



RELIABILITY FIRST

PUBLIC

Minutes

Board of Directors • Nominating & Governance Committee

August 23, 2023 • 3:10 PM – 5:10 PM (ET)

ReliabilityFirst Corporation
3 Summit Park Drive • Cleveland, OH 44131

Open Session

Call to Order – Vice Chair Rachel Snead called to order a duly noticed open meeting of the Nominating & Governance Committee (Committee) on August 23, 2023, at 3:17 pm (ET). A quorum was present, consisting of the following members of the Committee: Vice Chair Rachel Snead, Lesley Evancho, Steve Ambrose, Scott Hipkins, and Jason Marshall. A list of others present during the Committee meeting is set forth in Attachment A.

Appoint Secretary to Record Minutes – Vice Chair Snead designated Niki Schaefer, ReliabilityFirst's (RF) Vice President & General Counsel, as secretary to record the meeting minutes.

Antitrust Statement – Vice Chair Snead advised all present that this meeting is subject to, and all attendees must adhere to, RF's Antitrust Compliance Guidelines.

Approve Nominating & Governance Committee Meeting Minutes – Vice Chair Snead presented draft minutes from the meeting on April 26, 2023, which were included in the agenda package. Upon a motion duly made and seconded, the Committee approved the minutes.

Timetable of Key ReliabilityFirst Events – Chelsey Eppich, Managing Corporate Counsel, reviewed the Timetable of Key ReliabilityFirst events. Ms. Eppich recapped events that have taken place since the last meeting, including the election of industry sector directors. She then discussed upcoming events, including the creation of the Board committee assignments for discussion in December, and issuance of the election notice and proxy for the December At-Large and Independent Director elections. Ms. Eppich stated that during the December meeting, the Committee will review the content of the Board effectiveness surveys, which will go out to the Board next year. There was then a discussion among the Committee about how the Board effectiveness survey process takes place.

Resolution for Annual Meeting of Members – Ms. Eppich presented Resolution No. 2023-3 to hold the Annual Meeting of Members. She provided information on the time and date of the Annual Meeting of Members, and the record date to determine which members

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can vote in the At-Large and Independent Director elections. Upon a motion duly made and seconded, the Committee endorsed Board adoption of Resolution No. 2023-3.

2023 Charter Discussion – Vice Chair Snead presented proposed redlines to the Nominating and Governance Committee Charter (Charter) for discussion, which were consistent with the changes Ms. Senk presented to the Committee in April. Ms. Snead stated that the changes are part of a review that began with the plan to broaden the scope of the Compliance Committee to the Risk and Compliance Committee. She noted that the Board requested a review of all the committee charters to ensure consistency and holistic risk oversight. She explained that several edits were made to all four committee charters to ensure consistency of language regarding committee responsibilities, minutes, and members.

Then Ms. Snead discussed the substantive changes to the Charter, noting first the change to transfer oversight of the Stakeholder Advisory and Technical Committees from this Committee to the Compliance Committee, given that the Stakeholder Advisory and Technical Committees will support the development of the Regional Risk Assessment going forward. She also discussed the proposed change for this Committee to review all director reported conflicts of interest (in conjunction with RF legal staff) to ensure the independence of directors. Finally, she discussed the proposed change for this Committee to appoint two members to the hearing body when a hearing takes place (this responsibility previously resided with the Compliance Committee). The Committee discussed the changes to the Charter, and upon a motion duly made and seconded, endorsed them for Board approval.

Review Director Selection Process – Ms. Schaefer reviewed the process for electing directors with the Committee. She discussed the Procedure for Electing Directors (included in the agenda package) and provided an overview of the upcoming August and December director elections.

Next Meeting – Vice Chair Snead noted that the next Committee meeting will occur in Washington, DC on December 6, 2023.

The Committee then went into closed session at 3:32 pm (ET).

Closed Session

Tim Gallager, RF's President and CEO, joined for the closed session.

Individual Director Surveys - Ms. Schaefer confidentially reviewed the results of the Individual Director Surveys that were completed by staff and the Board. The three directors due for review in 2023 were Simon Whitelock, Courtney Geduldig, and Joanna Burkey. Ms. Schaefer provided a high-level summary of the results and noted the next steps in the process. She will provide the results to Board Chair Antonio Smyth, who will discuss them

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individually with Mr. Whitelocke, Ms. Geduldig, and Ms. Burkey. The Committee also discussed the process and how the results have been used to improve performance in the past.

Evaluate and Nominate At-Large Director and Independent Director Candidates –

Vice Chair Snead led a discussion on the upcoming elections for At-Large and Independent Directors, as well as a review of the incumbent candidates (Pat Cass for Independent Director and Scott Etnoyer for At-Large Director). Upon a motion duly made and seconded, the Committee voted to endorse Mr. Cass and Mr. Etnoyer for Board nomination for another term as Independent Director and At-Large Director, respectively.

Adjourn – Upon a motion duly made and seconded, Vice Chair Snead adjourned the Committee meeting at 3:54 pm (ET).

As approved on this 6th day of December, 2023 by
the Nominating and Governance Committee,

A handwritten signature in blue ink, appearing to read "Niki Schaefer".

Niki Schaefer
*Vice President General Counsel & Corporate
Secretary*

Attachment A

Others Present at Nominating and Governance Committee Meeting

Chelsey Eppich • ReliabilityFirst
Megan Gambrel • ReliabilityFirst
Erik Johnson • ReliabilityFirst
Niki Schaefer • ReliabilityFirst
Kristen Senk • ReliabilityFirst
Brian Thiry • ReliabilityFirst
Jim Uhrin • ReliabilityFirst