carefully.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the February 14, 2024 open meeting as presented at the meeting.

Board Committee and Board of Trustees Annual Evaluation Results

Mr. Hawkins reviewed the Board of Trustees (Board's) annual evaluation results, summarizing Member Representatives Committee and Board feedback in the areas of Board engagement, oversight, skills and structure, management, and overall feedback. He noted suggestions to increase engagement opportunities with primary and new emerging stakeholders, conduct more robust discussions on critical issues, and continue the Board's focus on strategic, impactful issues. Mr. Hawkins highlighted suggestions in the areas of Board oversight, including increasing focus on prioritization of issues, considering an array of stakeholder viewpoints on critical issues, and reconsidering the meeting cadence. In the area of Board skills and structure, he highlighted positive feedback on the skills of the current Trustees and the Nominating Committee's Trustee selection process; he noted suggestions that the Board add expertise in the areas of cyber and physical security and inverter-based resources. In the area of Board management, Mr. Hawkins highlighted comments suggesting managing introductory remarks to allow more time for committee reports and discussion, continuing to evaluate the appropriate items for discussion in closed and open meetings, and focusing on presentation style. In terms of overall feedback, he noted commenters' support for NERC increasing its analytical capabilities, and highlighted suggestions to further engage with Canadian members and ensure that new issues are considered with the appropriate importance.

People and Culture Update

Ms. Saunders provided the people and culture update. She reviewed the composition of NERC's workforce by age, noting that efforts are made to engage and retain people at all stages of their careers and identify the next generation of leaders. She reported that NERC uses its performance management process as a key part of its HR initiatives, and it seeks to fill vacancies strategically with an eye toward the present and future needs of the company. Ms. Saunders also summarized NERC's initiatives for maintaining connection and culture in its remote workforce model.

Adjournment

There being no further business and upon motion duly made and seconded, the meeting was adjourned.

Submitted by,



Sônia Rocha
Corporate Secretary