Agenda
Board of Directors • Nominating & Governance Committee
August 26, 2026 • 3:10 PM – 5:10 PM (EDT)

Inn Walden
1119 Aurora Hudson Rd
Aurora, OH 44202

Room: Executive Boardroom
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 - April 29, 2026 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 2026 Timetable of Key ReliabilityFirst Events for review and discussion.
Reference: Timetable of Key ReliabilityFirst Events
Action: Information and Discussion

6. **Resolution for Annual Meeting of Members**
Presenter: Chelsey Eppich
Description: Ms. Eppich will present Resolution 2026-03 to hold the Annual Meeting of Members. She will also review the election procedures.
Reference: Resolution 2026-03
Action: Endorse Resolution 2026-03 to hold the Annual Meeting of Members in December for Board approval.

7. **Board Effectiveness Review**
Presenter: Niki Schaefer
Description: Ms. Schaefer will present the results of the Board Effectiveness Reviews and present feedback and action items for discussion.
Reference: Board and Committee Self-Evaluation Summary
Action: Information and Discussion

8. Training Updates

Presenter: Niki Schaefer

Description: Ms. Schaefer will lead a review of training progress and discuss any updates and future training plans with the Committee.

Reference: None

Action: Information and Discussion

9. Next Meeting:

December 2, 2026 • NERC Offices, Washington, DC

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Closed Agenda

10. Review Incumbent Director Survey Results

Presenter: Niki Schaefer

Description: Niki Schaefer will report on the survey results for incumbent directors.

Reference: None

Action: Information and Discussion

11. Director Nominee Selection Process

Presenter: Niki Schaefer and Chair Carroll

Description: Ms. Schaefer will discuss the nominee selection process and existing director criteria. Chair Carroll will walk through proposed process improvements to consider for future elections.

Reference:

a) Procedure for Electing Directors
b) Criteria for At-Large and Independent Directors
c) Board Composition and Skills Matrix

Action: Information and Discussion

12. Nominations for At-Large and Independent Directors

Presenter: Chair Carroll and Mark Mroczynski, Vice Chair

Description: Discuss Board composition and upcoming transitions, including a potential replacement for recently departed At-Large Director. Nominate At-Large and Independent Director candidates, as applicable.

Reference: Bio

Action: Discussion and Potential Nomination

13. Adjourn

Roster • Nominating & Governance Committee

Melika Carroll • Independent (2026), 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)

Draft Minutes - April 29, 2026 Nominating & Governance Committee Meeting

RELIABILITY FIRST

DRAFT Minutes
Board of Directors • Nominating & Governance Committee

April 29, 2026

ReliabilityFirst Corporation • Cleveland, OH

Open Session

Call to Order – Chair Melika Carroll called to order a duly noticed open meeting of the Nominating & Governance Committee (Committee) on April 29, 2026, at 3:45 pm (ET). A quorum was present, consisting of the following members of the Committee: Chair Melika Carroll; Vice Chair Mark Mroczynski; Lesley Evancho; Craig Grooms; Vinit Gupta; and Nate Hill. A list of others present during the Committee meeting is set forth in Attachment A.

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

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

Approve Minutes - Chair Carroll presented the draft minutes for the December 3, 2025 meeting, which were included in the agenda package. Upon a motion duly made and seconded, the Committee approved the minutes as presented.

Timetable of Key ReliabilityFirst Events – Chelsey Eppich reviewed the Timetable of Key ReliabilityFirst Events with the Committee. She highlighted events that took place prior to the meeting, including the full board's completion of annual conflict surveys. She also previewed tasks ahead, including reviewing the Board effectiveness survey results and making recommendations for Board Committees and officers.

Industry Sector Elections– Ms. Eppich presented Resolution 2026-02 to hold the Industry Sector Elections midyear in advance of the Annual Meeting. She stated that there will be an election to re-elect Doug Cannon and Craig Grooms. Upon a motion duly made and seconded, the Committee endorsed Resolution 2026-02 for Board approval.

Training Discussion– Ms. Schaefer led a discussion on Board training, including a recap of completed training and the training plan for the rest of the year. Chair Carroll facilitated further discussion based on the training ideas shared in December. The Committee discussed continuing the RF specific presentations, balancing areas of risk and areas where RF has an impact, and several ideas related to data centers and large loads including potentially coordinating tours. The Committee agreed to continue with the training plan as proposed and revisit the training plan and training ideas during each future meeting.

Board Effectiveness– Ms. Eppich discussed the Board effectiveness evaluation surveys. She stated that RF's governance standards require these surveys to take place every other year, to evaluate the overall effectiveness of the Board and the Committees. The Committee reviewed the survey questions (provided in the agenda package) and determined that no changes were necessary.

Next Meeting – Chair Carroll noted that the next Committee meeting will occur on August 26, 2026, in Cleveland, OH at the RF offices.

The Committee then went into closed session at 4:05 pm (ET).

Closed Session

Conflicts Review – Ms. Schaefer reported on the completion of the annual conflicts review and led a discussion on board member conflict reviews and practices.

Adjourn – Upon a motion duly made and seconded, Chair Carroll adjourned the Committee meeting at 4:22 pm (ET).

As approved on this 26th day of August, 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
Jim Uhrin • ReliabilityFirst