

# Meeting Minutes Corporate Governance and Human Resources Committee

December 7, 2017 | 11:00 a.m.–12:00 p.m. Eastern

## Conference Call

Robert Clarke, Chair, called to order a duly noticed open meeting of the Corporate Governance and Human Resources Committee (CGHRC) of the Board of Trustees (Board) of the North American Electric Reliability Corporation (NERC) on December 7, 2017, at 11:00 a.m. Eastern, and a quorum was declared present. The agenda is attached as Exhibit A.

Present at the meeting were:

### Committee Members

Robert Clarke, Chair  
Janice Case  
Roy Thilly

### Board Members

Charles Berardesco, Interim President and CEO  
Kenneth DeFontes, Jr.  
David Goulding

### Committee Members Not Present

Frederick W. Gorbet  
George S. Hawkins

### NERC Staff

Tina Buzzard, Associate Director to the Office of the President and CEO  
Scott Jones, Vice President, Chief Financial and Administrative Officer  
Mark Lauby, Senior Vice President and Chief Reliability Officer  
Sonia C. Mendonça, Vice President, Acting General Counsel and Corporate Secretary, and  
Director of Enforcement  
Michael Walker, Senior Vice President, Chief Financial and Strategic Development Officer

### NERC Antitrust Guidelines

Mr. Clarke directed the participants' attention to the NERC Antitrust Guidelines included with the advance agenda materials, and directed that any questions regarding antitrust compliance or other related matters be directed to Ms. Mendonça.

### Committee Mandate Revisions

Mr. Clarke described the Board's request for the CGHRC to consider a potential restructuring of the Standards Oversight and Technology Committee (SOTC) of the Board such that the restructured committee, to be named the Technology and Security Committee (TSC), would focus on technology-related initiatives at NERC, including cybersecurity and oversight of the Electricity Information Sharing and

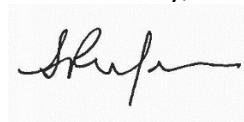
Analysis Center (E-ISAC). Mr. Clarke noted that, with the restructuring, the Board would have direct oversight of the standards program, and the Board Vice Chair would serve as a liaison to the Standards Committee. Ms. Mendonça described the proposed revisions to the SOTC mandate under the referenced restructuring, as well as proposed revisions to the mandate of the Board of Trustees Compliance Committee (BOTCC) to allocate two specific responsibilities of the SOTC regarding appeals and reviews of certain actions to the BOTCC. Ms. Mendonça requested that the CGHRC approve recommending the revised mandates for Board approval.

After discussion, and upon motion duly made and seconded, the CGHRC approved recommending the revised mandates for Board approval.

### **Adjournment**

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

Submitted by,



Sonia Mendonça  
Acting Corporate Secretary

## Agenda

# Corporate Governance and Human Resources Committee

December 7, 2017 | 11:00 a.m.-1:00 p.m. Eastern  
Conference Call

**Dial-in:** 1-800-281-7829 | Conference Code: 9133318

**Call to Order and Chair's Remarks**

**NERC Antitrust Compliance Guidelines**

### Agenda

- 1. Proposed Board Committee Restructuring\* – Approve and Recommend for Board of Trustees Approval**

\*Background materials included.