



RELIABILITY FIRST

PUBLIC

Agenda

Board of Directors • Nominating & Governance Committee

December 3, 2025 • 3:45 PM – 5:10 PM (EDT)

North American Electric Reliability (NERC) Offices

1401 H St NW Suite 410

Washington, DC 20005

Room: Potomac Room

Attire: Business

Open Agenda

1. **Call to Order** – Melika Carroll, Chair
2. **Appoint Secretary to Record Minutes** – Melika Carroll, Chair
3. **Antitrust Statement** – Kristen Senk, Deputy General Counsel and Director of Legal and Enforcement
4. **Approve Nominating & Governance Committee Meeting Minutes**
Presenter: Melika Carroll, Chair
Reference: [Draft Minutes from the August 27, 2025 Nominating & Governance Committee Meeting.](#)
Action: **Approve Minutes**
5. **Timetable of Key ReliabilityFirst Events**
Presenter: Chelsey Eppich, Associate General Counsel
Description: Ms. Eppich will review the Nominating and Governance Committee 2025 Timetable of Key Events.
Reference: Timetable of Key Events
Action: Information and Discussion
6. **Annual Review of Performance of Activities**
Presenter: Chelsey Eppich
Description: Ms. Eppich will present a draft summary of the Nominating & Governance Committee's performance of its specific duties for review.
Reference: a) Nominating and Governance Charter
b) Summary of Performance of Specific Duties for 2025
Action: **Accept Summary of Performance of Specific Duties for 2025**
7. **Training Discussion**
Presenter: Niki Schaefer, Vice President and General Counsel, RF
Description: Discuss Board training completed and upcoming plans. Review training ideas submitted this year and previously.
Reference: Summary
Action: Discuss Board training ideas and plan for 2026.

8. Next Meeting:

- April 29, 2026 • RF Offices

Closed Agenda**9. 2026 Committee Assignments**

Presenter: Niki Schaefer and Melika Carroll, Chair
Description: Chair Carroll will lead a discussion on committee assignments.
Reference: None
Action: **Propose committee assignments, chairs, and vice chairs for 2026**

10. Board Chair, Vice Chair, and Lead Independent Nominations

Presenter: Melika Carroll, Chair
Description: Nominate Board Officers for the upcoming year.
Reference: None
Action: **Nominate Board Chair, Vice Chair, and Lead Independent Director for 2026**

11. Adjourn

Roster • Nominating & Governance Committee

Melika Carroll • Independent (2027), **Chair**
Lesley Evancho • Independent (2025)
Craig Grooms • Buckeye Power (Small LSE • 2026)
Vinit Gupta • ITC Holdings (AL • 2027)
Mark Mroczynski • First Energy (T • 2027)

Draft Minutes from the August 27, 2025 Nominating & Governance Committee Meeting.

DRAFT - Minutes

Board of Directors • Nominating & Governance Committee

August 27, 2025

Nemacolin • Farmington, PA

Open Session

Call to Order – Chair Melika Carroll called to order a duly noticed closed meeting of the Nominating & Governance Committee (Committee) on April 30, 2025, at 3:12 pm (ET). A quorum was present, consisting of the following members of the Committee: Chair Melika Carroll; Vice Chair Joan Soller; Lesley Evancho; Craig Grooms; Vinit Gupta; and Mark Mroczynski. A list of others present during the Committee meeting is set forth in Attachment A.

Appoint Secretary to Record Minutes – Chair Carroll designated Kristen Senk, ReliabilityFirst's (RF) Deputy General Counsel and Director, Legal & Enforcement, as secretary to record the meeting minutes.

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

Timetable of Key ReliabilityFirst Events – Chelsey Eppich reviewed the 2025 Timetable of Key Events with the Committee.

Resolution for Annual Meeting of Members – Ms. Eppich presented Resolution 2025-03 to conduct the 2025 Annual Meeting of Members. Upon a motion duly made and seconded, the Committee recommended Board approval of Resolution 2025-03.

Training Updates – Chair Carroll led a discussion on the Board training plan and updates to it for the coming year. She recapped earlier events including the enhanced director onboarding in February and the addition of an AI governance discussion to the Finance and Audit Committee agendas. She confirmed plans for the upcoming PJM training day, and in April of next year the independent director training at NextEra Information Command Center (NICC) that will include an overview of the facility, CIP and O&P integration, storm response, and tours of advanced facilities.

Next Meeting – Chair Carroll noted that the next Committee meeting will occur on December 3, 2025 in Washington, DC at the NERC offices.

The Committee then went into closed session at 3:29 pm (ET).

Closed Session

Individual Director Survey – Ms. Eppich noted that Section 14(b) of the Governance Guidelines requires the Board to assess individual director performance. She then led a review of these assessments with the Nominating & Governance Committee.

Sector Discussion – Ms. Eppich presented and led a discussion on RF's industry sector structure, sector membership levels, and sector Board seats. She explained how many Board seats each sector has, to ensure entities have an equal voice. Additionally, three at-large seats ensure geographic balance. Ms. Eppich then discussed how entities self-select a sector when they apply for membership and explained the different sector definitions. She shared which companies are registered for each sector and then shared that 49 out of 324 Registered Entities are RF members. There was then a discussion on whether the sectors were appropriately representative of the risk and composition of the region.

Nominations for At-Large and Independent Directors – Chair Carroll led a discussion on the upcoming Board transitions, including the upcoming departure of an At-Large Director. The Committee reviewed materials that summarized the current composition of the Board and discussed skills and experience that may be beneficial to add to the Board. The discussion considered the RF footprint, policies, and potentially increasing deep generation expertise.

Adjourn – Upon a motion duly made and seconded, Chair Carroll adjourned the Committee meeting at 3:58(ET).

As approved on this 3rd day of December 2025 by
the Nominating and Governance Committee,

Niki Schaefer
*Vice President General Counsel & Corporate
Secretary*

Attachment A

Others Present at Nominating and Governance Committee Meeting

Chelsey Eppich • ReliabilityFirst
Niki Schaefer • ReliabilityFirst
Kristen Senk • ReliabilityFirst
Brian Thiry • ReliabilityFirst
Jim Uhrin • ReliabilityFirst