

Board of Trustees Compliance Committee Mandate

Approved by Board of Trustees: May 7, 2014

1. The Compliance Committee (CC) shall be composed of not less than three and not more than seven members of the Board of Trustees (board).
2. The members of the CC shall be appointed or reappointed by the board at the regular meeting of the board immediately following each Annual Meeting of the Members Committee. Each member of the CC shall continue to be a member thereof until a successor is appointed, unless a member resigns or is removed or ceases to be a trustee of the corporation. Where a vacancy occurs at any time in the membership of the CC, it may be filled by the board.
3. The board or, in the event of their failure to do so, the members of the CC, shall appoint a chair from among their members. A member of the NERC staff shall serve as the non-voting secretary.
4. The CC shall meet at least quarterly by conference call or in person. Meetings may occur at the same place in conjunction with the regular board meetings of the corporation, or as determined by the members of the CC, using the same meeting procedures established for the board.
5. The CC shall review, in the aggregate or individually, as the CC deems necessary, the progress of violations, regardless of their status, known to the Compliance Monitoring and Enforcement Program staff as reported by regional entities, discovered by the NERC staff, or discovered from any other source.
6. The CC shall generally, in the aggregate, review at an open meeting, the progress of possible, alleged, and confirmed violations.
7. The CC shall review the progress of regional entities in processing all allegations of violations of NERC reliability standards in accordance with the NERC Rules of Procedure.
8. The CC shall serve as the appeal body for any appeals of compliance violations, penalties, or sanctions.
9. The CC shall serve as the appeal body for any appeals of findings resulting from audits of the regional entity implementation of the NERC Compliance Monitoring and Enforcement Program heard by the NERC Compliance and Certification Committee.
10. The CC shall oversee the preparation and filing by NERC staff of Notices of Penalty or Sanction, Settlement Agreement, and Remedial Action Directive documents with FERC and other governmental authorities, and the CC may delegate authority to NERC Staff to dispose of CMEP matters subject to oversight by and terms and conditions set by the CC.
11. The CC shall hear any challenges by candidates for inclusion on the compliance registry.
12. The CC shall report to the board at each regularly scheduled meeting of the board.

13. The CC shall recommend to the board such actions as may further the purposes of the NERC Compliance Monitoring and Enforcement Program and Organization Registration and Certification Program.
14. The CC shall review this mandate annually and recommend to the board Corporate Governance and Human Resources Committee any changes to it that the CC considers advisable.
15. The CC shall complete a self-assessment annually to determine its effectiveness.
16. The CC shall perform such other functions as may be delegated from time to time by the board.