

Minutes

Corporate Governance and Human Resources Committee Meeting

May 3, 2018 | 2:00-3:00 p.m. Eastern

Conference Call

Chair Robert G. Clarke 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 3, 2018, 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
Frederick W. Gorbet
George S. Hawkins
Roy Thilly

Board Members

Kenneth W. DeFontes, Jr.
David Goulding
Suzanne Keenan
Jan Schori
Jim Robb, President and Chief Executive Officer

Committee Members Not Present

Robin E. Manning

NERC Staff

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary
Tina Buzzard, Associate Director
Damon Epperson, Director of Human Resources
Stan Hoptroff, Vice President, Chief Technology Officer, and Director of Information Technology
Scott Jones, Senior Vice President, Chief Financial and Administrative Officer, and Corporate Treasurer
Mark G. Lauby, Senior Vice President and Chief Reliability Officer
Sonia C. Mendonça, Vice President, Deputy General Counsel, and Director of Enforcement
Janet Sena, Senior Vice President and Director of Policy and External Affairs
Michael Walker, Senior Vice President and Chief Enterprise Risk and Strategic Development Officer

NERC Antitrust Compliance Guidelines

Mr. Clarke 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 February 7, 2018 meeting as presented at the meeting.

Report on Matters Discussed in April 17, 2018 Closed Session

Mr. Clarke reported that during the April 17, 2018 meeting, the Committee reviewed its annual work plan, results of the Board committee self-assessments, and corporate governance aspects of the Form 990. The Committee also performed the annual review of the benefit plans, and discussed budget and personnel assumptions for the 2019 budget.

2017 Board Committee Self-Assessment Results

Mr. Berardesco presented the Board committee self-assessment results, referencing the report included in the advance agenda package. He discussed the self-assessment process, noting NERC used TalentQuest as in previous years, and that the questions were shorter this year with an open-ended focus. Mr. Berardesco noted the responses indicate that the Board committees continue to function effectively, and leadership and the committee mandates remain appropriate. He highlighted one comment received by the Nominating Committee regarding whether to consider non-C-suite candidates for the Board. Mr. Clarke highlighted that there was 100 percent participation in the surveys.

2018 ERO Enterprise and Corporate Metrics Update

Mr. Lauby reviewed the status of the ERO Enterprise and Corporate Metrics, referencing the materials included in the advance agenda package. He noted the color convention for the metrics, and that the results were only for the first quarter and thus preliminary. Mr. Lauby discussed the purpose of each metric, and noted areas that are being closely monitored. The Committee did not object to the removal of metric 4c.

Annual Review of Trustee Compensation

Mr. Clarke noted that the Board was required to review trustee compensation on an annual basis. He explained that Willis Towers Watson will create updated data following the 2015 survey format, which had been used to inform compensation adjustments for the last three years. Mr. Clarke noted that results are expected in June, and the Board will review and discuss at the open meeting in August.

Staffing and Recruiting Update

Mr. Jones provided an update on staffing and recruiting, referencing the information included in the advance agenda package. He noted the Company is investing in leadership development, and that 2017 was a positive year related to attrition.

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

May 3, 2018 | 2:00-3:00 p.m. Eastern
Conference Call

Dial-in: 1-866-548-4713 | Conference ID: 5958285
Webex: www.readytalk.com | Code: 4469686 | Click Join

Call to Order

Introductions and Chair's Remarks

NERC Antitrust Compliance Guidelines

Agenda Items

1. **Minutes* — Approve**
 - a. February 7, 2018
2. **2017 Board Committees Self-Assessment Results* — Review**
3. **2018 ERO Enterprise and Corporate Metrics Update* — Review**
4. **Annual Review of Trustee Compensation — Update**
5. **Staffing and Recruiting Update* — Review**
6. **Adjournment**

*Background materials included.