

Minutes Corporate Governance and Human Resources Committee

October 25, 2016 | 2:00–3:00 p.m. Eastern

Conference Call

Chair Robert Clarke called to order a duly noticed open 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 October 25, 2016, at 2:00 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Committee Members

Robert G. Clarke, Chair
Kenneth W. DeFontes, Jr.
Frederick W. Gorbet
Kenneth G. Peterson
Roy Thilly

Board Members

Gerald W. Cauley, President and Chief Executive Officer
David Goulding
George Hawkins
Jan Schori

NERC Staff

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary
Tina Buzzard, Associate Director
Damon Epperson, Director of Human Resources
Kristin Iwanechko, Associate Director, ERO Enterprise Operations and Strategic Planning
Scott Jones, Vice President of Finance and Treasurer
Mark Lauby, Senior Vice President and Chief Reliability Officer
Michael Walker, Senior Vice President and Chief Financial and Administrative Officer

NERC Antitrust Compliance Guidelines and Chair’s Remarks

Mr. Clarke directed the participants’ attention to the NERC Antitrust Compliance Guidelines included with the advance agenda materials.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the August 10, 2016 open meeting as corrected.

Board of Trustees Effectiveness Survey and Board Committees’ Self-Assessment Surveys

Mr. Berardesco noted the final draft assessment surveys had been included in the advance agenda package, and reflected all updates and comments. Mr. Gorbet noted that the Board survey should include yes/no questions as in prior years. With that change, and upon motion duly made and seconded, the Committee approved the assessment surveys for distribution.

ERO Enterprise Effectiveness Survey Report and Action Plans

Ms. Iwanekho reviewed the final report on the ERO Enterprise Effectiveness Survey and the Action Plans developed in connection therewith. It was noted that Board acceptance of the Action Plans was required pursuant to this year's Corporate Metrics, but would not be included in future metrics. Upon motion duly made and seconded, the Action Plans were accepted. Mr. Clarke will report such acceptance out to the Board.

ERO Enterprise and Corporate Metrics Report

Mr. Lauby reviewed the status of the ERO Enterprise and Corporate Metrics, referencing the materials included in the advance agenda package, particularly noting those areas that require additional focus.

Review of Committee Mandate

Mr. Berardesco noted the Committee is required review its mandate on an annual basis. The Legal Department had reviewed the mandate and noted it conformed to Committee practice and scope. The Committee determined to not recommend any changes to the mandate.

Human Resources and Staffing Update

Mr. Epperson referenced the quarterly update in the advance agenda package, noting the Company had experienced success in hiring, reducing attrition rates, and improved employee morale. There has been a substantial investment in the development of existing staff through training on leadership fundamentals, communications, and team building. Management is conducting an employee climate survey, and will report on the results at a future Committee meeting.

Adjournment

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

Submitted by,



Charles A. Berardesco
Corporate Secretary

Agenda

Corporate Governance and Human Resources Committee

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Conference Call

Participant Dial-in: 1-855-331-9631 | Conference ID: 98510817

Call to Order

Introductions and Chair's Remarks

NERC Antitrust Compliance Guidelines

Agenda

1. **Minutes* — Approve**
 - a. August 10, 2016 Meeting
2. **Board of Trustees Effectiveness Survey and Board Committees' Self-Assessment Surveys* — Approve**
3. **ERO Enterprise Effectiveness Survey Report and Action Plans* — Accept and Recommend to the Board of Trustees for Acceptance**
4. **ERO Enterprise and Corporate Metrics Q3 2016 Report* — Review**
5. **Review of Committee Mandate* — Information**
6. **Human Resources and Staffing Update* — Review**
7. **Adjournment**

*Background materials included.