

Minutes

Corporate Governance and Human Resources Committee Meeting

August 14, 2019 | 11:15 a.m.–12:00 p.m. Eastern

Hilton Québec
1100 Boulevard René-Lévesque E
Québec, QC G1R 4P3, Canada

Chair Kenneth W. DeFontes 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, 2019, at 11:15 a.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Committee Members

Kenneth W. DeFontes, Chair
Robert G. Clarke
Robin E. Manning
Jan Schori
Roy Thilly, *ex officio*

Board Members

Janice B. Case
Frederick W. Gorbet
David Goulding
George S. Hawkins
Suzanne Keenan
James B. Robb, President and Chief Executive Officer
Colleen Sidford

NERC Staff

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary
Tina Buzzard, Associate Director
Howard Gugel, Vice President and Director of Engineering and Standards
Mark G. Lauby, Senior Vice President and Chief Engineer
Sônia Mendonça, Vice President, Deputy General Counsel, and Director of Enforcement
Janet Sena, Senior Vice President and Director of Policy and External Affairs

NERC Antitrust Compliance Guidelines

Mr. DeFontes directed the participants’ attention to the NERC Antitrust Compliance Guidelines included in the agenda, and indicated that all questions regarding antitrust compliance or related matters should be directed to Mr. Berardesco.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the May 8, 2019 meeting as presented at this meeting.

2019 ERO Work Plan Priorities

Mr. Gugel reported on the status of the 2019 Work Plan priorities and reviewed the primary goals for 2019.

Draft 2020 ERO Work Plan Priorities

Mr. Lauby presented on the proposed 2020 Work Plan priorities. He emphasized work on mitigating identified risks to reliability. Mr. Lauby addressed questions regarding alignment of the 2020 priorities with those identified in the Reliability Issues Steering Committee report.

Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey

Mr. Berardesco reviewed the drafts of the assessments for the Annual Board and Board Committee Self-Assessment and the Member Representatives Committee Assessment included in the advance agenda package, requesting evaluation and feedback from members of the Board.

2019 Work Plan Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness

Mr. DeFontes reviewed the 2019 Board Work Plan addressing results from the 2019 Board Self-Assessment, noting the Board made progress against all items, particularly around budget and effectiveness and efficiency efforts.

Employee Reporting and Document Retention Policies and Procedures

Mr. Berardesco reported that NERC had conducted its annual review of policies and procedures, concluding that they continue to meet the applicable legal and regulatory requirements.

Mr. Berardesco reported that NERC has a detailed employee handbook containing information for employees on reporting concerns, and NERC has a detailed internal procedure for handling any necessary investigations. Mr. Berardesco also stated that NERC has outside counsel specializing in human resources regularly review the employee handbook.

Human Resources and Staffing Update

Mr. Robb reviewed the human resources and staffing update, referencing the information included in the advance agenda package. He emphasized the success in hiring for the E-ISAC, and NERC's focus on leadership development and building organizational culture.

Adjournment

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

Submitted by,

A handwritten signature in black ink, appearing to read 'Charles A. Berardesco', written in a cursive style.

Charles A. Berardesco
Corporate Secretary

Agenda

Corporate Governance and Human Resources Committee

August 14, 2019 | 11:15 a.m.-12:00 p.m. Eastern

(Please note the Schedule may be adjusted real-time should meetings conclude early and/or extend past their scheduled end time.)

Hilton Quebec
1100 Boulevard René-Lévesque E
Québec, QC G1R 4P3

Conference Room: Salle de Bal (1st Floor)

Introduction and Chair's Remarks

NERC Antitrust Compliance Guidelines and Public Announcement*

Agenda Items

1. Minutes* — **Approve**
 - a. May 8, 2019 Meeting
2. 2019 ERO Work Plan Priorities* — **Update**
3. Draft 2020 ERO Work Plan Priorities* — **Review**
4. Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey* — **Review**
5. 2019 Work Plan Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness* — **Update**
6. Employee Reporting and Document Retention Policies and Procedures* — **Review**
7. Human Resources and Staffing Update* — **Review**
8. Adjournment

*Background materials included.