RELIABILITY FIRST

Agenda
Board of Directors • Nominating & Governance Committee

December 2, 2026 • 3:10 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 –** Niki Schaefer, Vice President & General Counsel

4. **Approve Nominating & Governance Committee Meeting Minutes**
   Presenter: Melika Carroll, Chair
   Reference: Draft Minutes – August 26, 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, including activities completed since the August meeting and upcoming governance activities.
   Reference: Timetable of Key ReliabilityFirst 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 specific duties for Committee review.
   Reference:
   a) Nominating and Governance Committee Charter
   b) Summary of Performance of Specific Duties for 2026
   Action: Accept Summary of Performance of Specific Duties for 2026

7. Training Updates

Presenter: Niki Schaefer, Vice President and General Counsel
Description: Ms. Schaefer will present an update on training completed and upcoming plans. She will also review the training ideas submitted previously and in the recent survey for committee discussion and prioritization.
Reference: Training Summary
Action: Information and Discussion

8. Next Meeting:

April 2027 • ReliabilityFirst

Closed Agenda

9. 2027 Committee Assignments

Presenter: Niki Schaefer and Melika Carroll, Chair
Description: Chair Carroll and Ms. Schaefer will discuss Board member committee preferences and proposed committee assignments, Chairs, and Vice Chairs for 2027.
Reference: Proposed Board Committee Assignments for 2027
Action: Recommend committee assignments, Chairs, and Vice Chairs for 2027

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

Presenter: Melika Carroll, Chair
Description: Chair Carroll will lead a discussion of candidates for Board Chair, Board Vice Chair and Lead Independent Director for 2027.
Reference: None
Action: Recommend Board Chair, Vice Chair, and Lead Independent Director for 2027

11. Board Election and Composition Outlook

Presenter: Melika Carroll, Chair
Description: Chair Carroll will lead a discussion on upcoming elections and review the composition outlook with the committee.
Reference: Board Election and Composition Outlook
Action: Information and Discussion

12. 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)

RELIABILITY FIRST

DRAFT Minutes
Board of Directors • Nominating & Governance Committee

August 26, 2026

Inn Walden • Aurora, OH

Open Session

Call to Order – Chair Melika Carroll called to order a duly noticed open meeting of the Nominating & Governance Committee (Committee) on August 26, 2026, at 3:09pm (ET). A quorum was present, consisting of the following members of the Committee: Chair Melika Carroll; Vice Chair Mark Mroczynski; Lesley Evancho; and Vinit Gupta. 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 April 29, 2026 meeting, which were included in the agenda package. Upon a motion duly made and seconded, the Committee approved the minutes with a minor amendment to memorialize the Committee's approval of Ms. Burkey serving on an additional board, which was approved via emails among the Committee in March 2026.

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 Board effectiveness surveys and August election of industry sector directors. She also previewed tasks ahead, including the distribution of the committee assignments survey, Board fiduciary duty training, and the election process for the at-large and independent directors.

Resolution for Annual Meeting of Members– Ms. Eppich presented Resolution 2026-03 to hold the 2026 Annual Meeting of Members. Upon a motion duly made and seconded, the Committee endorsed Resolution 2026-03 for Board approval.

Board Effectiveness– Ms. Schaefer led a discussion on the results of the Board effectiveness evaluation surveys. She shared highlights from the survey results, noting that feedback was mostly positive but identified some consistent areas for improvement. For example, there were comments encouraging Board members to share more feedback and comments during Board and committee meetings as opposed to outside of the meetings.

Ms. Schaefer noted that staff has already started working on the identified areas of improvement (some before the surveys were issued), including improving the corporate goals framework and adding more structure to Board and committee meeting preparation to ensure more involvement from the Board and committee Chairs and Vice Chairs early in the process.

Training Updates – Ms. Schaefer discussed the Board training topics and schedule for 2026, noting the trip to NextEra's Information Command Center. She also noted FirstEnergy's help in setting up independent director training for 2027 at the Quanta advanced training center in Texas. There was then a discussion on topics for future training. Brian Thiry offered to repurpose the state legislator bootcamp training for the Board. Mr. Gupta offered to host the Board for a training event at ITC's training facility in Michigan, which could focus on breakers and other equipment.

Ms. Eppich noted that before the December meeting, RF will send a training survey to the Board to gauge potential interest in these topics and solicit additional ideas. Chair Carroll noted the need for more Board training on electric/gas coordination and potentially on the drivers behind increased electric costs for end users.

Next Meeting – Chair Carroll noted that the next Committee meeting will occur on December 2, 2026 in Washington, DC.

The Committee then went into closed session at 3:41 pm (ET).

Closed Session

Review Incumbent Director Survey Results – Chair Carroll recused herself from this discussion, as she was one of the incumbent directors for the incumbent director surveys. Ms. Schaefer reported on the director surveys for Chair Carroll and Robert Taylor and noted the results were positive.

Director Nominee Selection Process – Ms. Schaefer and Chair Carroll discussed the director nominee selection process, and the Committee's involvement in the process, including identifying and filling skills gaps through nomination of at-large and independent directors.

There was some discussion regarding rigor and due diligence in vetting nominees while ensuring that the industry sectors are free to nominate and elect their own candidates for their sectors. The Committee agreed that going forward, when the Board is aware that a director seat is going to be open or is open, RF staff will engage with the Committee to discuss the nomination process for the open seat. The Committee can then provide input and coordinate with the other directors regarding the nomination as appropriate.

Nominations for At-Large and Independent Directors – Chair Carroll noted the at-large director vacancy due to Nate Hill leaving Amazon Web Services (AWS) and the Board. Ms. Schaefer then discussed AWS's nomination to replace Mr. Hill with Sai Vijayaraman, who serves as Principal, Transmission Strategy and Market Analytics at AWS. The Committee discussed Ms. Vijayaraman's tenure, background, and current role at Amazon. Chair Carroll and Mr. Gupta stated that they will interview Ms. Vijayaraman and will report back to the Committee. There was also discussion that there are other hyper-scaler entities, but that AWS is presently the only hyper-scaler registered with RF.

The Committee then discussed nominations for the other at-large director and independent director positions that will be up for election in December. Following this discussion, and upon a motion duly made and seconded, the Committee nominated Robert Taylor for at-large director, Melika Carroll for independent director, and Ken Seiler for independent director.

Adjourn – Upon a motion duly made and seconded, Chair Carroll adjourned the Committee meeting at 4:58 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
Brian Thiry • ReliabilityFirst