

Minutes

Corporate Governance and Human Resources Committee Meeting

January 24, 2018 | 12:00–1:00 p.m. Eastern

Conference Call

Chair Robert G. 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 January 24, 2018, at 12:00 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
Janice B. Case
Frederick W. Gorbet
George S. Hawkins
Roy Thilly

Board Members

Charles A. Berardesco, Interim President and CEO
Kenneth W. DeFontes, Jr.
David Goulding
Jan Schori

NERC Staff

Scott Jones, Vice President, Chief Financial and Administrative Officer, and Corporate Treasurer
Mark G. Lauby, Senior Vice President and Chief Reliability Officer
Sonia C. Mendonça, Vice President, Acting General Counsel and Corporate Secretary, and Director of Enforcement
Janet Sena, Senior Vice President and Director of Policy and External Affairs
Michael Walker, Senior Vice President and Chief Enterprise Risk and Strategic Development Officer

NERC Antitrust Compliance Guidelines

Mr. Clarke directed the participants’ attention to the NERC Antitrust Compliance Guidelines included with the advance agenda materials.

Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the November 2, 2017 and December 7, 2017 meetings as presented at the meeting.

Proposed 2018 Board Committee and Vice Chair Appointments

Mr. Clarke presented the proposed 2018 Board of Trustees Committee membership, as well as Board Chair and Vice Chair appointments. He noted that, provided they are elected in February 2018, Suzanne Keenan and Robin E. Manning would also join the Nominating Committee. Upon motion duly made and seconded, the Committee approved the proposal and recommended approval by the Board.

Board of Trustees Composition Changes and 2018 Canadian Trustee Search

The Committee reviewed the proposal for the Board Nominating Committee to search for an additional Canadian Trustee, and to expand the number of Trustees for 2019 to 12, referencing the background materials included in the advance agenda materials. Mr. Thilly discussed the rationale and cost implication of the proposal, and noted the benefit of decreasing the frequency of searches in order to avoid the possibility of conducting two searches with different firms simultaneously. He also noted that the Committee was authorized to make such a change under the NERC Bylaws. A Canadian stakeholder expressed support for the proposal. Upon motion duly made and seconded, the Committee approved the proposal and recommended approval by the Board.

Board of Trustees Vice Chair Compensation

The Committee reviewed the proposed increase of the compensation to the Board Vice Chair to \$10,000. Mr. Clarke noted the change to committee structure and the Vice Chair's new role as liaison between the Board and the Standards Committee. The Committee approved the increase in compensation for the Board Vice Chair, and recommended approval by the Board.

Potential NERC Bylaws Amendments

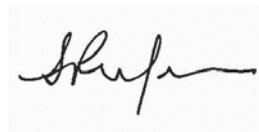
Ms. Mendonça reviewed the proposed amendments to the NERC Bylaws, referencing the detailed material included in the advance agenda package. The amendments are intended to reduce the notice requirement for special Board meetings that are held in closed session. The Committee discussion emphasized the need to act quickly in emergencies, and noted the amendments had no impact on open meetings or requirements related to public notice of all meetings. Ms. Mendonça noted that the amendments would require approval by the Member Representatives Committee and FERC. After discussion, and upon motion duly made and seconded, the Committee approved recommending the amendments for Board approval.

Mr. Thilly also requested NERC Legal to perform a comprehensive review of the NERC Bylaws in the near future.

Adjournment

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

Submitted by,



Sonia C. Mendonça
Acting Corporate Secretary

Agenda

Corporate Governance and Human Resources Committee

January 24, 2018 | 12:00-1:00 p.m. Eastern
Conference Call

SPEAKER Dial-in: 1-866-564-2841 | Conference Code: 8165517

Call to Order

Introductions and Chair's Remarks

NERC Antitrust Compliance Guidelines

Agenda Items

1. **Minutes* — Approve**
 - a. December 7, 2017 Conference Call
 - b. November 2, 2017 Meeting
2. **Proposed 2018 Board Committee and Vice Chair Appointments* — Review and Recommend Board of Trustees Approval**
3. **Board of Trustees Composition Changes and 2018 Canadian Trustee Search* — Review and Recommend Board of Trustees Approval**
4. **Board of Trustees Vice Chair Compensation* — Review**
5. **Potential NERC Bylaws Amendments* — Review**
6. **Adjournment**

*Background materials included.