

## Minutes Corporate Governance and Human Resources Committee

April 27, 2016 | 2:00–3:00 p.m. Eastern

Conference Call

Chair Robert Clarke called to order a duly noticed open meeting of the Corporate Governance and Human Resources Committee (the “Committee”) of the Board of Trustees (“Board”) of the North American Electric Reliability Corporation (“NERC” or the “Company”) on April 27, 2016, at 2:00 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

**Committee Members:**

Robert G. Clarke, Chair  
Kenneth W. DeFontes, Jr.  
Frederick W. Gorbet  
Roy Thilly

**Board Members:**

Gerald W. Cauley, President and Chief Executive Officer  
David Goulding  
George Hawkins  
Jan Schori

**NERC Staff:**

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary  
Tina Buzzard, Associate Director  
Damon Epperson, Director of Human Resources  
Scott Jones, Senior Director of Finance  
Mark G. Lauby, Senior Vice President and Chief Reliability Officer  
Janet Sena, Senior Vice President and Director of Policy and External Affairs  
Michael Walker, Senior Vice President, Chief Financial and Administrative Officer, and Treasurer

**NERC Antitrust Compliance Guidelines**

Mr. Clarke directed the participants’ attention to the NERC Antitrust Compliance Guidelines included with the advance agenda materials. He also reported on the Committee’s recent closed meeting.

**Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the February 10, 2016 open meeting as presented at the meeting.

**ERO Enterprise and Corporate Metrics Update**

Mr. Lauby reviewed the status the ERO Enterprise and Corporate Metrics, referencing the materials included in the advance agenda package, noting that results were only for the first quarter and thus very preliminary.

**2017 Metric Development Process**

Mr. Lauby reviewed the process and timeline for developing the 2017 ERO Enterprise and Corporate Metrics, referencing the materials included in the advance agenda package. He noted the opportunities for stakeholder and Trustee input, including meetings with the Committee and the Board of Trustees. The focus will be on developing six to eight results-based metrics.

**Annual Review of Trustee Compensation**

Mr. Clarke noted that the Board was required to review trustee compensation on an annual basis, but that the Board had approved a three-year phase in of new compensation levels in 2015. The Committee agreed during its closed meeting that no further action was necessary for this year.

**NERC Governance Guidelines Annual Review**

Mr. Berardesco reviewed several minor changes that the Legal Department was recommending as part of the annual review of the Governance Guidelines. In response to a question, he confirmed that management was not intending to change its approach to the posting of agenda packages for open Board and Board committee meetings. Upon motion duly made and seconded, the Committee recommended the proposed changes to the Governance Guidelines for Board approval.

**Staffing and Recruiting Update**

Mr. Epperson referenced the quarterly update in the advance agenda package.

**Adjournment**

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

Submitted by,



Charles A. Berardesco  
Secretary