

June 23, 2020

VIA ELECTRONIC FILING

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Nova Scotia Utility and Review Board
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Halifax, Nova Scotia B3J 3S3

**Re: *North American Electric Reliability Corporation*
Notice of Filing of Amended Compliance and Certification Committee Charter**

Dear Ms. Friis:

The North American Electric Reliability Corporation ("NERC") hereby submits the proposed amended Compliance and Certification Committee ("CCC") Charter. This filing consists of this transmittal letter; Attachment 1, which contains a clean version of the proposed amendments to the CCC Charter; Attachment 2, which contains a redlined version of the proposed amendments to the CCC Charter; and Attachment 3, which is a matrix describing the amendments to the CCC Charter.

Proposed Amendments

Due to the large number of revisions to the CCC Charter, NERC created a change matrix (Attachment 3) detailing the substantive revisions to the CCC Charter. Below are highlights of the proposed revisions contained in Attachment 3.

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Functions

- Align the CCC's monitoring role with requirements under the NERC Rules of Procedure.
- Clarify the requirements for CCC member participation in CCC mediation of any disagreements or disputes between NERC and the Regional Entities.

Membership

- Propose hybrid membership for the CCC allowing for industry sector members, at-large members, and non-voting members.
- Identify criteria for selecting at-large members.
- Eliminate interim approval of members by the CCC so that members can only participate as full members upon appointment by the NERC Board of Trustees.
- Define procedures for notifying the CCC of any conflicts regarding affiliates.
- Clarify the participation role of observers in the full CCC and subcommittees.
- Incorporate by reference the NERC Participant Conduct Policy.

Term

- Redefine the term of membership to three years running from January to December of any calendar year.
- Identify when terms may run shorter than three years.
- Specify that there are no limits on the number of terms that a member can serve.

Meetings

- Clarify procedures to take actions without a meeting.

Officers and Executive Committee

- Explain roles of officers and executive committee members.

Nominating Subcommittee

- Define process for selecting members and filling vacancies for both the full CCC and the Nominating Subcommittee.

Subordinate Groups

- Streamline language for creating and disbanding subordinate groups of the CCC.

Meeting Procedures

- Outline procedures for voting on motions.
- Clarify the purpose of meeting minutes.

Attachment A

- Remove Sector 11 (Regional Entities) as a sector membership group due to the creation of at-large membership.

The Federal Energy Regulatory Commission (“FERC”) originally approved the CCC Charter in June 2007 in an Order on Compliance Filing.¹ NERC submitted notice of a revised CCC Charter on April 5, 2010,² on March 22, 2018,³ and on December 14, 2018.⁴ NERC is hereby submitting notice of this revised CCC Charter. On May 14, 2020, the NERC Board of Trustees approved the revised CCC Charter contained herein.⁵

Communications

Please address any communications concerning this filing to the person listed below:

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¹ *N. Am. Elec. Reliability Corp.*, 119 FERC ¶ 61,248, *order on compliance filing*, 121 FERC ¶ 61,033 (2007).

² *Notice of Filing of the North American Electric Reliability Corporation of Amendments to Rules of Procedure Regarding Compliance and Certification Committee Charter*, (Apr. 5, 2010).

³ *Proposed Amended Compliance and Certification Committee Charter*, (Mar. 22, 2018).

⁴ *Notice of Filing of Amended Compliance and Certification Committee Charter*, (Dec. 14, 2018).

⁵ NERC, *Board of Trustees Agenda Package*, Agenda Item 2a (Compliance and Certification Committee Charter Amendments), https://www.nerc.com/gov/bot/Agenda%20highlights%20and%20Minutes%202013/Board_Open_Agenda_Package_May_14_2020_PUBLIC-POSTING.pdf

Respectfully submitted,

/s/ Edwin G. Kichline

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*Counsel for North American Electric Reliability
Corporation*

Attachment 1

Proposed Amendments to the CCC Charter
Clean

NERC

NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

Compliance and Certification Committee Charter

Approved by the NERC Board of Trustees on May 14, 2020

Filed with FERC on June 12, 2020, in Docket No. RR20-____-000.

June 12, 2020

RELIABILITY | RESILIENCE | SECURITY



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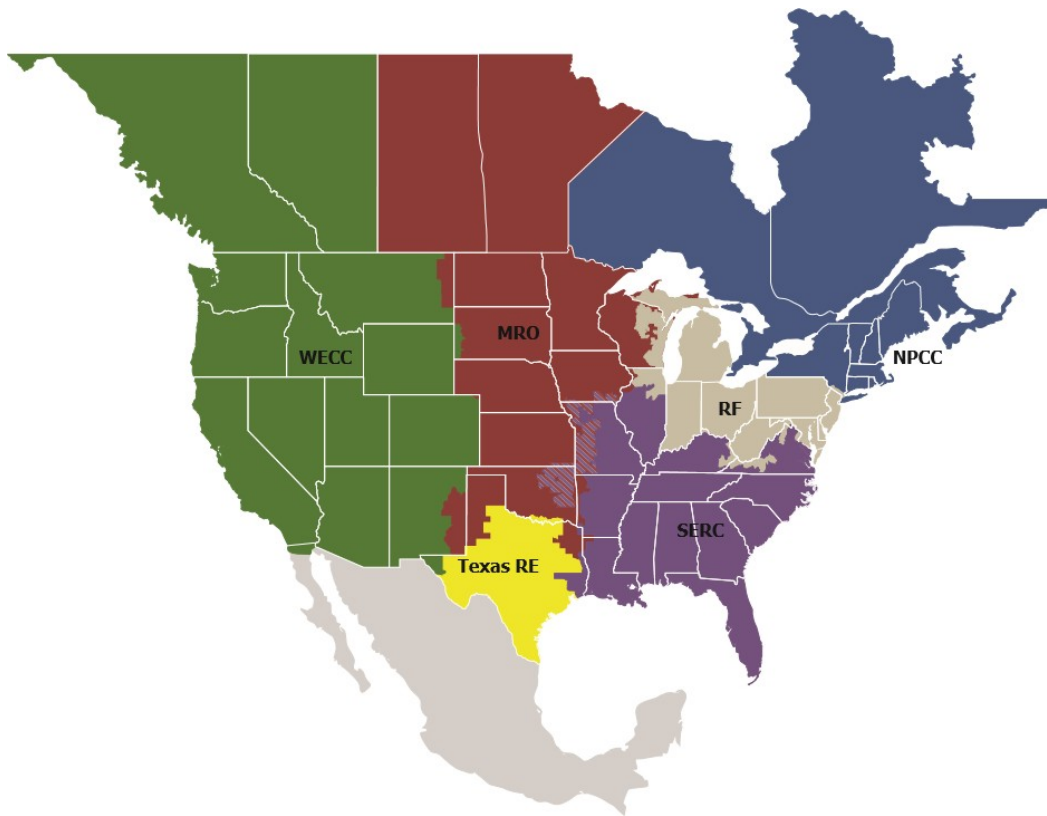
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Preface

Electricity is a key component of the fabric of modern society and the Electric Reliability Organization (ERO) Enterprise serves to strengthen that fabric. The vision for the ERO Enterprise, which is comprised of the North American Electric Reliability Corporation (NERC) and the six Regional Entities (REs), is a highly reliable and secure North American bulk power system (BPS). Our mission is to assure the effective and efficient reduction of risks to the reliability and security of the grid.

Reliability | Resilience | Security
Because nearly 400 million North Americans are counting on us

The North American BPS is divided into six RE boundaries as shown in the map and corresponding table below. The multicolored area denotes overlap as some load-serving entities participate in one Region while associated Transmission Owners/Operators participate in another.



| | |
|-----------------|--|
| MRO | Midwest Reliability Organization |
| NPCC | Northeast Power Coordinating Council |
| RF | ReliabilityFirst |
| SERC | SERC Reliability Corporation |
| Texas RE | Texas Reliability Entity |
| WECC | Western Electricity Coordinating Council |

Purpose

As a North American Electric Reliability Corporation (NERC) Board of Trustees (Board)-appointed stakeholder Committee serving and reporting directly to the NERC Board, the Compliance and Certification Committee (Committee or CCC) will engage with, support, and advise the NERC Board and NERC regarding the NERC Compliance Monitoring and Enforcement Program (CMEP), Organization Registration program (Registration program), Organization Certification program (Certification program), and the Reliability Standards development program in accordance with the NERC Rules of Procedure (ROP).

Chapter 1: CCC Functions

To fulfill its mission, the CCC performs the following functions:

1. Organizes and conducts Committee meetings with NERC staff regarding all facets of the CMEP, Registration, and Certification programs;¹
2. Provides balanced discussion, comments, and recommendations to the NERC Board and NERC staff on the following:
 - a. Stakeholders' perceptions² of the policies, practices, and effectiveness of the CMEP, Registration program, and Certification program;
 - b. Revisions to the ROP related to the CMEP, Registration program, and Certification program to the NERC Board; and
 - c. Compliance and Enforcement process or procedural issues.
3. Monitors NERC's adherence to the ROP consistent with the following:³
 - a. Sections 402 and 405 of the ROP for Compliance Monitoring and Enforcement, including but not limited to the uniform CMEP (Appendix 4C), the Sanction Guidelines (Appendix 4B), as well as the establishment of criteria for use in annual evaluations of the Regional Entity CMEP implementation⁴.
 - b. Section 506 of the ROP for Organization Registration and Certification, including but not limited to the Organization Registration and Certification Manual (Appendix 5A).
 - c. Section 300 of the ROP regarding the Reliability Standards development process except for appeals of substantive or procedural action or inaction associated with a Reliability Standard or the Reliability Standards process as defined in the appeals section of the Reliability Standards Development Procedure. Committee members who have participated in the development process for a Reliability Standard shall not participate in the Committee's monitoring of that process.
4. Acts as the hearing body⁵ for any contest regarding findings of or penalties or sanctions for violation(s) of Reliability Standard(s) where NERC is the Compliance Enforcement Authority as described in Section 408 of the NERC ROP;
5. As directed by the NERC Board, serves as the mediator for any disagreements or disputes between NERC and the Regional Entities concerning NERC performance audits of Regional Entity's compliance programs.⁶ When directed by the NERC Board to serve as mediator, the Committee Chair will appoint three members of the Committee to meet with representatives of NERC and the Regional Entity to attempt to resolve the matter. The appointed members shall be disinterested parties, shall not be registered in the Regional Entity associated with the disagreement, or shall not otherwise have any conflicts prohibiting the member from playing a role in the disagreement or dispute.

¹ Meetings are conducted under Chapter 4 of this Charter

² CCCPP: Program for Monitoring Stakeholder's Perceptions

³ Monitoring by the CCC is ongoing and does not preclude, interfere with or replace, in whole or in part, the NERC Board's responsibility to conduct and provide such reviews of these programs as required by Federal Energy Regulatory Commission (the Commission) regulations, 18 C.F.R. § 39.3.c: "The Electric Reliability Organization shall submit an assessment of its performance three years from the date of certification by the Commission, and every five years thereafter."

⁴ CCCPP: Criteria for Annual Regional Entity Program Evaluation

⁵ CCCPP: NERC Compliance and Certification Committee Hearing Procedures

⁶ CCCPP: NERC Compliance and Certification Committee Mediation Procedures

6. At its discretion, participates as an observer participating with NERC Internal Audit, including but not limited to the Regional Entity audits conducted pursuant to Appendix 4A of the ROP;⁷
7. Actively monitor compliance with the NERC ROP as related to Reliability Standards development, directly and through support of the NERC Standards Committee; and
8. Undertakes assignments from the NERC Board or the NERC Board's Compliance Committee related to CMEP, Organization Registration and Certification, and Reliability Standards development.

⁷ CCCPP: CCC Participation in NERC's Audits of Regional Entity CMEP Programs in Accordance with Appendix 4A of the NERC Rules of Procedure

Chapter 2: Membership

Expertise

When selecting individuals to recommend for Committee membership, the Committee will seek to engage individuals who, in aggregate, provide the Committee with a level and breadth of expertise to achieve its goals and fulfill its scope and responsibilities while respecting other important factors such as industry sector, Region, interconnection, and country. Members with industry experience in compliance management, enforcement matters and legal, or auditing expertise is desired.

Representation

Membership is based on a hybrid model consisting of the following types of memberships:

- Industry Sector members;
- At-large members; and
- Non-voting members.

Industry Sector Members

Two members will be nominated to fulfill each of the following membership sectors:

- Sector 1 - Investor-owned utility;
- Sector 2 - State/Municipal utility;
- Sector 3 - Cooperative Utility;
- Sector 4 - Federal or Provincial Utility/Power Marketing Administration;
- Sector 5 - Transmission-dependent Utility;
- Sector 6 - Merchant Electricity Generator;
- Sector 7 - Electricity Marketer;
- Sector 8 - Large End Use Electricity Customer;
- Sector 9 - Small End Use Electricity Customer;
- Sector 10 - ISO/RTO; and
- Sector 12 - Government Representatives.

At-Large Members

At-large is a designation for individuals who are appointed to ensure that final configuration of the Committee best reflects the perspectives of the whole membership of the industry. At-large membership is intended to balance the needs of the Committee and to ensure performance of its responsibilities under the ROP. Those responsibilities require diverse perspectives representing Interconnections, regional views, country-specific views and expertise. To the extent practicable, the Committee will balance the following criteria to select at-large members:

1. Geographic diversity from all Interconnections and ERO Enterprise Regional Entities;
2. High-level understanding and perspective on reliability risks based on experience at an organization in a sector; and
3. Experience and expertise from an organization in the sector relevant to the Committee purview.

Membership Selection

It is expected that CCC members will be from organizations that are NERC members, but it is not required.

Members are appointed to the CCC upon approval of the NERC Board and serve on the CCC at the pleasure of the NERC Board.

1. Affiliates

A company, including its affiliates, may not have more than one member on the CCC. Any CCC member who is aware of a membership conflict of this nature is obligated to notify the CCC secretary within 10 business days. The CCC secretary will in turn report the conflict to the Committee Chair.

Members impacted by such a conflict, such as through a merger of organizations, may confer among themselves to determine which member should resign from the CCC and notify the secretary and Chair; however, if they are within the same industry sector and cannot reach an amicable solution to determine who will remain, the Nominating Subcommittee will review the qualifications of each member and will determine which member shall continue to serve, subject to NERC Board approval.

2. Nominating Subcommittee

The Nominating Subcommittee will consist of five members. To the extent practicable, the Nominating Subcommittee will be reflective of diversity of sectors and representation. Additional expectations are outlined in Section 4 of this Charter.

3. Non-Voting Members

The Committee Chair, Nominating Subcommittee Chair or CCC secretary will coordinate with entities entitled to non-voting membership to identify representatives for the non-voting seats.

4. International Representation

The Nominating Subcommittee, described below, will endeavor to attract and engage individuals with suitable qualifications and expertise in adequate numbers to satisfy Article VIII, Section 4 of the Bylaws. To the extent practicable, recognized Canadian organizations, such as the Canadian Electricity Association and Canada's Energy and Utility Regulators, will be consulted for assistance in ensuring Canadian participation.

Member Expectations

Committee members are expected to represent the interests of their sector or a broad industry view to the best of their ability and judgment. In addition to the duties, rights, and privileges described elsewhere in this Charter, Committee members will:

1. Act consistently with the procedures in this Charter and Robert's Rules of Order during meetings;
2. Adhere to NERC Antitrust Guidelines and Participant Conduct Policy;
3. Demonstrate and provide expertise in support of Committee activities;
4. Adjudicate in a fair and unbiased manner that meets applicable legal and due process requirements when participating in hearing procedures conducted under the NERC ROP Section 408;
5. Solicit comments and opinions from constituents and groups of constituents or trade organizations represented by the member and convey them to the Committee;
6. Respond promptly to all Committee requests, including requests for reviews, comments, and votes on issues before the Committee;
7. Arrange for a proxy to attend and vote at Committee meetings in the member's absence; and
8. Respond promptly to all requests to register for Committee meetings.

Term of Membership

All terms will have a standard length of three years effective by calendar year. To the extent practicable, member terms will be staggered such that approximately one-third of the Committee is subject to reappointment or replacement each year.

Terms shorter than three years may be required for several reasons:

- If two members are simultaneously selected to a sector that did not have any existing members, to stagger their terms, one member will be assigned a one-year term and the second member will be assigned a two-year term.
- If a member is selected to fill a vacant member position, the term will end when the term for that vacant position ends.

There is no limitation on the number of times a member may be reappointed.

Vacancies and Proxies

1. Created by the Member

In the event a member can no longer serve on the Committee, that member will submit a written resignation to the Committee Chair or the secretary.

2. Requested by the Chair

The Chair may request any Committee member who ceases to participate in the Committee or to fulfill the membership duties described in the Membership Expectations section of this Charter to submit a resignation or to request continuation of membership with an explanation of extenuating circumstances. If a written response is not received within 30 days of the Chair's request, the lack of response will be considered a resignation.

3. Requested by the Board

Committee members serve at the pleasure of the NERC Board. The NERC Board may initiate a request for a Committee member to resign.

4. Proxies

Proxies can only be a person who is a member registered in the same sector or an officer, agent, or representative of a member either registered in the same sector or representing a similar position as an at-large member.

A proxy may attend and vote during a Committee meeting provided the member notifies the secretary of the proxy. Such notification will be in writing (electronic medium is acceptable). The proxy representatives and their affiliation should be named in the correspondence.

Conflict of Interest

No Committee member may have a conflict of interest that would impair his or her ability to fulfill obligations under this Charter. Any Committee member who knows of any form of membership conflict, such as working for an entity affiliated with that of another Committee member, is obligated to notify the Committee Chair within ten (10) business days of obtaining that knowledge.

Chapter 3: Nominating Subcommittee

Functions

In addition to the duties, rights, and privileges described elsewhere in this Charter, members of the Nominating Subcommittee will:

1. Prepare a slate of Committee officer candidates for submission to the NERC Board for appointment;
2. Prepare a slate of recommended individuals to fill designated Committee vacancies (sector or at-large) as required; and
3. Manage, when required, the process to recommend the Committee Chair and/or Vice Chair.

Appointment of Nominating Subcommittee Members

The Nominating Subcommittee will consist of five members nominated by the Committee Chair and approved by the Committee. The Chair of the Nominating Subcommittee will be selected by the Committee Chair from among the five Nominating Subcommittee members annually. Members of the Nominating Subcommittee will serve concurrently with the term of the Committee Chair that selects the Nominating Subcommittee members.

Vacancies on the Nominating Subcommittee

The Committee Chair will nominate, and the full Committee will approve, a CCC member to fill a vacancy on the Nominating Subcommittee.

Appointment Process for CCC Members

Prospective members of the Committee may be identified via any means the Committee finds acceptable, including:

1. Solicited or unsolicited nomination by a recognized industry group or association;
2. General open solicitation by the Committee for nomination(s);
3. Self-nomination;
4. Recent list of nominations available to the Nominating Subcommittee that it deems to be valid;
5. Directed solicitation by the Committee to an individual or individuals; or
6. Referral by the NERC Board or other NERC body or Committee.

The Nominating Subcommittee may give preference to candidates nominated by organizations generally considered by the industry as representative of a broad cross-section of the industry sector in question, such as an industry trade association.

The Nominating Subcommittee will convert any sector vacancy to an at-large position to fill that seat until the end of the term when there is no qualified sector candidate from a nomination pool.

The Nominating Subcommittee will present the recommended Committee membership slate to the full CCC and then to the NERC Board for appointment. The NERC Board may appoint the entire recommended Committee slate or individual members, as needed, to meet membership balance and to fill vacancies.

The Nominating Subcommittee process will be detailed in a supporting CCC Process and Procedure document (CCCPP).

Member Vacancies

The Committee Chair will refer any general membership vacancy to the Nominating Subcommittee. The Nominating Subcommittee may request the Secretary to prepare a new solicitation for nominations to fill the vacancy.

Chapter 4: Meetings

In the absence of specific provisions in this Charter, all Committee meetings will follow Roberts Rules of Order.

Quorum

1. Two-thirds Requirement

The quorum necessary for transacting business at meetings of the Committee is two-thirds of the members currently on the Committee's roster.

2. Lack of Quorum

If a quorum is not present at the beginning of the meeting, the Committee may not take any actions requiring a vote by the Committee; however, the Chair may, with the consent of the majority of members present, elect to allow discussion of the agenda items.

Voting

Actions by members of the Committee will be the affirmative vote of two-thirds of the votes present at any meeting at which a quorum is present.

Voting may take place during regularly scheduled in-person meetings or may take place via electronic mail or conference call.

Open Meetings

NERC Committee meetings will be open to the public, except as noted below under Confidential Sessions. Meetings are conducted in person.

Confidential Sessions

At the discretion of the Committee Chair, a meeting or portion of a meeting may have attendance limited based on confidentiality of the information to be disclosed at the meeting. Such limitations should be applied sparingly and on a non-discriminatory basis. All hearings of compliance matters will be confidential sessions. Confidential Information will only be disclosed as provided by Section 1500 of the NERC ROP. Confidentiality agreements may also be applied, as necessary, to protect Confidential Information.

Majority and Minority Views

All members of the Committee will be given the opportunity to provide alternative views on an issue. The results of Committee actions, including recorded minutes, will reflect the majority as well as any minority views of the Committee members. The Chair will communicate both the majority and any minority views in presenting results to the NERC Board.

Action without a Meeting

Any action required or permitted to be taken at a regular meeting may be taken without a meeting at the request of the Chair.

Such action without a meeting will be performed by mail or electronic ballot (e.g., telephone, email, or Internet) and will be recorded in the minutes as a roll call ballot. The secretary will announce the action required at least seven days before the date on which voting commences.

As time permits, members should be allowed a window of 10 business days to vote. The secretary will document the results of such an action within 10 business days of the close of the voting period. Such action must meet the regular meeting quorum and voting requirements above.

Approval of such action requires an affirmative vote by two-thirds of the Committee members eligible to vote. This vote will be recorded in the minutes of the next regularly scheduled meeting as a roll call ballot.

Chapter 5: Officers and Executive Committee

Officers

The Committee will have one secretary and two officers – one Chair and one Vice Chair.

Officers shall be selected as follows:

The CCC Nominating Subcommittee will recommend a Chair and a Vice Chair from among the members for a vote by the Committee at a meeting as required. The term of the Chair and the Vice Chair will begin on January 1.

The incumbent Chair and Vice Chair shall not vote on the selection of the incoming Chair and Vice Chair. The Chair and Vice Chair shall not be representatives of the same sector. As the Chair and Vice Chair shall continue to act as representative of the sectors, the administrative roles and responsibilities of the Committee shall be performed independently of the sectors they represent. Appointment of the Chair and Vice Chair shall be subject to approval of the NERC Board.

The Committee Chair and Vice Chair are voting members of the Committee.

Secretary

A member of the NERC staff will serve as the secretary of the Committee. The secretary will do the following:

- Manage the day-to-day operations and business of the Committee;
- Facilitate effective administration of Committee procedures;
- Prepare and distribute the notices of the Committee meetings, prepare the meeting agenda, and prepare and distribute the minutes of the Committee meetings; and
- Act as the Committee’s parliamentarian.

Chair

The Chair will direct and provide general supervision of Committee activities, including the following:

- Coordinate the schedule of all Committee meetings, including approval of meeting duration and location;
- Develop Committee agendas and rule on any deviation, addition, or deletion from a published agenda;
- Preside at and manage Committee meetings, including the nature and length of discussion, recognition of speakers and proxies, motions, and voting;
- Lead or direct the conduct of any hearings and the preparation of any adjudicatory documents by the Committee under Section 408 of the NERC ROP;
- Ensure actions and undertakings by the Committee under the NERC ROP Section 408 meet all applicable legal and due process requirements;
- Act as spokesperson for the Committee at forums inside and outside of NERC; and
- Attend meetings of the NERC Board when necessary to report to the NERC Board on Committee activities.

Vice Chair

The Vice Chair will assume the responsibilities of the Chair under the following conditions:

- At the discretion of the Chair (for brief periods of time);

- When the Chair is absent or temporarily unable to perform the Chair’s duties; or
- When the Chair is permanently unavailable or unable to perform the Chair’s duties. In the case of a permanent change, the Vice Chair will continue to serve until a new Chair is nominated and appointed by the NERC Board.

Executive Committee

The CCC shall have an Executive Committee of at least four members as follows:

- Chair;
- Vice Chair;
- Past Chair;
- Chair and Vice Chair of all subcommittees under the purview of the full Committee; and
- Additional members as deemed necessary by the Committee Chair.

The Executive Committee is authorized to act on the Committee’s behalf between regular meetings on matters where urgent actions are crucial and full Committee discussions are not practical.

Ultimate Committee responsibility resides with its full membership whose decisions cannot be overturned by the Executive Committee, and which retains the authority to ratify, modify, or annul Executive Committee actions.

NERC Staff

NERC will designate an executive sponsor and a secretary who will not be members of the Committee or vote on Committee business. The executive sponsor and the secretary shall be recused from participating in any Committee activity that involves monitoring of NERC’s adherence to ROP or any activity that they oversee. If the secretary has been recused from participating in a Committee activity, the Chair shall appoint another member of the Committee as acting secretary for any meetings or other activities from which the secretary is recused.

Observers

At the Chair’s discretion, observers may participate in public, non-confidential meetings of the full Committee and subcommittees; however, they cannot vote.

To the extent practicable, observers will be noted in meeting minutes. However, observers are required to comply with applicable Member Expectations in NERC Committees.

Chapter 6: Subordinate Groups

Committee Organization

The CCC organizational structure will be arranged as allowed in the NERC Bylaws to support a superior-subordinate hierarchy that is ordered as follows: a committee, a subcommittee, a working group, and a task force, with a committee being primary and a task force being quaternary.

The Committee may establish subcommittees, working groups, and task forces as necessary. The Committee Chair may also form any of these subordinate groups on behalf of the Committee. The Committee will be the responsible sponsor of all subordinate subcommittees, working groups, or task forces it may create, or that its subordinate subcommittees and working groups may create. The Committee will keep the NERC Board informed of all groups subordinate to the Committee.

Officers of the subordinate groups will be appointed by the Chair of the CCC.

Subcommittees, working groups, and taskforces will conduct business in a manner consistent with all applicable sections of this manual and Robert's Rules of Order.

Subcommittees

The Committee may establish subcommittees to which the CCC may delegate some of CCC's functions. The CCC will approve the scope of each subcommittee it forms. The Committee Chair will appoint the subcommittee officers (typically a Chair and a Vice Chair) for a specific term (generally two years). There is no limit to the number of terms that can be served by appointed subcommittee leadership. The subcommittee will work within its assigned scope and be accountable for the responsibilities assigned to it by the Committee. The formation of a subcommittee, due to the permanency of the subcommittee, will be approved by the NERC Board.

Working Groups

The Committee may delegate specific continuing functions to a working group. The CCC will approve the scope of each working group that it forms. The Committee Chair or delegates will appoint the working group officers (typically a Chair and a Vice Chair) for a specific term (generally two years). The CCC will conduct a "sunset" review of each working group every year. The working group will be accountable for the responsibilities assigned to it by the CCC or subcommittee and will work within its assigned scope. The CCC should consider promoting to a subcommittee any working group that is required to work longer than one term.

Task Forces

The Committee may assign specific work to a task force. The CCC will approve the scope of each task force it forms. The Chair of the CCC will appoint the task force officers (typically a Chair and a Vice Chair). Each task force will have a finite duration, normally less than one year. The CCC will review the task force scope at the end of the expected duration and at each subsequent meeting of the CCC until the task force is retired. Action of the CCC is required to continue the task force past its defined duration. The CCC should consider promoting to a working group any task force that is required to work longer than one year.

Subordinate Group Membership and Representation

The membership of each subcommittee, working group, and task force should be established to address the need for expertise and balance of interests. Each group's membership requirements will be defined within the group's approved scope.

As a general guide, the broader the group's scope, the more emphasis there should be on balancing of interests. Therefore, subcommittees would be expected to have the broadest representation of appropriate industry sectors,

while a task force may be more focused on simply having the necessary expertise, and a working group may be somewhere between.

To the extent subordinate group membership is of a representative nature, recommendations for staffing of the group should be provided in a manner consistent with the principles outlined in the staffing of a Committee, including the use of an open nominations process. Canadian representatives should be recommended by the Canadian Electricity Association.

Preference may also be given to representatives recommended by broadly-based industry associations.

To the extent that subordinate group membership is based on providing requisite expertise, the Chair of the Committee may appoint members based on the relevant technical qualifications.

Rosters will be maintained for all members, both full Committee members and appointed members, for the subcommittees only as these subordinate groups are Board approved.

Procedures

Subcommittees, working groups, and task forces will conduct business in a manner consistent with all applicable sections of this Charter, the subordinate group's scope, Robert's Rules of Order, and Participant Conduct Policy.

CCC documents relating to the topics in the NERC ROP will require NERC Board approval.

Chapter 7: Hearings

General

The CCC will conduct hearings, as necessary, to fulfill its function of serving as the hearing body for any contest between NERC and a Regional Entity regarding NERC findings, penalties, or sanctions for violation(s) of Reliability Standard(s) by the Regional Entity as described in Section 408 of the NERC ROP.

Hearing Procedure

Unless specifically identified otherwise elsewhere in this Charter, the Committee's hearing procedure shall follow the hearing procedure mandated and approved by jurisdictional authorities for use by NERC and the Regional Entities in the CMEP.

Hearing Panel

The Committee shall not have a standing hearing panel. When a hearing is to be conducted, the Committee shall select five members to serve as the adjudicatory panel for that hearing. Members serving on the panel shall be selected by vote of a valid quorum of the Committee. Voting members of the Committee at arm's length from parties to the hearing may be nominated or volunteer to stand for selection to the hearing panel. One or more alternates may also be selected, as the Committee deems appropriate for the circumstances. A member may serve on more than one panel concurrently. A panel is disbanded upon conclusion of the hearing proceedings for which it was formed.

Chapter 8: Meeting Procedures

Voting Procedures for Motions

- The default procedure is a voice vote.
- If the Chair believes the voice vote is not conclusive, the Chair may call for a show of hands.
- The Chair will not specifically ask those who are abstaining to identify themselves when voting by voice or a show of hands.
- The Committee may conduct a roll-call vote in those situations that need a record of each member's vote.
- The Committee must approve conducting a roll call vote for the motion.
- The secretary will call each member's name.
- Members answer "yes," or "no," but may answer "present" if they wish to abstain from voting.

Minutes

- Meeting minutes are a record of what the Committee did, not what its members said.
- Minutes should list discussion points where appropriate but should usually not attribute comments to individuals. It is acceptable to cite the Chair's directions, summaries, and assignments.
- Do not list the person who seconds a motion.
- Do not record (or even ask for) abstentions.
- All Committee members are afforded the opportunity to provide alternative views on an issue. The meeting minutes will provide an exhibit to record minority positions. The Chair shall report both the majority and any minority positions in presenting results to the NERC Board.

Appendix A

CCC Membership Structure

| Primary Sector | Sub-Sector | Number of Members | Full Voting | Non-Voting |
|--|---------------------|-------------------|-------------|------------|
| 1. Investor-owned Utility | | 2 | X | |
| 2. State/Municipal Utility | | 2 | X | |
| 3. Cooperative Utility | | 2 | X | |
| 4. Federal or Provincial Utility/Power Marketing Administration | | 2 | X | |
| 5. Transmission-dependent Utility | | 2 | X | |
| 6. Merchant Electricity Generator | | 2 | X | |
| 7. Electricity Marketer | | 2 | X | |
| 8. Large End Use Electricity Customer | | 2 | X | |
| 9. Small End Use Electricity Customer | | 2 | X | |
| 10. Independent System Operator (ISO)/Regional Transmission Organization (RTO) | | 2 | X | |
| 12. Government Representatives | U.S. State | 2 | X | |
| | U.S. Federal | 2 | | X |
| | Canadian Provincial | 1 | | X |
| | Canadian Federal | 1 | | X |
| At-Large Position | | 6 | X | |
| Total | | 32 | | |

Attachment 2

Proposed Amendments to the CCC Charter
Redline

Compliance and Certification Committee Charter

~~Approved by~~ Filed with FERC on ~~June 28, 2018~~ XXX XX, 2020, in Docket No. ~~RR18-4RR19-XX-000~~.

~~February 8, 2018~~ XXX XX, 2020

RELIABILITY | ACCOUNTABILITY



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Mission Purpose

~~In the capacity of~~ a North American Electric Reliability Corporation (NERC) Board of Trustees (Board)-appointed stakeholder committee serving and reporting directly to the NERC Board, the Compliance and Certification Committee (Committee or CCC) will engage with, support, and advise the NERC Board and NERC regarding ~~all facets of~~ the NERC Compliance Monitoring and Enforcement Program (~~Compliance and Enforcement program~~ CMEP), Organization Registration program (Registration program), ~~and~~ Organization Certification program (Certification program). ~~As a committee providing support and advice but otherwise independent of the execution of these programs, the CCC will monitor), and the Reliability Standards development program. The CCC also monitors NERC's adherence to in accordance with the NERC the~~ Rules of Procedure (ROP) for these programs. Also and in a similar manner, ~~as a committee independent of the Reliability Standards development process, the CCC will be the body responsible for monitoring NERC's adherence to the (ROP) regarding the Reliability Standards development process with the exception of appeals of substantive or procedural action or inaction associated with a Reliability Standard or the Standards process as defined in the appeals section of the Standard Processes Manual. The CCC is also responsible for establishing and implementing a program to monitor NERC's compliance with the Reliability Standards that apply to NERC.~~

Compliance and Certification Committee Functions

To fulfill its mission, the CCC performs the following functions:

1. Organizes and conducts committee meetings ~~directly~~ with NERC staff regarding all facets of the ~~Compliance and Enforcement~~CMEP, Registration, and Certification programs;¹
2. Provides balanced discussion, comments, and recommendations to the NERC Board and NERC staff; on the following:
 - ~~3.a. Provides comments to NERC with respect to stakeholders' perception~~Stakeholders' perceptions² of the policies, practices, and effectiveness of the ~~Compliance and Enforcement program~~CMEP, Registration program, and Certification program;
 - ~~4.b. Recommends revisions of the electric reliability organization (ERO) Revisions to the ROP~~ related to the ~~Compliance and Enforcement program~~CMEP, Registration program, and Certification program to the NERC Board; and
 - ~~5. Establishes and implements programs to monitor:~~³
 - c. Compliance issues;
 - ~~3. Monitors~~ NERC's adherence to ~~Section~~the ROP consistent with the following:⁴
 - a. Sections 402 and 405 of the ROP for Compliance Monitoring and Enforcement, including but not limited to the uniform CMEP (Appendix 4C) and the Sanction Guidelines (Appendix 4B).
 - b. ~~NERC's adherence to~~Section 506 of the ROP for Organization Registration and Certification, including but not limited to the Organization Registration and Certification Manual (Appendix 5A).
 - c. ~~NERC's adherence to~~Section 300 of the ROP regarding the Reliability Standards development process with the exception of~~except for~~ appeals of substantive or procedural action or inaction associated with a Reliability Standard or the Reliability Standards process as defined in the appeals section of the Reliability Standards Development Procedure. Committee members who have participated in the development process for a ~~particular~~ Reliability Standard shall not participate in the committee's monitoring of that process.
 - ~~d. NERC's compliance with the Reliability Standards that apply to NERC.~~
- ~~6.4. Serves~~Acts as the hearing body⁵ for any contest regarding findings of or penalties or sanctions for violation(s) of Reliability Standard(s) where NERC is ~~directly monitoring the entity for compliance with those standards (registered entity by agreement with a Regional Entity or absent a delegation agreement; the Region itself where approved standards are applicable to the Region)~~the Compliance Enforcement Authority as described in Section 408 of the NERC ROP;

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¹ Meetings are conducted under Section 4 of this Charter.

² CCCPP-008: Program for Monitoring Stakeholder's Perceptions

³ Monitoring by the CCC is ongoing and does not preclude, interfere with or replace, in whole or in part, the NERC Board's responsibility to conduct and provide such reviews of these programs as required by Federal Energy Regulatory Commission (the Commission) regulations, 18 C.F.R. § 39.3.c: "The Electric Reliability Organization shall submit an assessment of its performance three years from the date of certification by the Commission, and every five years thereafter."

⁴ Monitoring by the CCC is ongoing and does not preclude, interfere with or replace, in whole or in part, the NERC Board's responsibility to conduct and provide such reviews of these programs as required by Federal Energy Regulatory Commission (the Commission) regulations, 18 C.F.R. § 39.3.c: "The Electric Reliability Organization shall submit an assessment of its performance three years from the date of certification by the Commission, and every five years thereafter."

⁵ CCCPP-005: NERC Compliance and Certification Committee Hearing Procedures

Compliance and Certification Committee Functions

~~7.5. As directed by the NERC Board, serves as the mediator for any disagreements or disputes between NERC and the Regional Entities concerning NERC performance audits of Regional Entities' Entity's compliance programs. ⁶ When directed by the NERC Board to serve as mediator, the committee Committee chair will appoint three disinterested members of the committee Committee to meet with representatives of NERC and the Regional Entity to attempt to resolve the matter. The appointed members shall be disinterested parties, shall not be registered in the Regional Entity associated with the disagreement, or, shall not otherwise have any conflicts prohibiting the member from playing a role in the disagreement or dispute.~~

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~~6. At theits discretion of the CCC, participates as an observer in Regional Entity Compliance Program audits executed by NERC's Internal Audit and Corporate Risk Management function, consistent with conducted pursuant to Appendix 4A of the ROP.⁷~~

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~~8.7.~~

~~9. Actively monitor compliance with the NERC ROP as related to Reliability Standards development, directly and through supports of the NERC Standards Committee in the development of new and revised standards by providing a pool of qualified compliance oriented personnel for participation in the compliance administration element phase of the standards development processto ensure NERC compliance with the NERC ROP;~~

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~~10. Provides assistance to NERC Reliability Standards; and the Regional Entities to implement the Compliance and Enforcement, Registration, and Certification programs; and,~~

~~11.8. Undertakes assignments from the NERC Board or the NERC Board's Compliance Committee related to compliance and enforcement, organization registration, organization certification, and standards development CMEP, Organization Registration and Certification, and Reliability Standards development.~~

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⁶ CCCPP-006, NERC Compliance and Certification Committee Mediation Procedures

⁷ CCCPP-012, CCC Participation in NERC's Audits of Regional Entity CMEP Programs in Accordance with Appendix 4A of the NERC Rules of Procedure

Membership

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Goals

The CCC provides for balanced discussion, commentary, and recommendations on compliance issues by bringing together a wide diversity of opinions and perspectives from NERC member sector experts who have particular familiarity, knowledge, and experience in the area of compliance and NERC Standards and Regional Standards.

Appointment and Terms of Service

Members are appointed to the committee by the NERC Board and serve on the committee at the pleasure of the Board. Member terms are the lesser of three years from appointment or interim approval (Section 5.b), replacement, or removal by the Board. Members may be reappointed at the conclusion of a term. ~~There is no limitation on the number of times a member may be reappointed.~~ A member may be recommended to the Board for reappointment by the Nominating Subcommittee by self nomination. To the extent practicable, member terms will be staggered such that approximately one-third of the committee is subject to reappointment or replacement each year.

Qualifications

Individuals deemed qualified to serve on the committee will generally include senior-level industry experts who have particular familiarity, knowledge, and experience in the area of compliance, compliance enforcement, compliance administration and management, organization responsibilities and registration, organization certification, and NERC Standards and Regional Standards. These individuals should be involved with internal compliance programs within their respective organizations.

Expectations

Committee members are expected to represent the interests of the sector they represent to the best of their ability and judgment. In addition to the duties, rights, and privileges described elsewhere in this charter, committee members will:

- ~~12. Act consistently during meetings with the procedures in this manual and Robert's Rules of Order;~~
- ~~13. Demonstrate and provide knowledge and expertise in support of committee activities;~~
- ~~14.1. Adjudicate in a fair and unbiased manner that meets applicable legal and due process requirements when participating in hearing procedures conducted under the NERC ROP Section 408;~~
- ~~15. Solicit comments and opinions from constituents and groups of constituents or trade organizations represented by the member and convey them to the committee;~~
- ~~16. Respond promptly to all committee requests, including requests for reviews, comments, and votes on issues before the committee;~~
- ~~17. Arrange for a proxy to attend and vote at committee meetings in the member's absence; and~~
- ~~18. Respond promptly to all requests to register for committee meetings.~~

Expertise

When selecting individuals to recommend for Committee membership, the Committee will seek to engage individuals who, in aggregate, provide the Committee with a level and breadth of expertise to achieve its goals and fulfill its scope and responsibilities while respecting other important factors such as industry sector, Region, interconnection, and country. Members with industry experience in compliance management, enforcement matters and legal, or auditing expertise is desired.

Representation

The membership structure of the CCC will be modeled upon the membership structure of the NERC Member Representatives Committee (MRC) as described in NERC's Bylaws (the Bylaws) Article VIII Section 2 [see Attachment A]. This should produce a committee that has an appropriate balance of entities subject to compliance with the NERC Reliability Standards and NERC's Compliance and Enforcement program, and others affected by the Standards and the Compliance and Enforcement program.

Regional Entities

Each Regional Entity, or the applicable regional organization if no Regional Entity exists for the geographic area, may nominate one member to the committee. In aggregate, the sector will have voting strength equivalent to two members. The voting weight of each Regional member's vote will be set such that the sum of the weight of all available Regional members' votes is two votes.

Membership is based on a hybrid model consisting of the following types of memberships:

- Industry Sector members;
- At-large members; and
- Non-voting members.

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Industry Sector Members

Two members will be nominated to fulfill each of the following membership sectors:

- Sector 1 - Investor-owned utility,
- Sector 2 - State/Municipal utility,
- Sector 3 - Cooperative Utility,
- Sector 4 - Federal or Provincial Utility/Power Marketing Administration,
- Sector 5 - Transmission-dependent Utility
- Sector 6 - Merchant Electricity Generator,
- Sector 7 - Electricity Marketer,
- Sector 8 - Large End Use Electricity Customer,
- Sector 9 - Small End Use Electricity Customer,
- Sector 10 - ISO/RTO, and;
- Sector 12 - Government Representatives.

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At-Large Members

At-large is a designation for individuals who are appointed to ensure that final configuration of the Committee best reflects the perspectives of the whole membership of the industry. At-large membership is intended to balance the needs of the Committee and to ensure performance of its responsibilities under the ROP. Those

Membership

responsibilities require diverse perspectives representing Interconnections, regional views, country-specific views and expertise. To the extent practicable, the Committee will balance the following criteria to select at-large members:

1. Geographic diversity from all Interconnections and ERO Enterprise Regional Entities;
2. High-level understanding and perspective on reliability risks based on experience at an organization in a sector; and
3. Experience and expertise from an organization in the sector relevant to the Committee purview.

Membership Selection

It is expected that CCC members will be from organizations that are NERC members, but it is not required.

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Members are appointed to the CCC upon approval of the NERC Board and serve on the CCC at the pleasure of the NERC Board.

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1. Affiliates

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A company, including its affiliates, may not have more than one member on the CCC. Any CCC member who is aware of a membership conflict of this nature is obligated to notify the CCC secretary within 10 business days. The CCC secretary will in turn report the conflict to the Committee Chair.

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Members impacted by such a conflict, such as through a merger of organizations, may confer among themselves to determine which member should resign from the CCC and notify the secretary and Chair; however, if they are within the same industry sector and cannot reach an amicable solution to determine who will remain, the Nominating Subcommittee will review the qualifications of each member and will determine which member shall continue to serve, subject to NERC Board approval.

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2. Nominating Subcommittee

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The Nominating Subcommittee will consist of five members. To the extent practicable, the Nominating Subcommittee will be reflective of diversity of sectors and representation. Additional expectations are outlined in Section 4 of this Charter.

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3. Non-Voting Members

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The Committee Chair, Nominating Subcommittee Chair or CCC secretary will coordinate with entities entitled to non-voting membership to identify representatives for the non-voting seats.

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4. Canadian International Representation

~~The Nominating Subcommittee, described below, Canadian Representation~~

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~~The committee structure will include representation by Canadians as laid out in Article VIII Section 4 of the Bylaws.~~

NERC Membership

Users, owners, and operators of the bulk power system are subject to the Compliance, Registration, and Certification programs regardless of whether they are NERC members. It is expected that committee members will generally be from organizations who are NERC members; however, committee members may be non-members of NERC who are subject to the qualifications identified herein and meeting requirements laid out in the Bylaws for non-NERC member participation in the MRC.

Selection

The CCC will conduct open nominations processes to receive nominations to fill any membership vacancies. Prospective members of the committee may be identified to the CCC via any means the committee finds acceptable, including solicited or unsolicited nomination by a recognized industry group or association, general open solicitation by the committee for nomination(s), individuals' self-nomination, directed solicitation by the committee to an individual or individuals, or referral by the Board or other NERC body or committee.

Nominating Subcommittee

The CCC will annually appoint a Nominating Subcommittee to identify, qualify, and recommend individuals to fill sector representative vacancies on the committee or, when required, to serve as the chair or vice chair of the committee. The subcommittee will identify the individuals they are recommending to the full CCC for review. Individuals recommended by the subcommittee for appointment to the committee must be approved by the Board.

Interim Approval

Upon approval by the committee, individuals identified and selected by the Nominating Subcommittee for membership on the committee may serve as members on an interim basis pending their appointment by the Board.

Expertise

When selecting individuals to recommend for committee membership, the Nominating Subcommittee will seek to engage individuals who, in aggregate, provide the committee with a level and breadth of expertise sufficient to achieve its goals and fulfill its scope and responsibilities while respecting other important factors such as industry sector, Region, interconnection, and country.

Regional Entity Members

Each Regional Entity, or the applicable regional organization if no Regional Entity exists for the geographic area, may nominate an individual to serve as a member representing their organization. The Nominating Subcommittee will defer to these nominations. The nomination is non-binding upon the Board. Vacancies on the committee will exist where the Regional Reliability Organization or Regional Entity has not provided a nomination.

Canadian Members

The Nominating Subcommittee will endeavor to attract and engage Canadians—individuals with suitable qualifications and expertise in adequate numbers to satisfy Article VIII, Section 4 of the Bylaws. Recognized to the extent practicable, recognized Canadian organizations, such as the Canadian Electricity Association and Canada's Energy and Utility Regulators, will be consulted and solicited for assistance in recruiting Canadians to serve on the

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~~committee. All members considered to be serving as Canadians on the committee will be expected to have an endorsement, as appropriate, of such an organization.ensuring Canadian representatives should be capable of representing Canadian viewpoints in committee activities, in addition to the sector that they otherwise represent. Consistent with practice regarding the MRC, the Board may appoint additional Canadian individuals to the committee towards satisfying Article VIII Section 4 of the Bylaws.participation.~~

~~Industry Sector Members~~

~~The Nominating Subcommittee will assess the qualifications of nominees and select individuals to recommend to the NERC Board for appointment to the committee. The subcommittee may give preference to candidates nominated by organizations generally considered by the industry as representative of a broad cross-section of the industry sector in question, such as an industry trade association. A NERC Member sector may elect to identify sector representatives for nomination to the Nominating Subcommittee through a process approved by the NERC Board.~~

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~~General Nominations and Appointment Process~~

~~The committee's secretary administers the general nominations process.~~

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~~Requesting Nominations~~

~~The NERC staff will request nominations and will forward all nominations received to the Nominating Subcommittee. The Nominating Subcommittee will then prepare its recommended slate of members. The recommended slate will be reviewed by the whole committee for information purposes before it is submitted to the Board. The committee may approve the slate to serve as members on an interim basis, pending appointment by the Board at the Board's earliest convenience, but will not otherwise act on the slate.~~

~~Board Approval~~

~~The Nominating Subcommittee will present the recommended committee membership slate to the Board for approval. If the Board approves the recommended committee slate, each member on the slate is appointed. The Board may also appoint members individually as needed to meet membership balance and fill vacancies.~~

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~~Vacancies and Non-participation~~

~~The committee's secretary will administer the nominations process for vacancies on the committee.~~

~~Addressed on an Ongoing Basis~~

~~Vacancies on the committee can be addressed on an ongoing basis through receipt and consideration of both solicited and unsolicited nominations for the vacant positions.~~

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~~Role of the Nominating Subcommittee~~

~~Nominations received for vacancies will be vetted by the Nominating Subcommittee in the same manner as general nominations. The subcommittee may subsequently and individually recommend nominees they deem qualified to the NERC Board for consideration for appointment to the committee. Existing committee members may also approve such individuals to serve as members on an interim basis pending full appointment by the Board.~~

Resignations

By the Member

In the event a member can no longer serve on the committee, that member will submit a written resignation to the committee chair or the secretary.

~~Requested by the Chair~~

~~The chair may request any committee member who ceases to participate in the committee, as indicated by not attending or sending a proxy for two consecutive meetings, to submit a resignation or to request continuation of membership with an explanation of extenuating circumstances. If a written response is not received within 30 days of the chair's request, the lack of response will be considered a resignation.~~

Referral to the Nominating Subcommittee

The committee chair will refer the vacancy resulting from a resignation to the Nominating Subcommittee of the committee. If a recent list of nominations is available to the Nominating Subcommittee that it deems to be valid, the subcommittee will recommend a replacement nominee; otherwise, the subcommittee will request NERC staff prepare a new solicitation for nominations to fill that position. The Nominating Subcommittee will follow the previously stated criteria in recommending a replacement.

By the Board

Committee members serve at the pleasure of the Board who may request resignation from, remove, or replace a member from the committee, as the Board deems appropriate.

Interim Approval

The committee chair may seek a vote of the committee to allow the proposed replacement member to be seated, pending appointment of the replacement at the Board's next scheduled meeting.

Proxies

A substitute representative, or proxy, may attend and vote during all or a portion of a committee meeting in lieu of a voting member provided the absent member notifies the committee chair, vice chair, or secretary of the proxy.

Notification

~~Such notification will be in writing (electronic medium is acceptable). The proxy representatives and their affiliation will be named in the correspondence.~~

Serving as Proxy

A voting member of a committee may not serve as a proxy for another voting member on the same committee (i.e. a member may not cast more than their own vote).

Exclusions

Regional Entity Staff

~~Regional Entity staff members who administer any portion of the Compliance and Enforcement program, Registration program, or Certification program for that Regional Entity, or for any other Regional Entity, may not serve as a member of the CCC.~~

Organizations

~~No two individuals from the same organization, or affiliated organizations, may serve concurrently on the committee. Any committee member who has a membership conflict of this nature is obligated to notify the committee secretary, who shall inform within ten (10) business days of the committee change or to request additional time for consideration, if necessary. The Committee secretary will in turn report the change to the CCC chair. The Committee secretary will ensure that such changes are incorporated into the CCC membership roster.~~

~~Members impacted by such a conflict, such as through a merger of organizations, may confer between themselves to determine which member should resign from the committee and notify the committee secretary and chair; however, if both members are within the same industry sector and cannot reach an amicable solution by determining the member to remain, the Nominating Subcommittee will review the qualifications of each member and propose the member to remain to the full committee who will determine which member shall continue to serve, subject to Board approval. If the conflict is not resolved in a timely manner by the impacted members, the committee chair shall notify all members of the affected industry sectors recommending actions to resolve the conflict. If the membership conflict is still unresolved, the committee chair shall take the conflict to the NERC Board for resolution.~~

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NERC Staff

~~The Director of Compliance Assurance shall NERC will designate an executive sponsor and a secretary who will not be a member of the committee or vote on committee business. The Director of Compliance Assurance The executive sponsor and the secretary shall be recused from participating in any committee activity that involves monitoring of NERC's adherence to ROP or any activity that the Director of Compliance Assurance oversees. they oversee. If the NERC staff coordinator secretary has been recused from participating in a Committee activity, the chair shall appoint another member of the committee as acting secretary for any meetings or other activities from which the NERC staff coordinator secretary is recused.~~

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Observers

~~At the Chair's discretion, observers may participate in public, non-confidential meetings of the full Committee and subcommittees; however, they cannot vote.~~

~~Observers will be noted in meeting minutes and are required to comply with applicable Member Expectations in NERC committees.~~

Term of Membership

~~Member terms are three years from the NERC Board appointment, with terms starting on January 1. There is no limitation on the number of times a member may be reappointed. To the extent practicable, member terms will~~

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be staggered such that approximately one-third of the Committee is subject to reappointment or replacement each year.

Member Expectations

Committee members are expected to represent the interests of their sector or a broad industry view to the best of their ability and judgment. In addition to the duties, rights, and privileges described elsewhere in this Charter, Committee members will:

1. Act consistently with the procedures in this Charter and Robert’s Rules of Order during meetings;
2. Adhere to NERC Antitrust Guidelines and Participant Conduct Policy;
3. Demonstrate and provide expertise in support of Committee activities;
4. Adjudicate in a fair and unbiased manner that meets applicable legal and due process requirements when participating in hearing procedures conducted under the NERC ROP Section 408;
5. Solicit comments and opinions from constituents and groups of constituents or trade organizations represented by the member and convey them to the Committee;
6. Respond promptly to all Committee requests, including requests for reviews, comments, and votes on issues before the Committee;
7. Arrange for a proxy to attend and vote at Committee meetings in the member’s absence; and,
8. Respond promptly to all requests to register for Committee meetings.

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Term of Membership

All terms will have a standard length of three years effective by calendar year. To the extent practicable, member terms will be staggered such that approximately one-third of the Committee is subject to reappointment or replacement each year.

Terms shorter than three years may be required for several reasons:

- If two members are simultaneously selected to a sector that did not have any existing members, to stagger their terms, one member will be assigned a one-year term and the second member will be assigned a two-year term.
- If a member is selected to fill a vacant member position, the term will end when the term for that vacant position ends.

There is no limitation on the number of times a member may be reappointed.

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Vacancies ~~Changes in and Proxies~~

Requested 1. Created by the Member Affiliation

A committee member can no longer serve on the Committee, that member will submit a written resignation to the Committee chair or the secretary.

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2. Requested by the Chair

~~whose affiliation has changed may retain~~The chair may request any Committee member who ceases to participate in the Committee or to fulfill the membership position under these duties described in the Membership Expectations section of this Charter to submit a resignation or to request continuation of membership with an explanation of extenuating circumstances. If a written response is not received within 30 days of the Chair's request, the lack of response will be considered a resignation.

÷
3. Requested by the Board

Committee members serve at the pleasure of the NERC Board. ~~The new organization is~~NERC Board may initiate a request for a Committee member to resign.

4. Proxies

Proxies can only be a person who is a member registered in the same industry sector, or an officer, agent, or representative of a member either registered in the same sector or representing a similar position as an at-large member.

19. A proxy may attend and vote during a Committee meeting provided the member notifies the secretary of the proxy. Such notification will be in writing (electronic medium is acceptable). The proxy representatives and their affiliation should be named in the correspondence.

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~~20. The member meets all other membership requirements.~~

Conflict of Interest

No ~~committee~~Committee member may have a conflict of interest that would impair his or her ability to fulfill obligations under this ~~charter~~Charter. Any ~~committee~~Committee member who knows of any form of membership conflict, such as working for an entity affiliated with that of another ~~committee~~Committee member, ~~will~~is obligated to notify the ~~committee~~Committee chair within ten (10) business days of obtaining that knowledge.

Nominating Subcommittee

Functions

In addition to the duties, rights, and privileges described elsewhere in this Charter, members of the Nominating Subcommittee will:

1. Prepare a slate of Committee officer candidates for submission to the NERC Board for appointment;
2. Prepare a slate of recommended individuals to fill designated Committee vacancies (sector or at-large) as required; and
3. Manage, when required, the process to recommend the CCC chair and/or vice chair.

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Appointment of Nominating Subcommittee Members

The Nominating Subcommittee will consist of five members nominated by the Committee Chair and approved by the Committee. The Chair of the Nominating Subcommittee will be selected by the Committee Chair from among the five Nominating Subcommittee members annually. Members of the Nominating Subcommittee will serve concurrently with the term of the Committee Chair that selects the Nominating Subcommittee members.

Vacancies on the Nominating Subcommittee

The Committee chair will nominate, and the full Committee will approve, a CCC member to fill a vacancy on the Nominating Subcommittee.

Appointment Process for CCC Members

Prospective members of the Committee may be identified via any means the Committee finds acceptable, including:

1. Solicited or unsolicited nomination by a recognized industry group or association;
2. General open solicitation by the Committee for nomination(s);
3. Self-nomination;
4. Recent list of nominations available to the Nominating Subcommittee that it deems to be valid;
5. Directed solicitation by the Committee to an individual or individuals; or
6. Referral by the NERC Board or other NERC body or Committee.

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The Nominating Subcommittee may give preference to candidates nominated by organizations generally considered by the industry as representative of a broad cross-section of the industry sector in question, such as an industry trade association.

The Nominating Subcommittee will convert any sector vacancy to an at-large position to fill that seat until the end of the term when there is no qualified sector candidate from a nomination pool.

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The Nominating Subcommittee will present the recommended Committee membership slate to the full CCC for approval and then the NERC Board for appointment. The NERC Board may appoint the entire recommended Committee slate or individual members, as needed, to meet membership balance and to fill vacancies.

The Nominating Subcommittee process will be detailed in a supporting CCC Process and Procedure document (CCCPP).

Member Vacancies

The Committee chair will refer any general membership vacancy to the Nominating Subcommittee. The Nominating Subcommittee may request the Secretary to prepare a new solicitation for nominations to fill the vacancy.

Meetings

In the absence of specific provisions in this manual/Charter, all committee/Committee meetings will follow Roberts Rules of Order.

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Quorum

Two-thirds Requirement

The quorum necessary for transacting business at meetings of the committee/Committee is two-thirds of the voting members currently on the committee's/Committee's roster.

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Interim Basis

~~Voting members approved by the committee on an interim basis, pending appointment by the Board, will be counted in the determination of a quorum.~~

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Lack of Quorum

If a quorum is not present at the beginning of the meeting, the committee/Committee may not take any actions requiring a vote by the committee/Committee; however, the chair may, with the consent of the majority of members present, elect to allow discussion of the agenda items.

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Voting

Actions by members of the committee/Committee will be approved upon receipt of the affirmative vote of two-thirds of the votes present ~~(including proportional votes by Regional Representatives)~~ at any meeting at which a quorum is present.

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Voting may take place during regularly scheduled in-person meetings or may take place via electronic mail or conference call.

Antitrust Guidelines

~~All persons attending or otherwise participating in a NERC committee meeting will act in accordance with NERC's Antitrust Compliance Guidelines at all times during the meeting.~~

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Open Meetings

NERC committee meetings will be open to the public, except as noted below under Confidential Information Sessions. Meetings are conducted in person.

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Confidential Sessions

At the discretion of the ~~CCC-Committee~~ eChair, a meeting or portion of a meeting may have attendance limited based on confidentiality of the information to be disclosed at the meeting. Such limitations should be applied sparingly and on a non-discriminatory basis ~~as needed to protect information that is sensitive information or confidential information to one or more parties.~~ All hearings of compliance matters will be confidential sessions. Confidential ~~information~~ information will only be disclosed as provided by Section 1500 of the NERC ROP 1500. Confidentiality agreements may also be applied, as necessary, to protect ~~sensitive information or confidential information~~ Confidential Information.

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Types of Meetings

~~Meetings may be conducted in person, by conference call, or by other means. The procedures contained in this manual will apply to all meetings regardless of how they are conducted.~~
Meetings are conducted in person:

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Majority and Minority Views

All members of ~~a committee~~ the Committee will be given the opportunity to provide alternative views on an issue. The results of ~~committee~~ Committee actions, including recorded minutes, will reflect the majority as well as any minority views of the ~~committee~~ Committee members. The eChair will communicate both the majority and any minority views in presenting results to the NERC Board.

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Action Without a Meeting

Two-thirds Majority

Any action required or permitted ~~to be taken~~ at a regular meeting of the committee may be taken without a meeting ~~if two-thirds of the total votes available to the members of the CCC (including the proportional votes available to Regional Representatives) approve taking the action outside of a meeting.~~

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Procedure

A call for action without a meeting may be initiated by at the request of the Chair.

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Such action without a meeting will be performed by mail or electronic ballot (e.g., telephone, ~~fax~~, email, or Internet) and will be recorded in the minutes as a roll call ballot. ~~(The secretary will announce the action required at least 10-seven days before the date on which the action is to be voted. As time permits, members should be allowed a window of 10 business days to before the closing date of the on which voting commences. The secretary will provide~~

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As time permits, members should be allowed a window of 10 business days to vote. The secretary will document the results of such an action within 10 business days of the close of the voting period. Such action must meet the regular meeting quorum and voting requirements above.

Approval of such action requires an affirmative vote by two-thirds of the Committee members eligible to vote. This vote will be recorded in the minutes of the next regularly scheduled meeting as a roll call ballot.
~~Approval of such action requires an affirmative vote by two-thirds of the Committee members eligible to vote.~~

Meetings

~~This vote will be recorded in the minutes of the next regularly scheduled meeting as a roll call ballot.~~

~~Committee members shall receive written notice of the results within seven (7) days of such an action within 10 business days of the close of the voting period.~~

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Officers and Staff Executive Committee

General

Number of Positions Officers

The ~~committee~~ Committee will have one secretary and two officers and one secretary.

Officers

~~The committee officers will be~~ one eChair and one V~~ice-e~~ Chair.

Officers shall be selected as follows:

The CCC Nominating Subcommittee will recommend a Chair and a Vice Chair from among the members for a vote by the Committee at a meeting as required. The term of the Chair and the Vice Chair will begin on January 1.

The incumbent Chair and Vice Chair shall not vote on the selection of the incoming Chair and Vice Chair. The Chair and Vice Chair shall not be representatives of the same sector. As the Chair and Vice Chair shall continue to act as representative of the sectors, the administrative roles and responsibilities of the Committee shall be performed independently of the sectors they represent. Appointment of the Chair and Vice Chair shall be subject to approval of the NERC Board.

The Committee Chair and Vice Chair are voting members of the Committee.

Executive

~~The committee shall retain an Executive Committee consisting of the committee officers, subcommittee chairs, secretary, and the Director of Compliance Assurance.~~

Secretary

~~The A member of the NERC staff coordinator will serve as the committee's secretary. of the Committee. The secretary will do the following:~~

Voting of Officers

~~The committee chair and vice chair are voting members of the committee.~~

Officers Nominated by the Nominating Subcommittee

- Manage the day-to-day operations and business of the Committee;
- Facilitate effective administration of Committee procedures;
- Prepare and distribute the notices of the Committee meetings, prepare the meeting agenda, and prepare and distribute the minutes of the Committee meetings; and,
- Act as the Committee's parliamentarian.

Officer Selection

~~The CCC Nominating Subcommittee will recommend a chair and a vice chair who are then appointed by from among the NERC Board members for a two year vote by the Committee at the [MONTH] annual meeting. The term. The term of the chair and the vice chair, except for the first year, will begin on July/January 1 and end.~~

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~~The incumbent chair and vice chair shall not vote on June 30, the selection of the incoming chair and vice chair. The chair and vice chair shall not have been representatives of the same sector. As the chair and vice chair shall continue to act as representative of the sectors, the administrative roles and responsibilities of the chair and vice chair must be performed independently of the sectors they represent. Selection of the chair and vice chair shall not be subject to approval of the NERC Board.~~

~~Voting of Officers as Sector Representatives~~

~~The Committee chair and vice chair are selected from voting members of the Committee.~~

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~~Executive membership Committee~~

~~The Committee shall retain an Executive Committee consisting of the committee Committee officers, subcommittee chairs, secretary, and NERC's executive sponsor.~~

~~The, in addition Executive Committee is authorized to their chair or vice chair responsibilities, will continue to serve as a member for act on the sector for Committee's behalf between regular meetings on matters where urgent actions are crucial and full Committee discussions are not practical.~~

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~~Ultimate Committee responsibility resides with its full membership whose decisions cannot be overturned by the Executive Committee, and which they were appointed to the committee retains the authority to ratify, modify, or annul Executive Committee actions.~~

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Chair

The chair will direct and provide general supervision of ~~committee~~ Committee activities, including the following:

1. Coordinate the schedule of all ~~committee~~ Committee meetings, including approval of meeting duration and location;
2. Develop ~~committee~~ Committee agendas and rule on any deviation, addition, or deletion from a published agenda;
3. Preside at and manage ~~committee~~ Committee meetings, including the nature and length of discussion, recognition of speakers and proxies, motions, and voting;
4. ~~Will lead~~ Lead or direct the conduct of any hearings and the preparation of any adjudicatory documents by the ~~committee~~ Committee under Section 408 of the NERC ROP;
5. ~~Will ensure~~ Ensure actions and undertakings by the ~~committee~~ Committee under the NERC ROP Section 408 meet all applicable legal and due process requirements;
6. ~~Will act~~ Act as spokesperson for the ~~committee~~ Committee at forums inside and outside of NERC; and
7. ~~May attend~~ Attend meetings of the NERC Board when necessary to report to the ~~NERC~~ Board on ~~committee~~ Committee activities.

Vice Chair

The vice chair will assume the responsibilities of the chair under the following conditions:

1. At the discretion of the chair (for brief periods of time);
2. When the chair is absent or temporarily unable to perform the chair's duties; or
3. When the chair is permanently unavailable or unable to perform the chair's duties. In the case of a permanent change, the vice chair will continue to serve until a new chair is nominated and ~~selected~~ **appointed** by the **NERC** Board.

Executive Committee

The CCC shall have an Executive Committee of at least four members as follows:

- Chair;
- Vice Chair;
- Past Chair;
- Chair and Vice Chair of all subcommittees under the purview of the full Committee; and
- Additional members as deemed necessary by the Committee Chair.

The Executive Committee is authorized to act on the Committee's behalf between regular meetings on matters where urgent actions are crucial and full Committee discussions are not practical.

Ultimate Committee responsibility resides with its full membership whose decisions cannot be overturned by the Executive Committee, and which retains the authority to ratify, modify, or annul Executive Committee actions.

NERC Staff

NERC will designate an executive sponsor and a secretary who will not be members of the Committee or vote on Committee business. The executive sponsor and the secretary shall be recused from participating in any Committee activity that involves monitoring of NERC's adherence to ROP or any activity that they oversee. If the secretary has been recused from participating in a Committee activity, the chair shall appoint another member of the Committee as acting secretary for any meetings or other activities from which the secretary is recused.

Observers

At the Chair's discretion, observers may participate in public, non-confidential meetings of the full Committee and subcommittees; however, they cannot vote.

To the extent practicable, observers will be noted in meeting minutes. However, observers are required to comply with applicable Member Expectations in NERC committees.

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Nominating Subcommittee

Staff Coordinator

A member of the NERC staff will be selected by NERC's Director of Compliance Assurance to serve as the staff coordinator and secretary of the committee. The staff coordinator is not a committee member and does not have a vote. Under the direction of the committee executive and applicable NERC bylaws, guidelines, and ROP, the staff coordinator will do the following:

4. — Manage the day to day operation and business of the committee;
5. — Prepare and distribute the notices of the committee meetings, prepare the meeting agenda, and prepare and distribute the minutes of the committee meetings; and
6. — Act as the committee's parliamentarian.

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Nominating Subcommittee

Appointment

The CCC will annually appoint a Nominating Subcommittee.

Five Members

The subcommittee will consist of five members nominated by the committee chair and approved by the committee. The chair of the subcommittee will be selected by the CCC chair from among the five subcommittee members.

Appointed Annually

The chair will appoint the subcommittee members at the first regular meeting of the committee of the calendar year.

Length of term

The subcommittee members will serve for up to 14 months or until a new Nominating Subcommittee is authorized, whichever is earlier.

Duties

Functions

In addition to the duties, rights, and privileges described elsewhere in this manual Charter, members of the Nominating Subcommittee will:

1. Prepare a slate of committee Committee officer candidates for submission to the NERC Board for approval, and appointment;
2. Prepare a slate of recommended individuals to fill designated committee Committee vacancies (sector or at-large) as required; and,
- Manage, when required, the process to recommend the CCC chair and/or vice chair.

Appointment of Nominating Subcommittee Members

The Nominating Subcommittee will consist of five members nominated by the Committee chair and approved by the Committee. The chair of the Nominating Subcommittee will be selected by the CCC chair from among the five Nominating Subcommittee members annually. Members of the Nominating Subcommittee will serve concurrently with the term of the CCC chair that selects the Nominating Subcommittee members.

Vacancies on the Nominating Subcommittee

The Committee chair will nominate, and the full Committee will approve, a CCC member to fill a vacancy on the Nominating Subcommittee.

Appointment Process for CCC Members

On or about July 1 of each year, the Nominating Subcommittee will solicit nominations to fill seats with terms beginning January 1 of the following year.

During the period beginning [X] days prior to an annual [MONTH] election, and ending [X] days prior to an annual [MONTH] election, the Nominating Subcommittee will conduct an open nominations process to receive nominations.

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Nominating Subcommittee

~~For vacancies, the Nominating Subcommittee will conduct an open nomination process beginning [1/2-X] days prior to a special election, and ending [1/2X] days prior to a special election.~~

~~Prospective members of the Committee may be identified via any means the Committee finds acceptable, including:~~

- ~~— Solicited or unsolicited nomination by a recognized industry group or association;~~
- ~~— General open solicitation by the Committee for nomination(s);~~
- ~~— Self nomination;~~
- ~~— Directed solicitation by the Committee to an individual or individuals; or,~~
- ~~— Referral by the NERC Board or other NERC body or Committee.~~

~~The Nominating Subcommittee may give preference to candidates nominated by organizations generally considered by the industry as representative of a broad cross section of the industry sector in question, such as an industry trade association.~~

~~The Nominating Subcommittee will convert any sector vacancy to an at-large position to fill that seat until the end of the term when there is no qualified sector candidate from a nomination pool.~~

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~~The Nominating Subcommittee will present the recommended~~

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~~Committee membership slate to the full CCC for approval and then the NERC Board for appointment. The NERC Board may appoint the entire recommended Committee slate or individual members, as needed, to meet membership balance and to fill vacancies.~~

~~Committee membership slate to the full CCC for approval and then the NERC Board for appointment. If the NERC Board may appoint the entire recommended Committee slate or individual members, as needed, to meet membership balance and fill vacancies.~~

Member Vacancies

~~The Committee chair will refer any general membership vacancy to the Nominating Subcommittee. If a recent list of nominations is available to the Nominating Subcommittee that it deems to be valid, the Nominating Subcommittee will recommend a replacement nominee from that list; otherwise, the Nominating Subcommittee will request the Secretary to prepare a new solicitation for nominations to fill the vacancy.~~

Subordinate Groups

Committee Organization

The CCC organizational structure will be arranged as allowed in the NERC Bylaws to support a superior-subordinate hierarchy that is ordered as follows: a committee, a subcommittee, a working group, and a task force, with a committee being primary and a task force being quaternary.

Subgroups

The ~~committee~~Committee may establish subcommittees, working groups, and task forces as necessary. The committee chair may also form any of these subordinate groups on behalf of the committee. The committee will be the responsible sponsor of all subordinate subcommittees, working groups, or task forces it may create, or that its subordinate subcommittees and working groups may create. The committee will keep the NERC Board informed of all groups subordinate to the committee.

Subcommittees, working groups, and taskforces will conduct business in a manner consistent with all applicable sections of this manual and Robert's Rules of Order.

Subcommittees

The ~~committee~~Committee may establish subcommittees to which the ~~committee~~CCC may delegate some of the ~~committee's~~Committee's CCC's broadly defined continuing functions. The ~~committee~~Committee will approve the scope of each subcommittee it forms. ~~;~~

The ~~committee~~Committee Chair will appoint the subcommittee officers (typically a ~~Chair~~Chair and a ~~Vice Chair~~Vice Chair) of the subordinate group for a ~~specific~~term (generally two years). ~~There is no limit to the number of terms that can be served by appointed subcommittee leadership.~~ The ~~subcommittee officers may be reappointed for up to two additional terms.~~ The subcommittee will work within its assigned scope and be accountable for the responsibilities assigned to it by the ~~committee~~Committee. The formation of a subcommittee, due to the permanency of the subcommittee, will be approved by the NERC Board.

Working Groups

The committee ~~or any of its subcommittees~~ may delegate specific continuing functions to a working group. ~~The sponsoring committee or subcommittee~~CCC will approve the scope of each working group ~~that~~ it forms. ~~The Committee Chair of the sponsoring committee or subcommittee~~or delegates will appoint the working group officers (typically a ~~Chair~~Chair and a ~~Vice Chair~~Vice Chair) for a specific term (generally two years). ~~The working group officers may be reappointed for up to two additional terms.~~ ~~The sponsoring committee or subcommittee~~CommitteeCCC will conduct a "sunset" review of each working group every ~~two~~years. The working group will be accountable for

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Subordinate Groups

the responsibilities assigned to it by the ~~committee~~ CCC or subcommittee and will, ~~at all times,~~ work within its assigned scope. [The CCC should consider promoting to a subcommittee any working group that is required to work longer than one term.](#)

Task Forces

The ~~committee, subcommittee, or working group~~ Committee may assign specific work ~~of a finite duration~~ to a task force. ~~The sponsoring committee, subcommittee, or working group~~ The ~~Committee~~ CCC will approve the scope of each task force it forms. The chair of the ~~sponsoring committee, subcommittee, or working group~~ CCC will appoint the task force officers (typically a ~~e~~Chair and a ~~v~~Vice ~~e~~Chair). Each task force will have a finite duration, normally less than one year. The ~~sponsoring group~~ CCC will review the task force scope at the end of the expected duration and at each subsequent meeting of the ~~sponsoring group after that~~ CCC until the task force is retired. Action of the ~~task force sponsoring group~~ CCC is required to continue the task force past its defined duration. The ~~sponsoring group~~ CCC should consider promoting to a working group any task force that is required to work longer than one year.

Subordinate Group Membership and Representation

The membership of each subcommittee, working group, and task force should be established to address the need for expertise and balance of interests. Each group's membership requirements will be defined within the group's approved scope.

As a general guide, the broader the group's scope, the more emphasis there should be on balancing of interests. Therefore, subcommittees would be expected to have the broadest representation of appropriate industry sectors, while a task force may be more focused on simply having the necessary expertise, and a working group may be somewhere between.

~~Each member of a subordinate group, and its officers, will be appointed by the chair of the sponsoring committee or group.~~

~~To the extent subgroup~~ [To the extent subordinate group](#) membership is of a representative nature, recommendations for staffing of the group should be provided in a manner consistent with the principles outlined in the staffing of a ~~e~~Committee, including the use of an open nominations process. ~~Regional Entity representatives should be recommended by the Regional Entity and~~ Canadian representatives [should be recommended](#) by the Canadian Electricity Association.

Preference may also be given to representatives recommended by broadly-based industry associations.

To the extent that ~~subgroup~~ [subordinate group](#) membership is based on providing requisite expertise, the ~~C~~Chair of the ~~sponsoring committee or group~~ Committee may appoint members based on the relevant technical qualifications.

[Rosters will be maintained for all members, both full Committee members and appointed members, for the subcommittees only as these subordinate groups are Board approved.](#)

Procedures

Subcommittees, working groups, and task forces will conduct business in a manner consistent with all applicable sections of this ~~manual and~~ Charter, the subordinate group's scope, Robert's Rules of Order, and Participant Conduct Policy.

CCC documents relating to the topics in the NERC ROP will require NERC Board approval.

Hearings

General

The CCC will conduct hearings, as necessary, to fulfill its function of serving as the hearing body for any contest between NERC and a Regional Entity regarding NERC findings, penalties, or sanctions for violation(s) of Reliability Standard(s) by the Regional Entity as described in Section 408 of the NERC ROP.

Hearing Procedure

Unless specifically identified otherwise elsewhere in this ~~charter~~Charter, the ~~CCC's~~Committee's hearing procedure shall follow the hearing procedure mandated and approved by jurisdictional authorities for use by NERC and the Regional Entities in the ~~Compliance and Enforcement program~~CMEP.

Hearing Panel

The ~~committee~~Committee shall not have a standing hearing panel. When a hearing is to be conducted, the ~~CCC~~Committee shall select five members to serve as the adjudicatory panel for that hearing. Members ~~to~~ ~~serve~~ ~~on~~ ~~the~~ ~~panel~~ shall be selected by vote of a valid quorum of the ~~committee~~Committee. Voting members of the ~~committee~~Committee at arm's length from parties to the hearing may be nominated or volunteer to stand for selection to the hearing panel. One or more alternates may also be selected, as the ~~committee~~Committee deems appropriate for the circumstances. A member may serve on more than one panel concurrently. A panel is disbanded upon conclusion of the hearing proceedings for which it was formed.

Meeting Procedures

Voting Procedures for Motions

- The default procedure is a voice vote.
- If the Chair believes the voice vote is not conclusive, the Chair may call for a show of hands.
- The Chair will not specifically ask those who are abstaining to identify themselves when voting by voice or a show of hands.
- The Committee may conduct a roll-call vote in those situations that need a record of each member's vote.
- The Committee must approve conducting a roll call vote for the motion.
- The secretary will call each member's name.
- Members answer "yes," or "no," but may answer "present" if they wish to abstain from voting.

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Minutes

- Meeting minutes are a record of what the Committee did, not what its members said.
- Minutes should list discussion points where appropriate but should usually not attribute comments to individuals. It is acceptable to cite the Chair's directions, summaries, and assignments.
- Do not list the person who seconds a motion.
- Do not record (or even ask for) abstentions.
- All Committee members are afforded the opportunity to provide alternative views on an issue. The meeting minutes will provide an exhibit to record minority positions. The Chair shall report both the majority and any minority positions in presenting results to the NERC

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Attachment A

CCC Membership Structure

| Primary Sector | Sub-Sector | Number of Members | Full Voting | Proportional Voting | Non-Voting |
|---|---------------------|-------------------|-------------|---------------------|------------|
| 1. Investor- | | 2 | | X | |
| 2. State/Municipal | | 2 | | X | |
| 3. Cooperative | | 2 | | X | |
| 4. Federal or Provincial Utility/ Federal | | 2 | | X | |
| 5. Transmission Dependent | | 2 | | X | |
| 6. Merchant Electricity | | 2 | | X | |
| 7. Electricity | | 2 | | X | |
| 8. Large End-use Use Electricity | | 2 | | X | |
| 9. Small End-use Use Electricity | | 2 | | X | |
| 10. Independent System Operator/ (ISO)/Regional Transmission | | 2 | | X | |
| Regional Entity | FRCC | 1 | | | X |
| | RFC | 1 | | | X |
| | ERCOT | 1 | | | X |
| | MRO | 1 | | | X |
| | NPCC | 1 | | | X |
| | SERC | 1 | | | X |
| | SPP | 1 | | | X |
| 12. Government Representatives | U.S. State | 2 | | X | |
| | U.S. Federal | 2 | | | X |
| | Canadian Provincial | 1 | | | X |
| | Canadian | 1 | | | X |
| At-Large Position | | 6 | | X | |
| Total | | 3432 | | | |

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Attachment 3

CCC Charter Change Matrix

Attachment 3: CCC Charter Change Matrix

| Section | Change | Summary of Changes |
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| <p><u>Functions</u> (Monitoring responsibility)</p> | <p>1. Monitors NERC's adherence to the ROP consistent with the following:¹</p> <p>...</p> <p>b. Revisions to the ROP related to the CMEP, Registration program, and Certification program to the NERC Board; and,</p> <p>c. Compliance and Enforcement process or procedural issues.</p> <p>3. a. Sections 402 and 405 of the ROP for Compliance Monitoring and Enforcement, including but not limited to the uniform CMEP (Appendix 4C), the Sanction Guidelines (Appendix 4B), as well as the establishment of criteria for use in annual evaluations of the Regional Entity CMEP Implementation.</p> <p>6. At its discretion, participates as an observer participating with NERC Internal Audit, including but not limited to the Regional Entity audits conducted pursuant to Appendix 4A of the ROP.</p> | <ul style="list-style-type: none"> • Clarify that in addition to explicit revisions to the NERC ROP, the CCC also provides for balanced discussion and comments around CMEP processes and procedural questions. • Incorporate Section 402 (NERC Oversight of the Regional Entity Compliance Monitoring and Enforcement Programs) of the NERC ROP into the charter. Section 402 provides: <ul style="list-style-type: none"> “NERC shall annually evaluate the goals, tools, and procedures of each Regional Entity Compliance Monitoring and Enforcement Program to determine the effectiveness of each Regional Entity Compliance Monitoring and Enforcement Program, using criteria developed by the NERC Compliance and Certification Committee.” • Clarify that the CCC participates in audits of the Regional Entities outside of the CMEP (Appendix 4A) (i.e., the ORCP). • Clarify the nature of CCC support to the Standards Committee. |

¹ Monitoring by the CCC is ongoing and does not preclude, interfere with or replace, in whole or in part, the NERC

Board's responsibility to conduct and provide such reviews of these programs as required by Federal Energy Regulatory Commission (the Commission) regulations, 18 C.F.R. § 39.3.c: "The Electric Reliability Organization shall submit an assessment of its performance three years from the date of certification by the Commission, and every five years thereafter."

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| | <p>7. Actively supports the Standards Committee to ensure NERC monitor compliance with the NERC ROP as related to Reliability Standards development, directly and through support of the NERC Standards Committee;</p> | |
| <p><u>Functions</u> (Mediator)</p> | <p>5. As directed by the NERC Board, serves as the mediator for any disagreements or disputes between NERC and the Regional Entities concerning NERC performance audits of Regional Entity's compliance programs². When directed by the NERC Board to serve as mediator, the Committee chair will appoint three members of the Committee to meet with representatives of NERC and the Regional Entity to attempt to resolve the matter. The appointed members shall be disinterested parties, shall not be registered in the Regional Entity associated with the disagreement, or, shall not otherwise have any conflicts prohibiting the member from playing a role in the disagreement or dispute.</p> | <ul style="list-style-type: none"> • Clarify requirements to avoid conflicts in mediations. • Clarify support for Reliability Standards as expressly relating to development in accordance with the NERC ROP. |
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| <p><u>Membership</u></p> | <p>When selecting individuals to recommend for Committee membership, the Committee will seek to engage individuals who, in aggregate, provide the Committee with a level and breadth of expertise to achieve its goals and fulfill its scope and responsibilities while respecting other</p> | <ul style="list-style-type: none"> • Identify factors that will be balanced in selected members. |

² CCCPP-006, NERC Compliance and Certification Committee Mediation Procedures

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| | <p>important factors such as industry sector, Region, interconnection, and country. Individuals with industry experience in compliance management, enforcement matters and legal or auditing expertise is desired.</p> <p>Membership is based on a hybrid model consisting of the following types of membership:</p> <ul style="list-style-type: none">• Industry sector members;• At large members; and,• Non-voting members. | |
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| <p><u>Membership</u> (Interim Approval of Membership) (Sector 11) (Reference to the NERC Bylaws in listing individual sectors)</p> | | <p>Eliminate interim approval Removal of Sector 11 given the creation of at-large membership.</p> |
| <p>Membership Selection</p> | <p>It is expected that CCC members will be from organizations that are NERC members, but it is not required.</p> <p>Members are appointed to the CCC upon approval of the NERC Board and, serve on the CCC at the pleasure of the NERC Board.</p> <p>1. Affiliates</p> <p>A company, including its affiliates, may not have more than one member on the CCC. Any CCC member who is aware of a membership conflict of this nature is obligated to notify the CCC secretary within 10 business days. The CCC secretary will in turn report the conflict to the Committee Chair.</p> <p>Members impacted by such a conflict, such as through a merger of organizations, may confer among themselves to determine which member should resign from the CCC and notify the secretary and chair; however, if they are within the same industry sector and cannot reach an amicable solution to determine who will remain, the Nominating Subcommittee will review the qualifications of each</p> | |

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| | <p>member and will determine which member shall continue to serve, subject to NERC Board approval.</p> <p>2. Nominating Subcommittee</p> <p>The Nominating Subcommittee will consist of five members. To the extent practicable, the Nominating Subcommittee will be reflective of diversity of sectors and representation. Additional expectations are outlined in Section 4 of this Charter.</p> <p>3. Non-Voting Members</p> <p>The Committee Chair, Nominating Subcommittee Chair or CCC secretary will coordinate with entities entitled to non-voting membership to identify representatives for the non-voting seats.</p> | |
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| <p><u>Membership</u> (At-Large)</p> | <p>At-large is a designation for individuals who are appointed to ensure that final configuration of the Committee best reflects the perspectives of the whole membership of the industry. At-large membership is intended to balance the needs of the Committee and to ensure performance of its responsibilities under the ROP. Those responsibilities require diverse perspectives representing interconnections, regional views, country-specific views and expertise.</p> <p>To the extent practicable, the Committee will balance the following criteria to select at-large members:</p> <ol style="list-style-type: none"> 1. Geographic diversity from all Interconnections and ERO Enterprise Regional Entities; 2. High-level understanding and perspective on reliability risks based on experience at an organization in the sector; and, 3. Experience and expertise from an organization in the sector relevant to the Committee purview. | <ul style="list-style-type: none"> • Develop criteria for selection of at-large membership • Incorporate information regarding membership and affiliate organizations including the procedure for informing the Committee of any conflicts regarding affiliates |
| <p><u>Membership</u> (NERC staff)</p> | <p>NERC will designate an executive sponsor and a secretary who will not be members of the Committee or vote on Committee business. The executive sponsor and the secretary shall be recused from participating in any Committee activity that involves monitoring of NERC's adherence to ROP or any activity that they oversee. If the secretary has been recused from participating in a Committee activity, the chair shall appoint another member of the Committee as acting secretary for any meetings or other activities from which the secretary is recused.</p> | <ul style="list-style-type: none"> • Eliminate NERC staff title references. |
| <p><u>Membership</u></p> | <p>At the Chair's discretion, observers may participate in public, non-confidential meetings of the full Committee and subcommittees; however, they cannot vote.</p> | <ul style="list-style-type: none"> • Outline role of observers in proceedings. |

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| (Observers) | <p>To the extent practicable, observers will be noted in meeting minutes. However, observers are required to comply with applicable Member Expectations in NERC committees.</p> | |
| <p><u>Membership</u> (Term)</p> | <p>All terms will have a standard length of three years effective by calendar year. To the extent practicable, member terms will be staggered such that approximately one-third of the Committee is subject to reappointment or replacement each year.</p> <p>Terms shorter than three years may be required for several reasons:</p> <ul style="list-style-type: none"> • If two members are simultaneously selected to a sector that did not have any existing members, to stagger their terms, one member will be assigned a one-year term and the second member will be assigned a two-year term. • If a member is selected to fill a vacant member position, the term will end when the term for that vacant position ends. <p>There is no limitation on the number of times a member may be reappointed.</p> | <ul style="list-style-type: none"> • Describe term duration. |
| <p><u>Membership</u> (Expectations)</p> | <p>Adhere to NERC Antitrust Guidelines and Participant Conduct Policy;</p> | <ul style="list-style-type: none"> • Added to Member Expectations |
| <p><u>Membership</u> (Proxies)</p> | <p>4. Proxies can only be a person who is a member registered in the same sector or an officer, employee, agent or representative of a</p> | |

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| | <p>member either registered in the same sector or representing a similar position as an at-large member.</p> <p>A proxy may attend and vote during a Committee meeting provided the member notifies the secretary of the proxy. Such notification will be in writing (electronic medium is acceptable). The proxy representatives and their affiliation should be named in the correspondence.</p> | |
| <p><u>Meetings</u> (Action without a meeting)</p> | <p>Any action required or permitted to be taken at a regular meeting may be taken without a meeting at the request of the Chair.</p> <p>Such action without a meeting will be performed by mail or electronic ballot (e.g., telephone, email, or Internet) and will be recorded in the minutes as a roll call ballot. The secretary will announce the action required at least seven days before the date on which voting commences.</p> <p>As time permits, members should be allowed a window of 10 business days to vote. The secretary will document the results of such an action within 10 business days of the close of the voting period. Such action must meet the regular meeting quorum and voting requirements above.</p> <p>Approval of such action requires an affirmative vote by two-thirds of the Committee members eligible to vote.</p> <p>This vote will be recorded in the minutes of the next regularly scheduled meeting as a roll call ballot.</p> | <ul style="list-style-type: none"> Describe procedures for action without meeting, including the number of members that must be present, who may initiate meeting, and the procedure regarding the results of the meeting. |

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| <p><u>Officers and Executive Committee</u></p> | <p>Officers shall be selected as follows:</p> <p>The CCC Nominating Subcommittee will recommend a chair and a vice chair from among the members for a vote by the Committee at a meeting as required. The term of the chair and the vice chair will begin on January 1.</p> <p>The incumbent chair and vice chair shall not vote on the selection of the incoming chair and vice-chair. The chair and vice chair shall not be representatives of the same sector. As the chair and vice chair shall continue to act as representative of the sectors, the administrative roles and responsibilities of the Committee shall be performed independently of the sectors they represent.</p> <p>Appointment of the chair and vice chair shall be subject to approval of the NERC Board.</p> <p>The Committee Chair and vice chair are voting members of the Committee.</p> <p>A member of the NERC staff will serve as the secretary of the Committee. The secretary will do the following:</p> <ol style="list-style-type: none"> 1. Manage the day-to-day operations and business of the Committee; 2. Facilitate effective administration of Committee procedures; 3. Prepare and distribute the notices of the Committee meetings, prepare the meeting agenda, and prepare and distribute the minutes of the Committee meetings; and, 4. Act as the Committee's parliamentarian. | <ul style="list-style-type: none"> • Clarify roles of Secretary, Chair, and Vice-Chair • Describe the role of the Executive Committee. |
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| | <p>The incumbent chair and vice chair shall not vote on the selection of the incoming chair and vice-chair. The chair and vice chair shall not have been representatives of the same sector. As the chair and vice chair shall continue to act as representative of the sectors, the administrative roles and responsibilities of the chair and vice-chair must be performed independently of the sectors they represent. Selection of the chair and vice chair shall not be subject to approval of the NERC Board.</p> <p>Executive Committee</p> <p>The CCC shall have an executive committee of at least four members as follows:</p> <ul style="list-style-type: none"> • Chair; • Vice-chair; • Past Chair; • Chair and Vice Chair of all subcommittees under the purview of the full Committee; and, • Additional members as deemed necessary by the Committee Chair. <p>The Executive Committee is authorized to act on the Committee's behalf between regular meetings on matters where urgent actions are crucial and full Committee discussions are not practical.</p> <p>Ultimate Committee responsibility resides with its full membership whose decisions cannot be overturned by the Executive</p> | |
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Committee, and which retains the authority to ratify, modify, or annul Executive Committee actions.

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| <p><u>Nominating Subcommittee</u> (Functions)</p> | <ul style="list-style-type: none"> • Manage, when required, the process to recommend the CCC chair and/or vice chair. | <ul style="list-style-type: none"> • Added an additional function regarding the process of recommending chair and/or vice chair |
| <p><u>Nominating Subcommittee</u> (Appointment of Nominating Subcommittee Members) (Vacancies)</p> | <p>Appointment of Nominating Subcommittee Members The Nominating Subcommittee will consist of five members nominated by the Committee Chair and approved by the Committee. The chair of the Nominating Subcommittee will be selected by the Committee chair from among the five Nominating Subcommittee members annually. Members of the Nominating Subcommittee will serve concurrently with the term of the Committee chair that selects the Nominating Subcommittee members.</p> <p>Vacancies on the Nominating Subcommittee The Committee Chair will nominate, and the full Committee will approve, a CCC member to fill a vacancy on the Nominating Subcommittee.</p> | <ul style="list-style-type: none"> • Clarify selection process for Nominating Subcommittee members. • Define role of chair in filling vacancies. |
| <p><u>Nominating Subcommittee</u> (Appointment of Members)</p> | <p>Prospective members of the Committee may be identified via any means the Committee finds acceptable, including:</p> <ol style="list-style-type: none"> 1. Solicited or unsolicited nomination by a recognized industry group or association; 2. General open solicitation by the Committee for nomination(s); 3. Self-nomination; 4. Recent list of nominations available to the Nominating Subcommittee that it deems to be valid; | <ul style="list-style-type: none"> • Revise member appointment process. |

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| | <p>5. Directed solicitation by the Committee to an individual or individuals; or,</p> <p>6. Referral by the NERC Board or other NERC body or Committee.</p> <p>The Nominating Subcommittee may give preference to candidates nominated by organizations generally considered by the industry as representative of a broad cross-section of the industry sector in question, such as an industry trade association.</p> <p>The Nominating Subcommittee will convert any sector vacancy to an at-large position to fill that seat until the end of the term when there is no qualified sector candidate from a nomination pool.</p> <p>The Nominating Subcommittee will present the recommended Committee membership slate to the full CCC and then to the NERC Board for appointment. The NERC Board may appoint the entire recommended Committee slate or individual members, as needed, to meet membership balance and to fill vacancies.</p> <p>The Nominating Subcommittee process will be detailed in a support CCC Process and Procedure document (CCCPP).</p> | |
| <p><u>Nominating Subcommittee</u> (Member Vacancies)</p> | <p>The Committee Chair will refer any general membership vacancy to the Nominating Subcommittee. The Nominating Subcommittee may request the Secretary to prepare a new solicitation for nominations to fill the vacancy.</p> | |

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| <p><u>Subordinate Groups</u> (Subcommittees)</p> | <p>The Committee may establish subcommittees to which the CCC may delegate some of CCC's functions. The CCC will approve the scope of each subcommittee it forms. The Committee Chair will appoint the subcommittee officers (typically a chair and a vice chair) for a specific term (generally two years). There is no limit to the number of terms that can be served by appointed subcommittee leadership. The subcommittee will work within its assigned scope and be accountable for the responsibilities assigned to it by the committee. The formation of a subcommittee, due to the permanency of the subcommittee, will be approved by the NERC Board.</p> | |
| <p><u>Subordinate Groups</u> (Working Groups)</p> | <p>The Committee may delegate specific continuing functions to a working group. The CCC will approve the scope of each working group that it forms. The Committee Chair or delegates will appoint the working group officers (typically a chair and a vice chair) for a specific term (generally two years). The CCC will conduct a "sunset" review of each working group every year. The working group will be accountable for the responsibilities assigned to it by the CCC or subcommittee and will work within its assigned scope. The CCC should consider promoting to a subcommittee any working group that is required to work longer than one term.</p> | |
| <p><u>Subordinate Groups</u> (Task Forces)</p> | <p>The Committee may assign specific work to a task force. The CCC will approve the scope of each task force it forms. The chair of the CCC will appoint the task force officers (typically a chair and a vice chair). Each task force will have a finite duration, normally less than one year. The CCC will review the task force scope at the end of the expected duration and at each subsequent meeting of the CCC until the task force is retired. Action of the CCC is required to continue the task force past its defined duration. The CCC should</p> | |

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| | consider promoting to a working group any task force that is required to work longer than one year. | |
| <u>Subordinate Groups (Roster)</u> | Rosters will be maintained for all members, both full Committee members and appointed members, for the subcommittees only as these subordinate groups are Board approved. | |
| <u>Subordinate Groups (Misc.)</u> | Subcommittees, working groups, and taskforces will conduct business in a manner consistent with all applicable sections of this Charter, Robert's Rules of Order, and Participant Conduct Policy. CCC documents relating to the topics in the NERC ROP will require NERC Board approval. | <ul style="list-style-type: none"> • Add Participant Conduct Policy to member expectations. • Mandate Board approval of CCC documents relating to the topics in the NERC ROP |
| <u>Meeting Procedures</u> | <p>Voting Procedures for Motions</p> <ul style="list-style-type: none"> • The default procedure is a voice vote. • If the chair believes the voice vote is not conclusive, the chair may call for a show of hands. • The chair will not specifically ask those who are abstaining to identify themselves when voting by voice or a show of hands. • The committee may conduct a roll-call vote in those situations that need a record of each member's vote. • The committee must approve conducting a roll call vote for the motion. • The secretary will call each member's name. | |

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| | <ul style="list-style-type: none"> Members answer “yes,” or “no,” but may answer “present” if they wish to abstain from voting. <p>Minutes</p> <ul style="list-style-type: none"> Meeting minutes are a record of what the committee did, not what its members said. Minutes should list discussion points where appropriate but should usually not attribute comments to individuals. It is acceptable to cite the chair’s directions, summaries, and assignments. Do not list the person who seconds a motion. Do not record (or even ask for) abstentions. All Committee members are afforded the opportunity to provide alternative views on an issue. The meeting minutes will provide an exhibit to record minority positions. The chair shall report both the majority and any minority positions in presenting results to the NERC Board. | |
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| <u>Attachment A</u> | | Deletion of Sector 11 – Regional Entities Addition of At-Large Position to the CCC Membership Structure Chart |