

## Minutes

# Corporate Governance and Human Resources Committee Meeting

November 4, 2020 | 12:15-1:00 p.m. Eastern

### Conference Call

Mr. George S. Hawkins, Chair, called to order a duly noticed 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 November 4, 2020, at 12:15 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

#### **Committee Members**

George S. Hawkins, Chair  
Jane Allen  
Robert G. Clarke  
Kenneth W. DeFontes  
Colleen Sidford  
Roy Thilly, *ex officio*

#### **Board Members**

Suzanne Keenan  
Robin E. Manning  
Jim Piro  
Jim Robb, NERC President and Chief Executive Officer  
Jan Schori

#### **NERC Staff**

Tina Buzzard, Assistant Corporate Secretary  
Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC  
Damon Epperson, Director of Human Resources  
Kelly Hanson, Senior Vice President and Chief Administrative Officer  
Mark Lauby, Senior Vice President and Chief Engineer  
Sonia Mendonça, Senior Vice President, General Counsel, and Corporate Secretary  
Janet Sena, Senior Vice President, External Affairs

#### **Chair’s Remarks**

Mr. Hawkins welcomed attendees to the meeting and summarized the agenda items at the October 30, 2020 CGHRC Closed meeting.

#### **NERC Antitrust Compliance Guidelines**

Ms. Buzzard directed the participants’ attention to the NERC Antitrust Compliance Guidelines included in the agenda, and indicated that all questions regarding antitrust compliance or related matters should be directed to Ms. Mendonça.

**Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the August 19, 2020 meeting as presented at the meeting.

**2020 ERO Work Plan Priorities**

Mr. Lauby reviewed the status of the status of the 2020 ERO Work Plan Priorities, highlighting that the majority of the objectives are either already completed or on track for completion in 2020. He noted that the objectives that are either at risk or will not be reached in 2020 are all due to the impacts of COVID-19, with the exception of the Align release delay that was approved by the Board earlier this year.

**Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey**

Ms. Mendonça presented on the Annual Board and Board Committee Self-Assessment and the Member Representatives Committee Assessment questions provided in the advance agenda materials. She noted that the questions were highlighted to the Committee in August, with the subsequent addition of a sub-item to section III.2, and results will be discussed with the Committee in February 2021. Following discussion, the Committee approved the survey questions.

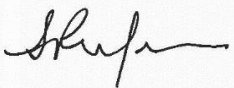
**Human Resources and Staffing Update**

Mr. Epperson reviewed the human resources and staffing update, referencing the information included in the advance agenda package. He highlighted the continued prioritization of employee wellbeing, improvements to staff evaluation and feedback, and leadership and performance management training.

**Adjournment**

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

Submitted by,



Sonia Mendonça  
Corporate Secretary

# Agenda

## Corporate Governance and Human Resources Committee

November 4, 2020 | 12:15-1:00 p.m. Eastern

Attendee Webex: [Join Meeting](#)

### Introduction and Chair's Remarks

### NERC Antitrust Compliance Guidelines and Public Announcement\*

#### Agenda Items

1. **Minutes\* — Approve**
  - a. August 19, 2020 Meeting
2. **2020 ERO Work Plan Priorities\* — Update**
3. **Board Self-Assessment and MRC Assessment of Board of Trustees Effectiveness Survey\* — Approve**
4. **Human Resources and Staffing Update\* — Review**
5. **Other Matters and Adjournment**

\*Background materials included.