

NERC

NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

NERC Independent Trustees Attributes Dashboard

May 2024

RELIABILITY | RESILIENCE | SECURITY





Kenneth W. DeFontes, Jr.
Chair



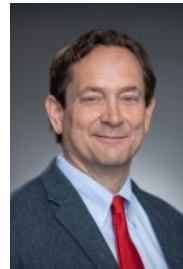
Suzanne Keenan
Vice Chair and Chair Elect



Jane Allen
Member



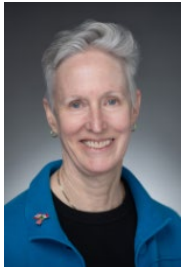
Robert G. Clarke
Member



George S. Hawkins
Member



Larry Irving
Member



Sue Kelly
Member



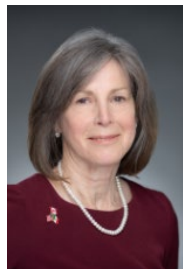
Robin E. Manning
Member



Jim Piro
Member

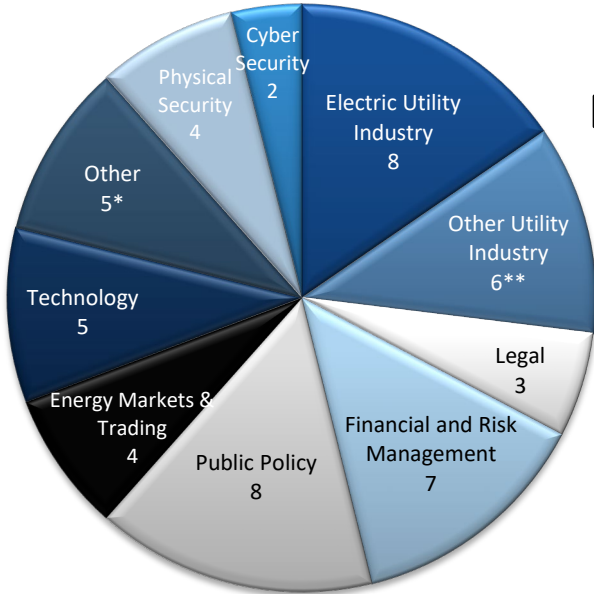


Kristine Schmidt
Member



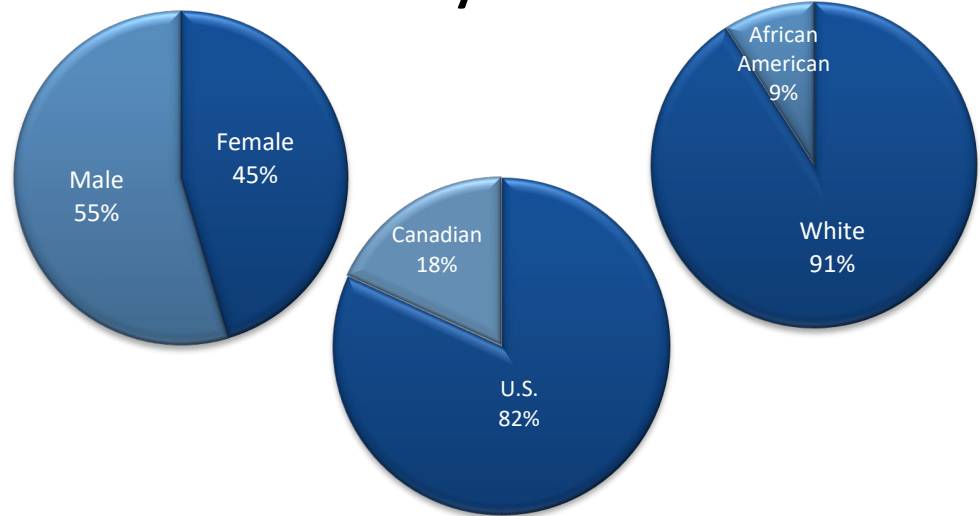
Colleen Sidford
Member

Areas of Expertise



- **Other*:** Higher, Education, Change Management, Human Resources, Media
- **Other Utility Industry**:** Gas, Telecom and Water

Diversity Attributes



Geographic Attributes



	WECC Region	Texas RE Region	SERC Region	RF Region	NPCC Region	MRO Region	Other Countries Outside North America
Trustees Geographic Residency	1		2	5	2	1	
Trustees Geographic Knowledge	4	4	4	8	8	3	1-Europe and Asia

3 Numbers represent the number of Trustees associated with respective attributes. Trustees may have multiple areas of expertise or attributes.

Skills

The Board of Trustees seek candidates with broad and diverse backgrounds and therefore recommend the Nominating Committee and Board use the following skills definitions as they are purposefully broad to ensure inclusivity and flexibility with minimal duplication.

Electric Utility Industry

- Former executives with experience and expertise:
 - Electric utility operations, planning, management or strategic planning for power supply, transmission, distribution systems – experience includes direct utility experience or professional engineering or consulting services to utilities.
 - Emerging technology and merchant facilities – experience with IBR technologies, storage, electric transportation, merchant generation, merchant transmission, or consulting services to these sectors.

Other Utility Industry

- Former executives or board members from ERO Regional Entities.
- Former executives with natural gas, water, or telecommunication utility operations, management, or strategic planning.
- Former executives with natural gas pipeline or commodity engagement with electric utilities.

Legal

- Former corporate chief legal officers, or general counsels, or former national law firm partners working with or on behalf of utilities, consumer affair organizations or environmental agencies.
- Expertise and experience in US state/federal or Canadian province/national utility laws and adjudicatory proceedings.

Financial and Risk Management

- Experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor of a public company or experience actively supervising such person or persons.
- Experience preparing, auditing, analyzing, or evaluating public company financial statements and understanding of a company's internal controls and procedures for financial reporting.
- Experience and expertise identifying, prioritizing, and managing a broad spectrum of risks including corporate risks and risks associated with reliability in the energy industry.

Public Policy

- Experience and expertise in energy regulation, legislation, economics, and public policies associated with the electric utility industry.
- Former regulators, legislators, executive branch agencies and offices related to the electric, natural gas, water, telecom or other regulated industries.
- Experience and familiarity with regulatory constructs that have risk-based compliance and enforcement.

Energy Markets and Trading

- Expertise and experience in commercial energy markets, trading, regional transmission organizations/independent system operator organizations.

Technology

- Expertise or experience leading technology strategies, data analytics and associated IT infrastructure, artificial intelligence, or digital transformation.

Cyber

- Strategic expertise or contemporary understanding of asymmetrical cyber threats, risk mitigation and policy gained through operational experience of critical infrastructure systems.

Physical

- Expertise or experience overseeing operations or managing physical risks from natural disasters, human sabotage, and terrorist attacks.

Other

- Expertise or experience leading human resources, talent management, and people and culture divisions within the utility or non-utility industries.
- Experience or experience with external affairs related to communications, public relations and marketing.

Attributes

NERC's Board of Trustees believe that while independence is crucial, assimilation into NERC's culture is also extremely important along with diversity of perspective. NERC's Nominating Committee will engage with potential candidates with the desired skills, experiences, and competencies. In addition, the Committee will consider the following attributes in its search.

Diversity Attributes

- Residency - where in North America individual resides.
- Geography – what geographic areas have been the focus of the candidate's business career. Where possible NERC prefers to have the Board be representative of its North American area of oversight. Experience in international markets is beneficial.
- Race, Ethnicity, and Gender - wherever possible consideration of representation for a diverse slate of candidates.

Diversity of Perspective

- Background – a variety of backgrounds and careers are valued for knowledge and critical thinking; (in addition to wider Electricity Industry) Academia, Military, Security, non-conflicted government roles, corporate public and private business, entrepreneurship.

Board Experience

- The Nominating Committee prefers that the candidate(s) considered have previous Board experience so as to be able to understand the responsibilities and be in a position to contribute their knowledge and experience immediately. This includes the ability to ask critical and respectful questions with Management, and with Trustee colleagues, while maintaining high board oversight and governance standards. Board experience from public, private, not-for-profits will be considered.

Strategic Thinking

- Strategic thinking is one of the most desired attributes. Candidates with the perceived and demonstrated ability to work collaboratively with others to envision and develop intelligent action to reach desired goals by engaging a systems perspective, testing hypotheses, learning from the past, seeking out and using data to see connections and patterns, creatively approaching opportunities, problems and solutions, understanding the organizational implications of situations and events to generate new insights.

Accountability and Governance

- Candidates should have demonstrated understanding of responsibility for actions and decisions, NERC's policies and ethics, obligations to the stakeholders and the public. Curiosity about NERC's history and long-term vision, and an understanding of NERC's important mission and values. Willingness to observe by-laws and Board approved policies and procedures is paramount.

Connecting

- The ability to identify, develop relationships, build alliances and support networks, with colleagues, management partners and stakeholders. Be able to communicate with empathy and authenticity whilst being transparent and truthful.

Continuous Learning

- The willingness to identify knowledge gaps, seek out data and expertise, be curious, take opportunities to scan the environment for new information and integrate, disseminate, and share learning with colleagues so that it can be applied to new situations. Able to manage personal adaptability yet be supportive of change and change management within the organization.