



RELIABILITY FIRST

PUBLIC

Agenda

Board of Directors • Nominating & Governance Committee

April 29, 2026 • 3:45 PM – 5:10 PM (EDT)

ReliabilityFirst Corporation

3 Summit Park Drive • Cleveland, OH 44131

Room: 5th Floor Franklin

Attire: **Business Casual**

Open Agenda

1. **Call to Order** – Melika Carroll, Chair
2. **Appoint Secretary to Record Minutes** – Melika Carroll, Chair
3. **Antitrust Statement** – Niki Schaefer, Vice President & General Counsel
4. **Approve Nominating & Governance Committee Meeting Minutes**
Presenter: Melika Carroll, Chair
Reference: [Draft Minutes - December 2025 Nominating & Governance Committee Meeting](#)
Action: **Approve Minutes**
5. **Timetable of Key ReliabilityFirst Events**
Presenter: Chelsey Eppich, Associate General Counsel
Description: Ms. Eppich will present the Nominating and Governance Committee the 2026 Timetable of Key Events for review and discussion.
Reference: Timetable of Key Events
Action: Information and Discussion
6. **Industry Sector Election Resolution**
Presenter: Chelsey Eppich
Description: Ms. Eppich will present Resolution 2026-02 to hold the Industry Sector elections in July. She will also review the election procedures.
Reference: Resolution 2026-02
Action: **Endorse Resolution 2026-02 to hold the Industry Sector elections in July for Board Approval**
7. **Training Discussion**
Presenter: Niki Schaefer
Description: Ms. Schaefer will lead a review of training needs, progress and any updates to the training plan.
Reference: None
Action: Information and Discussion.

Nominating and Governance Committee Agenda
April 29, 2026

8. Board Effectiveness Evaluations

Presenter: Chelsey Eppich

Description: Ms. Eppich will discuss upcoming Board Effectiveness Evaluations and provide the Committee with the opportunity to review and provide input on the evaluation questions.

Reference: Effectiveness Survey Summary and Questions for Review

Action: Information and Discussion

9. Next Meeting:

August 26, 2026 • ReliabilityFirst

Closed Agenda

10. Conflicts Review Discussion

Presenter: Niki Schaefer

Description: Ms. Schaefer will lead a discussion on the completion of Board Conflict of Interest Surveys and monitoring of approved conflicts.

Reference: None

Action: Information and Discussion

11. Adjourn

Roster • Nominating & Governance Committee

Melika Carroll • Independent (2027), **Chair**
Mark Mroczynski • FirstEnergy, **Vice Chair** (T • 2027)
Lesley Evancho • Independent (2028)
Craig Grooms • Buckeye Power (Small LSE • 2026)
Vinit Gupta • ITC Holdings (AL • 2027)
Nate Hill • Amazon (AL • 2028)

Draft Minutes - December 2025 Nominating & Governance Committee Meeting



DRAFT - Minutes

Board of Directors • Nominating & Governance Committee

December 3, 2025
Washington, DC

Open Session

Call to Order – Chair Melika Carroll called to order a duly noticed closed meeting of the Nominating & Governance Committee (Committee) on December 3, 2025, at 3:35 pm (ET). A quorum was present, consisting of the following members of the Committee: Chair Melika Carroll; Craig Grooms; 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 & Director, Legal and Enforcement, as secretary to record the meeting minutes.

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

Approve Nominating & Governance Committee Minutes – Chair Carroll requested approval of the draft minutes from the August 27, 2025 Committee meeting. Upon a motion duly made and seconded, the Committee approved the meeting minutes.

Timetable of Key ReliabilityFirst Events – Chelsey Eppich, Managing Corporate Counsel, reviewed the 2025 Timetable of Key ReliabilityFirst Events with the Committee. She recapped events since the Committee last met and provided an overview of what will be accomplished at the end of year Committee and Board Meetings.

Annual Review of Performance of Activities – Ms. Eppich reviewed the Committee Charter and Committee's performance against the Charter to date. She reported that by the end of the Board meeting tomorrow the Committee will have performed all required and relevant activities for the year without concern. Upon a motion duly made and seconded, the Committee voted to accept the Summary of Performance of Specific Duties for 2025.

Training Discussion – Niki Schaefer, Vice President and General Counsel, reviewed recent director training, including annual fiduciary duty training for all directors and PJM training for the Independent Directors. The Committee discussed whether to continue including third party training topics within the Board and Board Committee agendas, or to instead focus more on RF staff to conduct training events. Ms. Schaefer then led a discussion on the upcoming director onboarding training, and the participation of all the

**Nominating and Governance Committee Minutes
December 3, 2025**

female Independent Directors in the upcoming ERO Women’s Conference. She noted that other training plans for 2026 include a visit to the NextEra Information Command Center, as well as fiduciary duty, anti-trust, and confidentiality training.

The Committee also discussed new potential training topics, and suggestions included: compliance monitoring and enforcement overview, elements of a good compliance program, the intent of the different categories of Reliability Standards, overview of a power plant and operation center, a one-hour tour of the Enbridge gas control center, AI topics, large loads (data centers) and reliability and cost concerns, presentation from PJM Chief Risk Officer, load forecasting, crypto mining, and a presentation from EPRI.

Next Meeting – Chair Carroll noted that the next Committee meeting will occur on April 29, 2026, at the RF offices.

The Committee then went into closed session at 4:01 pm (ET).

Closed Session

2026 Committee Assignments – Ms. Schaefer and Chair Carroll led a discussion on committee assignments, and committee chairs. They discussed the committee preferences submitted by the Board members and their willingness to move committees or serve additional role. Upon a motion duly made and seconded, the Committee nominated Nate Hill to Nominating and Governance and Paul Spicer to Finance and Audit for 2026 with Melika Carroll as Vice Chair for Risk and Compliance and Mark Mroczynski as Vice Chair for Nominating and Governance.

2026 Committee Assignments

<p>RISK AND COMPLIANCE (at least 5, all I) (1 Chair and 1 VC)</p> <p>Mr. Ken Seiler (I) • Chair Ms. Joanna Burkey (I) Ms. Melika Carroll (I) • Vice Chair Dr. Renuka Chatterjee Ms. Lesley Evancho (I) Mr. Craig Grooms Mr. Mark Mroczynski</p>	<p>TALENT AND COMPENSATION (at least 5, all I) (1 Chair)</p> <p>Ms. Lesley Evancho (I) • Chair Mr. Steve Ambrose • Vice Chair Ms. Joanna Burkey (I) Ms. Melika Carroll (I) Mr. Ken Seiler (I) Mr. Craig Creamean Mr. Robert Taylor</p>
<p>FINANCE AND AUDIT (at least 4, 1 I) (1 Chair)</p> <p>Ms. Joanna Burkey • Chair Mr. Robert Taylor • Vice Chair Mr. Craig Creamean Mr. Nelson Peeler Mr. Ken Seiler (I) Mr. Bob Bradish Paul Spicer</p>	<p>NOMINATING & GOVERNANCE (at least 4, 1 I) (no I req. for Chair or VC)</p> <p>Ms. Melika Carroll • Chair Ms. Lesley Evancho (I) Mr. Craig Grooms Mr. Vinit Gupta Mr. Mark Mroczynski • Vice Chair Nate Hill</p>

Nominating and Governance Committee Minutes
December 3, 2025

Board Chair, Vice Chair, Lead Independent – Chair Carroll led a Committee discussion on the Board officer positions. She shared that Mr. Peeler and Mr. Grooms have agreed to serve as Chair and Vice Chair, and that Ms. Burkey agreed to serve as Lead Independent Director. Upon a motion duly made and seconded, the Committee nominated Nelson Peeler as Board Chair, Craig Grooms as Board Vice Chair, and Joanna Burkey as Lead Independent Director for 2026.

Adjourn – Upon a motion duly made and seconded, Chair Carroll adjourned the Committee meeting at 4:15 (ET).

As approved on this 29th day of April, 2026 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