

Board of Trustees Standards Oversight and Technology Committee Mandate

Approved by the Board of Trustees: February 11, 2016

Committee Membership

The Board of Trustees Standards Oversight and Technology Committee (SOTC or the Committee) of the North American Electric Reliability Corporation (NERC) shall be composed of not less than three and not more than six of the independent members of the Board of Trustees (Board). The members of the SOTC shall be appointed or reappointed by the Board at the regular meeting of the Board immediately following each Annual Meeting of the Members Representative Committee. Each member of the SOTC shall continue to be a member thereof until a successor is appointed, unless a member resigns, is removed, or ceases to be a trustee of the corporation. When a vacancy occurs at any time in the membership of the SOTC, it may be filled by the Board.

Purpose

The purpose of the SOTC is to assist the Board by providing oversight to the corporation's standards development processes and the overall strategic focus and progress of the standards development program, and to provide oversight to the corporation's information technology program, as well as performing such other responsibilities as directed by the Board or this Mandate.

Committee Authority and Responsibilities

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

Technology:

1. As part of the annual business plan and budgeting process, provide the Finance and Audit Committee and the Board with recommendations regarding management proposed resource requirements and funding for (i) the design, procurement, installation, operation, and maintenance of information technology hardware, software and applications, including hardware, software, and applications hosted by third parties, supporting NERC's operations and program area initiatives; and, (ii) investments in, or supporting, the development of new technology to improve and ensure the reliability of the bulk power system in North America, historic examples of which included funding for the development of transmission system awareness tools, synchrophaser technology, technology used to monitor and manage transmission congestion, and data reporting tools providing information regarding generator, transmission system, and demand side resource availability and performance.
2. Review with NERC management the corporation's overall computer systems environment, including procedures to keep the systems secure and contingency plans developed to deal with

possible computer failures.

3. Respond to the Board's requests to the Committee for advice and recommendations on any technology-related issues;

Standards:

1. In collaboration with the NERC Reliability Issues Steering Committee (RISC), work with NERC management to identify strategic priorities for reliability standards development and provide feedback to NERC Standards Committee, the Board, and NERC management on the annual standards development work plan.
2. Monitor overall results of the standards development process, including quality and timeliness of standards development work, and make recommendations to the NERC Standards Committee, the Board, and NERC management regarding potential improvements to the standards development process.
3. In collaboration with the RISC and management, assess emerging reliability risks affecting standards and make recommendations to the Board as appropriate.
4. Monitor progress in addressing regulatory mandates and directives related to standards.
5. Serve as the Level 2 Appeals Panel as set forth in the NERC Standards Process Manual, which is an Appendix to the NERC Rules of Procedure.
6. Periodically review NERC's status with the American National Standards Institute.
7. Respond to the Board's requests for advice and recommendations on any standards-related referred to it by the Board.

Additional Responsibilities:

1. In connection with NERC's Reliability Standard Audit Worksheet Revision Process (RSAW Revision Process), take any actions contemplated by the RSAW Revision Process, as such Process is amended from time to time.
2. Perform such other functions as may be delegated from time to time by the Board.

Committee Meetings

The SOTC shall meet at least twice a year 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 SOTC, using the same meeting procedures established for the Board. Meetings may be held in either open or closed session as set forth in the Bylaws of the corporation.

A majority of the Committee members shall constitute a quorum. Except where prescribed differently by law: (a) any action or decision of the SOTC 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 SOTC, shall appoint a chair from among their members. The SOTC 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 the NERC staff shall assist the Chair and shall serve as the non-voting secretary.

Review

The SOTC shall review this mandate annually 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 SOTC shall complete a self-assessment annually to determine its effectiveness.