

Board of Trustees Nominating Committee Mandate

Approved by the Board of Trustees: August 10, 2017

Committee Membership

The Board of Trustees Nominating Committee (BOTNC or Committee) of the North American Electric Reliability Corporation (NERC) shall be appointed by the Board in accordance with Article III, Section 5 of the corporation's Bylaws, and shall be composed of those independent trustees of the corporation whose terms do not expire in the current year and such number of other persons with such qualifications as the Board shall specify, provided that (i) there shall be at least three persons who are also members of the Member Representatives Committee (MRC) and (ii) it is the intent of the Board, subject to the requirements of the corporation's Bylaws, that a majority of the members of the Committee shall be trustees of the corporation.

Non-MRC Members of the Nominating Committee

Each member of the BOTNC other than the members designated in the next paragraph shall be appointed or reappointed by the Board at the regular meeting of the Board immediately following each Annual Meeting of the MRC. Each such member shall continue to be a member thereof until a successor is appointed, unless he or she shall resign or be removed by the Board or, in the case of a member who is a trustee, shall cease to be a trustee. When a vacancy of such a member occurs at any time, the Board may designate a successor member of the Committee.

MRC Members of the Nominating Committee

The chair of the MRC shall provide to the chair of the BOTNC the names of MRC members suggested for service on the BOTNC, following each Annual Meeting of the MRC. Each MRC member appointed by the Board to the BOTNC shall continue to be a member of the BOTNC until a successor is appointed, unless such member resigns or is removed or ceases to be a member of the MRC. When a vacancy of an MRC member occurs at any time, the MRC chair shall suggest the name of a successor to the chair of the BOTNC. The Board shall appoint any such successor.

Purpose

The purpose of the BOTNC is to act as the nominating committee required by Article III, Section 5 of the corporation's Bylaws.

Committee Authority and Responsibilities

To carry out its purpose, the BOTNC shall have the following authority and responsibilities:

1. Recommend to the MRC candidates for election as members of the NERC Board of Trustees consistent with the requirements of the corporation's Bylaws and in accordance with the procedures established by the Board as contemplated by Article III, Section 5 of the corporation's Bylaws.
2. Implement the Board composition provisions of the NERC Bylaws, the Board's conflict of interest

policy, and Trustee succession policy in making its recommendations.

3. Perform such other functions as may be delegated to it by the Board from time to time.

Committee Meetings

The BOTNC shall meet by conference call or in person as needed to carry out its responsibilities. 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 BOTNC, using the same meeting procedures established for the Board. Given the sensitive nature of the discussion and process, meetings shall be held in closed session.

A majority of the members of the BOTNC shall constitute a quorum. Except where prescribed differently by law: (a) any action or decision of the BOTNC requires a vote of a majority of the Committee members then in attendance at any Committee meeting provided a quorum is present; and (b) participation may be telephonic or by Action without a Meeting. The Committee may hold special meetings as circumstances require. Minutes of each Committee meeting shall be maintained as part of the Committee's record.

Governance

The Board, or in the event of their failure to do so, the members of the BOTNC shall appoint a chair from among the Trustee members of the BOTNC. The BOTNC Chair shall be responsible for leadership of the Committee, including scheduling of meetings, setting agendas, presiding over Committee meetings, and making reports to the Board. A member(s) of NERC staff shall assist the Chair and shall serve as the non-voting secretary.

Review

The BOTNC shall review this mandate as necessary and recommend to the Board Corporate Governance and Human Resources Committee any changes it considers advisable. Any changes must be approved by the full Board. The BOTNC shall complete a self-assessment annually to determine its effectiveness.