

Meeting Agenda

Q3 Organizational Group Oversight Committee Meeting

September 13, 2023
1:00 p.m. to 3:30 p.m. Central Time

Hybrid Meeting

MRO Offices, St. Paul, MN, and Webex



**MIDWEST
RELIABILITY
ORGANIZATION**

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VIDEO AND AUDIO RECORDING

Please note that Midwest Reliability Organization (MRO) may make a video and/or an audio recording of this Organization Group Oversight Committee meeting for the purposes of making this information available to board members, members, stakeholders and the general public who are unable to attend the meeting.

By attending this meeting, I grant MRO:

1. Permission to video and/or audio record the board meeting including me; and
2. The right to edit, use, and publish the video and/or audio recording.
3. I understand that neither I, nor my employer, has any right to be compensated in connection with the video and/or audio recording or the granting of this consent.



AGENDA

Agenda Item	Time
1. <u>Call to Order, Determination of Quorum</u> <i>JoAnn Thompson, OGOC Chair</i>	1:00 pm
2. <u>Standards of Conduct and Antitrust Guidelines</u> <i>Carolina Margaria, Assistant Corporate Secretary and Governance Administrator</i>	---
3. <u>Consent Agenda</u> <i>Carolina Margaria, Assistant Corporate Secretary and Governance Administrator</i>	---
4. <u>Compliance Monitoring and Enforcement Program Advisory Council Report</u> <i>William Steiner, Director of Compliance Monitoring</i> <i>Mark Flanary, Director of Risk Assessment and Mitigation</i> <i>Tasha Ward, Director of Enforcement and External Affairs</i>	1:05 pm
5. <u>Security Advisory Council Report</u> <i>Steen Fjalstad, Director of Security and SAC Liaison</i>	1:15 pm
6. <u>Reliability Advisory Council Report</u> <i>Bryan Clark, Director of Reliability Analysis and RAC Liaison</i>	1:25 pm
7. <u>Agenda for Annual Risk Meeting</u> <i>Richard Burt, Senior Vice President and Chief Operating Officer</i>	1:35 pm
8. <u>OGOC Charter</u> <i>Julie Peterson, Vice President, General Counsel & Corporate Secretary</i>	1:45 pm
9. <u>Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups</u> <i>Julie Peterson, Vice President, General Counsel & Corporate Secretary</i>	1:50 pm
10. <u>Quarterly Report on NERC Organizational Groups (Written Report)</u> <i>Richard Burt, Senior Vice President and Chief Operating Officer</i>	---
11. <u>Organizational Group Membership Openings (Written Report)</u> <i>Carolina Margaria, Assistant Corporate Secretary and Governance Administrator</i>	---
BREAK	1:55 pm
Executive Session	
12. <u>Risk Roundtable: Energy Reliability Planning</u> <i>JoAnn Thompson, OGOC Chair</i> <i>Bryan Clark, Director of Reliability Analysis</i>	2:05 pm
13. <u>Other Business and Adjourn</u> <i>JoAnn Thompson, OGOC Chair</i>	3:25 pm

Call to Order and Determination of Quorum
JoAnn Thompson, OGOC Chair

A current roster for the MRO Board Organizational Group Oversight Committee is posted on MRO's public website [here](#).

The board will follow these guiding principles during the conduct of its work:

Highly effective and reliable board members:

1. Support the MRO mission and its values, and understand the role of the board.
2. Exercise their fiduciary duty of care by preparing for, attending, and participating in board and assigned committee meetings. Absent compelling and stated reasons, directors should be present at meetings.
3. Are objective decision makers and avoid participation in board issues that are self-serving or may be perceived as a conflict of interest.
4. Read the materials before board meetings and come prepared with questions.
5. Advocate why MRO is important and why it needs our support.
6. Take leadership roles by chairing a committee and knowing what the committee's responsibilities are, and initiate, as necessary.
7. Respect the different roles of staff and the board.
8. Collaborate and cooperate with other board members.

Standards of Conduct and Antitrust Guidelines

Carolina Margaria, Assistant Corporate Secretary and Governance Administrator

Standards of Conduct Reminder:

Standards of Conduct prohibit MRO staff, committee, subcommittee, and task force members from sharing non-public transmission sensitive information with anyone who is either an affiliate merchant or could be a conduit of information to an affiliate merchant.

Antitrust Reminder:

Participants in Midwest Reliability Organization meeting activities must refrain from the following when acting in their capacity as participants in Midwest Reliability Organization activities (i.e., meetings, conference calls, and informal discussions):

- Discussions involving pricing information; and
- Discussions of a participants marketing strategies; and
- Discussions regarding how customers and geographical areas are to be divided among competitors; and
- Discussions concerning the exclusion of competitors from markets; and
- Discussions concerning boycotting or group refusals to deal with competitors, vendors, or suppliers.

Consent Agenda

Carolina Margaria, Assistant Corporate Secretary and Governance Administrator

Action

Review and approve the consent agenda.

Report

The consent agenda includes draft minutes for the June 14, 2023 OGOC meeting, which are available for review on MRO's website, [here](#). Please provide any comments or edits to carolina.margaria@mro.net.

Compliance Monitoring and Enforcement Program Advisory Council Report

William Steiner, Director of Compliance Monitoring

Mark Flanary, Director of Risk Assessment and Mitigation

Tasha Ward, Director of Enforcement and External Affairs

Actions

- Approve CMEPAC Charter
- Approve NSRF Charter
- Approve the recommendation for members on the CMEPAC and the MRO-sponsored representative to the NERC Project Management and Oversight Subcommittee (PMOS)

Report

The CMEPAC met for its third quarter meeting on August 8, 2023, in person and via Webex. The full meeting agenda can be found on MRO's public website, [here](#).

Areas of Focus

1. Mark Tiemeier, MRO Principal Technical Advisor, presented the Regional Risk Assessment and provided an update on this year's efforts.
2. MRO staff and CMEPAC members provided an update on three initiatives:
 - a. the Requirement Specific Request for Information (RFI) Project,
 - b. Assessment of Regional Risk Assessment and Reliability Standard coverage, and
 - c. Risk-prioritized outreach prior to Reliability Standard enforcement date.
3. The 2023 Work Plan was reviewed and updated.
4. Provided an overview of topics and attendee feedback from 2023 Hybrid CMEP Conference.
5. EOP-012-1, R2 Readiness Assessment Webinar on September 21, 2023 at 10:00 a.m. Central

Accomplishments

- 1.
2. Conducted the annual review and approval of CMEPAC and NSRF charters.
3. Revised work plan and sources to reflect MRO's strategic plan.
4. Successfully hosted the 2023 Hybrid CMEP Conference, with over 350 in-person and virtual attendees from across the ERO. The feedback on the conference was very positive.

Challenges

1. Identify and execute focused outreach based on the feedback we receive and determine the most effective way to distribute it
2. Ability to create high quality guidance prior to the effective date of a new NERC Reliability Standard. Continue to look for opportunities for industry and MRO to partner in creating guidance.
3. The ERO Enterprise and industry continue to strive for a common understanding of risks to the BES, internal controls, the assessment process of internal controls, and their appropriate impact on monitoring activities and plan.
4. Determining a meeting schedule that allows for cross-collaboration between the councils and travel availability of council members.

Nominations for the CMEPAC

MRO OGOC Meeting Agenda – September 13, 2023

MRO staff received two nominations for the one open seat on the CMEPAC. The nominees represented companies across MRO in the Cooperative Industry Sector. Both candidates are experienced in compliance program implementation. One candidate has experience with power systems operations and NERC Reliability Standards processes. [Details regarding all nominees are available for reference.](#)

After reviewing each nominee's experience and expertise, the MRO CMEPAC recommends OGOC approval of the following nominees for the seats and associated term ends as outlined in *Table 1: CMEP Advisory Council Membership Nominees & Recommendations*. Approval of these nominees will result in a full CMEPAC roster for 2023 as shown in *Table 2: 2023 Proposed CMEP Advisory Council Roster*.

Table 1: CMEP Advisory Council Membership Nominees & Recommendations

Name	Company	Sector	Term End
Ellen Watkins	Sunflower Electric Power Corporation	Cooperative	12/31/2025

Table 2: 2023 Proposed CMEP Advisory Council Roster

Member	Company	Sector	Term
Terri Pyle	Oklahoma Gas and Electric	IOU	12/31/2023
Tiffany Lake	Evergy, Inc.	IOU	12/31/2023
Ashley Stringer	Oklahoma Gas and Electric	IOU	12/31/2023
Bryan Dixon	Xcel Energy	IOU	12/31/2024
Carl Stelly	Southwest Power Pool, Inc.	TSO	12/31/2024
Eric Ruskamp	Lincoln Electric System	MU	12/31/2023
Alison Archer	MISO	TSO	12/31/2025
Kevin Lyons	Central Iowa Power Cooperative	COOP	12/31/2024
Larry Heckert	Alliant Energy	IOU	12/31/2024
Ellen Watkins	Sunflower Electric Power Corporation	COOP	12/31/2025
Mark Buchholz	Western Area Power Administration	FPMA	12/31/2025
Matt Caves	Western Farmers Electric Cooperative	COOP	12/31/2025
Troy Brumfield	American Transmission Company	TSO	12/31/2025
Theresa Allard	Minnkota Power Cooperative	COOP	12/31/2023
Nazra Gladu	Manitoba Hydro	CU	12/31/2024

Project Management and Oversight Subcommittee (PMOS)

The PMOS is focused on monitoring Standards Development projects and reporting to the NERC Standards Committee (SC). This subcommittee assigns at least one PMOS member, as a liaison, to each active Reliability Standard under development project. Each PMOS Liaison works cooperatively with the project's NERC standards developer to help ensure schedules are achieved, to identify and assist in any drafting team process issues, and to ensure all drafting team members regularly attend meetings/calls and actively participate. [Details regarding all nominees are available for reference.](#)

Nominee	Company	Sector	Term End
Terri Pyle	Oklahoma Gas and Electric	IOU	12/31/2024



MRO Compliance Monitoring and Enforcement Program Advisory Council Charter

1. Purpose

The MRO Compliance Monitoring and Enforcement Program Advisory Council (MRO CMEPAC) is a MRO Organizational Group that provides advice and counsel to MRO's Board of Directors (board), the board's Organizational Group Oversight Committee (OGOC), staff, members and registered entities on topics such as the development, retirement, and application of NERC Reliability Standards, risk assessment, compliance monitoring, and the enforcement of applicable standards. The MRO CMEPAC increases outreach and awareness in these key areas.

2. Membership

Pursuant to [Policy and Procedure 3 – Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representative on NERC Organizational Groups](#), membership on Councils is based on experience and expertise. No more than two members of the Council may be an employee of a single entity or affiliated entities. At least three sectors will be represented on the Council. To the extent practicable, membership will reflect geographic diversity and balanced sector representation. MRO staff will solicit volunteers from MRO Members.

Individuals with expertise and experience in the areas of power systems operations or planning, physical security or cybersecurity, NERC Reliability Standards processes, and/or implementation of compliance programs serve on the MRO CMEPAC.

The MRO CMEPAC is comprised of 15 members. All Advisory Council members will have a three year term. Nominations for open positions on the MRO CMEPAC will be submitted to the MRO CMEPAC for review. The MRO CMEPAC, with input from MRO staff, will recommend the candidate(s) best suited for the open position(s) based on experience, expertise and geographic diversity to the board's OGOC, which will appoint the members of the MRO CMEPAC.

The MRO CMEPAC will annually elect its chair and vice chair pursuant to the process and terms outlined in Policy and Procedure 3

3. Key Objectives and Responsibilities

Key objectives and responsibilities of the MRO CMEPAC include:

- Annually develop a work plan in coordination with MRO staff to support the MRO Strategic Plan and Metrics for approval by the OGOC and report performance progress.
- Serve as subject matter experts for MRO registered entities, members, other organizational groups, staff, as well as the board and its committees. This responsibility includes acting as the stakeholder peer group during a facts and circumstances conference with a registered entity related to contested violation(s), penalty, or Mitigation Plan(s), consistent with NERC Rules of Procedure and the CMEP.

Approved by the MRO OGOC: ~~September 13~~^{June 22}, 202~~32~~³², Effective by January 1, 202~~43~~⁴³



- Maintain awareness of work by industry, NERC, and other Regional Entity organizational groups to avoid or minimize duplicative efforts, and to partner and coordinate where appropriate.
- Recommend the establishment of subgroups to support the CMEPAC work plan as appropriate. Oversee and provide direction to any subgroups.
- Propose new, modifications to, or the retirement of, regional or continent-wide Reliability Standards based on risk.
- Maintain the Midwest Reliability Organization Regional Reliability Standards Process Manual, and serve the roles noted for the Compliance and Standards Committees in the manual.
- Review and provide comments on the MRO Annual CMEP Implementation Plan as presented by MRO staff.
- Provide feedback to MRO staff on CMEP activities.
- Conduct outreach and awareness to promote compliance:
 - Provide non-binding MRO Standard Application Guides (SAGs) to assist stakeholders in understanding NERC Reliability Standards and approaches to meet requirements.
 - Consider noncompliance data provided by MRO staff to determine if there are opportunities for additional outreach and awareness.
 - Facilitate and lead the design of the Annual MRO CMEP Workshop by identifying topics and speakers. Present at the workshop as appropriate.
 - Support Midwest Reliability Matters by suggesting topics and/or writing articles.
 - Share best practices and other pertinent information.
 - Develop a Highly Effective Reliability Organization (HERO) outreach effort to help registered entities assess and improve their own reliability and compliance practices, as well as distill and communicate lessons learned from issues of non-compliance.
- Recommend individuals to represent MRO as representatives on NERC organizational groups to the OGOC.
- Provide guidance and communicate expectations to MRO NERC representatives, receive reports from the MRO NERC representatives, and disseminate the information as directed by the OGOC.
- Support the applicable NERC program areas.
- Annually review the charter and propose changes as needed to the OGOC.

4. Meetings

The MRO CMEPAC will meet quarterly or as necessary, in person or via conference call and/or web meeting.

All MRO Council chairs and vice chairs will meet with the OGOC the day before the fourth quarter regularly scheduled board meeting to review the Council's accomplishments during the past year and to develop work plans for the following year.

Meetings of the MRO CMEPAC are open to public attendance; however, the meeting may be called into closed session by the chair or vice chair. Additional meeting requirements related to agendas and minutes, voting and proxy, and rules of conduct are outlined in MRO [Policy and Procedure 3 – Establishment, Responsibilities, and Procedures of Organizational Groups](#) and MRO [Representation on NERC Organizational Groups](#).

Approved by the MRO OGOC: ~~September 13~~^{June 22}, 202~~32~~³², Effective by January 1, 202~~43~~⁴³



5. Costs

Meeting costs incurred by MRO CMEPAC members are reimbursable by MRO according to [Policy and Procedure 2–Expense Reimbursement](#).

6. Reporting Requirements

The chair or vice chair of the MRO CMEPAC will provide a report to the OGOC during the fourth quarter meeting of the OGOC reviewing past accomplishments and highlighting work for the coming year. During the other quarterly meetings of the OGOC, the chair, vice chair, or other designee of the MRO CMEPAC will provide a written or oral report to the OGOC.

Approved by the MRO OGOC: ~~September 13~~~~June 22~~, 202~~32~~, Effective by January 1, 202~~43~~



MRO NERC Standards Review Forum Charter

January 1, 2023

2.1. Purpose

The MRO NERC Standards Review Forum (NSRF) is a MRO Compliance Monitoring and Enforcement Program Advisory Council (CMEPAC) subgroup that provides a venue for reviewing and providing NSRF agreed upon comments to NERC Standards Drafting Teams during the NERC Reliability Standards development process and to NERC on other draft policies or processes as directed by the MRO CMEPAC.

3.2. Membership

Pursuant to MRO's [Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups](#) (MRO Policy and Procedure 3), the CMEPAC shall recommend NSRF members based upon experience, expertise and geographic diversity to the board's Organizational Group Oversight Committee (OGOC) for approval. There will be up to twenty-one NSRF members with three seats reserved for each sector. Seats may not be filled from outside the sector designated for a given seat. The NSRF will recommend members to the CMEPAC. Each sector shall have one vote regarding standards. For all other voting matters before the NSRF, each NSRF member shall have one vote. Submissions to NERC from the NSRF should represent the best interest for all MRO members.

The NSRF will annually elect its chair and vice chair pursuant to the process and terms listed in Policy and Procedure 3.

4.3. Key Objectives and Responsibilities

Key objectives and responsibilities of the NSRF include:

- Provide a forum for discussion and regional collaboration of comments to be submitted during the development of NERC Standards including: Standards Authorization Requests (SARs); proposed, new, or modified NERC Reliability Standards; Interpretations of existing NERC Reliability Standards; and other draft policies and procedures, etc.
- Identify a point of contact for each NERC project to leverage their technical knowledge during the commenting period of NERC Reliability Standards under development. To satisfy NSRF forum participants, if the NSRF does not have a consensus concerning a comment, the comment will be written again, or dropped completely. (Please note that any person or group may independently submit a comment form for any NERC Reliability Standard under development.)
- Establish a forum for discussion and collaboration on the development of voting recommendations for NERC ballots.
- Include MRO members with relevant experience in the electric utility industry.
- Hold weekly NSRF calls that are open to all stakeholders regardless of their geographic location.
- Work in conjunction with MRO to solicit volunteers from the stakeholder community to serve as participants on subject matter expert teams.

Approved by the MRO OGOC: *September 13, 2023~~2~~, Effective by January 1, 2024*



5.4. Meetings

The NSRF will meet weekly or as necessary, typically via conference call or web meeting. Meetings of the NSRF are open to public attendance. One-third of the members of NSRF will constitute a quorum. A quorum is not required for a general discussion amongst NSRF Members and participants during meetings. The chair or vice chair will preside over the NSRF meeting and determine whether there is a consensus among the participants to file comments and ballot recommendation on behalf of the NSRF. Any NSRF member may make a motion to object to filing comments, which shall carry if approved by a simple majority of NSRF sectors. Additional meeting requirements related to the rules of conduct can be located in MRO Policy and Procedure 3.

The chair, vice chair, or meeting secretary of the NSRF will forward draft meeting minutes to the NSRF members and observers, summarizing the conference call highlights, including comment forms and voting recommendations.

6.5. Reporting Requirements

The NSRF chair or vice chair will provide a written and/or oral report quarterly describing the activities and actions of the NSRF to the CMEPAC. Annually, the NSRF shall perform a review of this charter and recommend any changes to it to the CMEPAC for approval by the OGOC. The CMEPAC shall provide a summary report, including a statement of its conclusions, to the MRO Board of Directors at the annual meeting.

Approved by the MRO OGOC: September 13, 2023, Effective by January 1, 2024

Security Advisory Council Report
Steen Fjalstad, Director of Security

Action

- Approve SAC Charter
- Approve SACTF Charter

Report

The Security Advisory Council (SAC) met for its third quarter meeting on August 8, 2023, in person and via Webex. The full meeting agenda can be found on MRO's public website, [here](#).

Areas of Focus

1. 2023 work plan reviewed with various action items discussed and updated accordingly – selected highlights include:
 - a. Planning and preparing for the 10th annual 2023 MRO Security Conference and Technical Training scheduled for September 26-28, 2023. An in-person threat briefing and SACTF threat briefing will occur on the 28th.
 - b. Discussed the round table discussion of the Regional Security Risk Assessment (RSRA) results, which was hosted by MRO for security professionals from member entities, and was divided into groups focusing on Physical Security, Cybersecurity, and Operational Security.
 - c. Identifying two SAC members to support MRO performing risk ranking of items on the Regional Risk Assessment (RRA) heat map.
 - d. Identifying webinars and soliciting webinar ideas from members and entities throughout 2023.
 - e. Conducting roundtables on high priority security topics throughout 2023.
 - f. Establishing connections with various agencies and inviting them to provide briefings at SAC meetings.
2. The MRO Security Advisory Council Threat Forum (SACTF) will continue supporting the weekly Threat Call and establish approaches to enhance the exchange, discussion, and collaboration on threat information.

Accomplishments

1. The SAC has held one webinar, has scheduled another, and a third is under discussion:
 - Network Exposure Analysis: June 9, 2023, 10:00 a.m. – 11:00 a.m.
 - IT/OT Convergence: August 29, 2023, 10:00 a.m. – 11:00 a.m.
 - One additional webinar is under discussion, with a tentative date of October 2023.
2. On July 10, 2023, MRO and the SAC hosted a threat briefing with a well-known intelligence firm that provided an expert level analysis of the high risks facing the electric grid.
3. On July 12, 2023, members of the SAC facilitated a closed working session hosted by MRO to discuss the Regional Security Risk Assessment (RSRA). Registration requests were evaluated using the same guidelines as the weekly SACTF threat call. The intention was to provide a forum for security professionals in the MRO region to discuss the risks identified in the areas of cyber, physical, and operational security and determine whether these professionals agreed with the threats and rankings identified. 53 individuals participated in the session.

4. The SACTF continues to provide updates with the TLP: GREEN SACTF Open Source Information Sharing Document. This document provides a summary of open source information identified on the call and is provided to individuals who have been approved to participate in the SACTF Threat Call. The SACTF held 14 Threat Calls between May 3, 2023, and August 31, 2023.
5. In July 2023, MRO worked with SACTF members to initiate a restructured threat call. MRO staff requested that all individuals confirm that they wished to remain registered; the new access information was provided only to those who confirmed registration and those reapproved for registration. There are currently 179 approved registrants. Between May 3, 2023, and July 26, 2023, an average of 68 individuals from an average of 34 unique companies attended the calls, which lasted on average 29 minutes. Individuals interested in joining the call should submit a request [here](#).

Challenges

1. The SAC and SACTF continue to discuss methods of improving communication of security issues and vulnerabilities with the region, as well as how to address the concerns of entities about disclosing vulnerability information.
2. Multiple threats and key risks compete for the limited time of the SAC and SACTF – continuing to prioritize work is important to the continued success of both.



MRO Security Advisory Council Charter

I. Purpose

The MRO Security Advisory Council (SAC) is an MRO Organizational Group that provides advice and counsel to MRO's Board of Directors (board), the board's Organizational Group Oversight Committee (OGOC), staff, members and registered entities on cybersecurity, physical security, and control system security. The MRO SAC increases outreach and awareness in these key areas.

II. Membership

Pursuant to [Policy and Procedure 3 - Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representative on NERC Organizational Groups](#), membership on councils is based on experience and expertise. No more than two members of the MRO SAC may be an employee of a single entity or affiliated entities. At least three sectors will be represented on the MRO SAC. To the extent practicable, membership will reflect geographic diversity and balanced sector representation. MRO staff will solicit volunteers from MRO members.

Individuals with expertise and experience in the areas of cybersecurity, physical security, and control system security serve on the MRO SAC.

The MRO SAC is comprised of 15 members. Nominations for open positions on the MRO SAC will be submitted to the MRO SAC for review. The MRO SAC, with input from MRO staff, will recommend the candidate(s) best suited for open position(s) based on experience, expertise, geographic, and sector representation diversity to the board's OGOC, which will appoint the members of the MRO SAC.

The MRO SAC will annually elect its chair and vice chair pursuant to the process and terms outlined in Policy and Procedure 3.

III. Key Objectives and Responsibilities

Key objectives and responsibilities of the MRO SAC include:

- Annually develop a work plan in coordination with MRO staff to support the MRO Strategic Plan and Metrics for approval by the OGOC and report performance progress.
- Serve as subject matter experts for MRO registered entities, members, other organizational groups, staff, as well as the board and its committees.
- Support the development of the annual MRO Regional Risk Assessment by identifying risks, trends, and mitigating activities.
- Recommend the establishment of subgroups to support the SAC work plan as appropriate. Oversee and provide direction to any subgroups.
- Maintain awareness of efforts by industry, NERC and other Regional Entity organizational groups to avoid or minimize duplicative efforts and to partner and coordinate where appropriate.
- Conduct outreach and awareness to increase security and decrease risk to the reliable and secure operations of the bulk power system:

Approved by the MRO OGOC: September 13, 2023, Effective by January 1, 2024



- Strengthen relationship between MRO registered entities; E-ISAC, DHS, FBI, ICS-CERT, Fusion Centers and other similar agencies; trade associations and forums such as CEA, EPRI, EPSA, NATF, NAGF, NRECA, EEI, APPA and IEEE; and other U.S. or Canadian federal partners such as DOE, FERC and DoD, Public Safety Canada, RCMP, Canadian Cyber Incident Response Centre.
- Facilitate and lead the design of the Annual MRO SAC Conference(s) by identifying topics and speakers. Present at the workshop as appropriate.
- Support Midwest Reliability Matters by writing articles.
- Share best practices and other pertinent information via webinars.
- Create, consolidate and distribute highly relevant security information to region security contacts, primary compliance contacts, and others in the region as appropriate.
- Develop a Highly Effective Reliability Organization (HERO) outreach effort to help registered entities assess and improve their own security practices.
- Recommend individuals to represent MRO as representatives on NERC organizational groups to the OGOC.
- Provide guidance and communicate expectations to MRO NERC representatives, receive reports from MRO NERC representatives, and disseminate the information as directed by the board's OGOC.
- Support the applicable NERC program areas.
- Annually review the charter and propose changes as needed to the OGOC
- The SAC will provide strategic support and guidance to the SACTF, review the SACTF Work Plan and Charter, and collaborate in an effort to ensure cohesion and mitigate duplicate efforts with SAC

IV. Meetings

The MRO SAC will meet quarterly or as necessary, in person or via conference call and/or web meeting.

All MRO council chairs and vice chairs will meet with the OGOC the day before the fourth quarter regularly scheduled board meeting to review the council's accomplishments during the past year and to develop work plans for the following year.

Meetings of the MRO SAC are open to public attendance; however, the meeting may be called into closed session by the chair or vice chair. Additional meeting requirements related to agendas and minutes, voting and proxy, and rules of conduct are outlined in MRO Policy and Procedure 3.

V. Costs

Meeting costs incurred by MRO SAC members are reimbursable by MRO according to MRO [Policy and Procedure 2–Expense Reimbursement](#).

VI. Reporting Requirements

The chair or vice chair of the MRO SAC will provide an oral report to the OGOC regarding the council's work as well as any emerging issues during the annual scheduled in person meeting. During the other quarterly meetings, the chair or vice chair of the MRO SAC will provide a written report to the OGOC. The

Approved by the MRO OGOC: September 13, 2023, Effective by January 1, 2024



chair or vice chair of the MRO SAC will provide a report to the OGOC during the fourth quarter meeting of the OGOC reviewing past accomplishments and highlighting work for the coming year.

Approved by the MRO OGOC: September 13, 2023, Effective by January 1, 2024



MRO Security Advisory Council Threat Forum Charter

I. Purpose

The MRO Security Advisory Council Threat Forum (SACTF) is an MRO organizational group that addresses regional risks by facilitating the sharing of threat information pertaining to cyber, physical, and operational security, arising from government or industry sources.

II. Membership

Pursuant to MRO's [Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Representation on NERC Committees](#) (MRO Policy and Procedure 3), the SACTF shall recommend members to the Security Advisory Council (SAC) based upon experience, expertise, and geographic diversity to the board's Organizational Group Oversight Committee (OGOC) for approval. There will be up to five SACTF members.

The SACTF will annually elect its chair and vice chair pursuant to the process and terms outlined in Policy and Procedure 3. The SACTF Chair or Vice Chair will be a SAC member.

III. Key Objectives and Responsibilities

- Establish and support regional forums for the exchange, discussion, and collaboration on threat information.
- Identify and develop key contacts and sources from MRO members and government to leverage their security knowledge within the regional forums.
- Host a weekly threat call in accordance with the MRO SAC Threat Call Guidelines.
- Work in conjunction with MRO and the SAC to develop training on security threats to the industry.
- Support the efforts of the SAC to conduct outreach and awareness to increase security and decrease risk to the reliable and secure operations of the bulk power system as requested.

IV. Meetings

The SACTF will meet as necessary, typically via conference call or web meeting. Meetings of the SACTF are only open to individuals approved pursuant to the MRO SAC Threat Forum Guidelines. Additional meeting requirements related to the rules of conduct can be located in MRO Policy and Procedure 3. The chair, vice chair, or meeting secretary of the SACTF will compile meeting minutes, which include when a meeting took place, the duration of the meeting, the number of attendees, and a general overview of the meeting but no confidential security information. SACTF meetings are not recorded.

V. Costs

Meeting costs incurred by MRO CMEPAC members are reimbursable by MRO according to [Policy and Procedure 2—Expense Reimbursement](#).

Approved by the MRO OGOC: September 13, 2023, Effective by January 1, 2024



VI. Reporting Requirements

The SACTF chair or vice chair will provide a written and/or oral report quarterly describing the activities and actions of the SACTF to the SAC. Annually, the SACTF shall perform a review of this charter and recommend any changes to the SAC for approval by the OGOC. The SACTF shall also perform an annual review of the SAC Threat Forum Call Guidelines and recommend any changes to the SAC for approval. The SACTF shall provide an annual summary report to the SAC for the SAC's fourth quarter meeting.

Approved by the MRO OGOC: September 13, 2023, Effective by January 1, 2024

Reliability Advisory Council Report
Bryan Clark, Director of Reliability Analysis

Action

Discussion

Report

The MRO Reliability Advisory Council (RAC) met for its third quarter meeting on August 10, 2023, in person and online. The full meeting agenda packet can be found on MRO's public website, [here](#).

Areas of Focus

1. 2023 Work Plan reviewed with various action items updated accordingly.
2. Cold Weather Preparedness Workshop is scheduled for October 26, 2023.
3. Newsletter article on increasing demand and energy projections.

Accomplishments

1. [Reliability Perspectives on the Adoption of IEEE 1547-2018](#) newsletter article was published on June 12, 2023.
2. [A Recap of MRO's 2023 Hybrid Reliability Conference](#) newsletter article was published on July 3, 2023.
3. Reviewed a significant Bulk Electric System Event in the MRO Region.
4. Met with the four MRO Planning Coordinators on July 6, 2023, to review preliminary findings from the Long-Term Reliability Assessment.

Challenges

1. Increased Inverter-Based Resources (IBR) across the grid and their impacts to system protection, such as modeling and injection characteristics during fault conditions.
2. Energy reliability with the changing resource mix.
3. Implementation of FERC Order 881.
4. The RAC currently has one open seat with a term ending 12/31/2024.

Agenda for Annual Risk Meeting

Richard Burt, Senior Vice President and Chief Operating Officer

Action

Discussion

Report

The fourth quarter OGOC meeting, scheduled for December 13, 2023, will be focused on reviewing the 2023 accomplishments of MRO's organizational groups and providing strategic direction for 2024 activities, with a focus on risks to reliability and security. The chair and vice chair of each of MRO's three advisory councils (CMEP, Reliability, and Security), accompanied by key MRO staff, will join the OGOC at this meeting for an interactive risk-based discussion and an opportunity to provide direct feedback to these organizational groups on their proposed 2024 work plans.

For the OGOC's consideration, the following pages show a draft 2023 Q4 annual risk meeting agenda.

DRAFT AGENDA FOR 2023 Q4 ANNUAL RISK MEETING (12/13/2023)

Agenda Item	
1. Call to Order and Determination of Quorum <i>JoAnn Thompson, OGOC Chair</i>	5 minutes
2. Standards of Conduct and Antitrust Guidelines <i>Carolina Margaria, Assistant Corporate Secretary and Senior Counsel</i>	
3. Consent Agenda <i>Carolina Margaria, Assistant Corporate Secretary and Governance Administrator</i>	
4. Annual Review of Organizational Group Accomplishments <i>Tiffany Lake, CMEPAC Vice Chair</i> <i>Gayle Nansel, RAC Vice Chair</i> <i>Brett Lawler, SAC Vice Chair</i> a. CMEP Advisory Council <ul style="list-style-type: none"> i. NERC Standards Review Forum ii. Subject Matter Expert Teams b. Reliability Advisory Council <ul style="list-style-type: none"> i. Protective Relay Subgroup c. Security Advisory Council <ul style="list-style-type: none"> i. Security Threat Forum 	30 minutes
5. 2024 Regional Risk Assessment Results <i>Lee Felter, Principal Security Engineer</i> <i>Mark Tiemeier, Principal Technical Advisor</i>	90 minutes
Break	15 minutes
6. Breakout Sessions to Discuss 2024 Areas of Focus for Organizational Groups <i>Richard Burt, Senior Vice President and Chief Operating Officer</i>	45 minutes
7. Breakout Session Reports <i>Breakout Session Leaders</i>	15 minutes
8. Review Proposed 2024 Advisory Council Work Plans <i>Terri Pyle, CMEPAC Chair</i> <i>Dick Pursley, RAC Chair</i> <i>Ian Anderson, SAC Chair</i>	30 minutes
Lunch Break	60 minutes
9. Breakout Sessions to Refine and Prioritize 2024 Advisory Council Work Plans <i>Richard Burt, Senior Vice President and Chief Operating Officer</i>	60 minutes
10. Breakout Session Reports <i>Breakout Session Leaders</i>	15 minutes
11. Summary and Next Steps	15 minutes

Agenda Item

Richard Burt, Senior Vice President and Chief Operating Officer

12. Other Business and Adjourn

JoAnn Thompson, OGOC Chair

OGOC Charter

Julie Peterson, Vice President General Counsel and Corporate Secretary

Action

Recommend proposed revisions to the OGOC charter to the Governance and Personnel Committee

Report

This is an annual review of the [OGOC charter](#). Staff has reviewed and proposed changes as redlined. I will walk through the proposed changes during the OGOC meeting. The changes being proposed are primarily for housekeeping, clarity, and streamlining.

The most substantive change to the charter is the removal of OGOC member terms. Up to this point, all board committees have had two year terms, which often do not align with board members' three year-terms. This typically leads to board committee membership having to be reviewed annually, rather than at the end of the members' two year term. This change is also being brought forth to all other board committees.

The MRO Board will continue its practice of approving all board committee assignments at the fourth quarter meetings.



Organizational Group Oversight Committee Charter

I. Organization

Pursuant to the authority granted in Article 8 of the [Bylaws of the Midwest Reliability Organization \(Bylaws\)](#), there shall be a committee of the Midwest Reliability Organization (MRO or Company) Board of Directors (board) known as the Organizational Group Oversight Committee (OGOC or Committee). This charter reflects the authority delegated by the board to the OGOC and shall govern the OGOC with regard to its duties and responsibilities.

II. Purpose

The purpose of the OGOC is to fulfill the board's responsibilities provided in Article 8 of the MRO Bylaws.

III. Responsibilities

The OGOC shall have ~~all of~~ the authority necessary to fulfill the board's responsibilities provided in Article 8 of the MRO Bylaws, including the following responsibilities and duties:

A. Establishment of Organizational Groups.

1. The OGOC shall have the ability to establish and abolish organizational groups, consisting of committees, sub-committees, councils, sub-councils, task forces, and working groups of Members to accomplish the purposes of MRO in an efficient and cost-effective manner.
2. To ensure the organizational groups are efficient and cost-effective the OGOC shall endeavor to:
 - a. avoid establishing organizational groups that duplicate work being done by existing ERO Enterprise organizational groups, as well as those of industry and/or trade associations; and
 - b. periodically review the efficiency and cost effectiveness of the organizational groups.

B. Establishment of Policies and Procedures Governing Organizational Groups.

1. The OGOC shall establish policies and procedures governing organizational groups that address:
 - a. membership of the organization group, which shall be determined based on experience, expertise and ~~-geographically~~ diversity, and to the extent practicable shall include ~~d~~ balanced representation of the Industry Sectors;
 - b. the size of the organizational group and how the organizational group will be populated;
 - c. how voting and related matters are conducted;
 - d. how organization groups may be reorganized;
 - e. how the leadership of the organizational group will be determined; and
 - f. the reimbursement of members of organizational groups for reasonable travel, meal, and lodging expenses for organizational group meetings or representation of MRO at other meetings authorized by the OGOC.

C. Oversight and Interaction with Organizational Groups.

1. The OGOC shall consider documents such as the ERO Enterprise Long Term Strategy, ERO assessments, the MRO Regional Risk Assessment, system event reports and event trending in the MRO region. The OGOC shall also consider the work of NERC's Reliability Issues Steering



Committee and consult with MRO staff in establishing organizational groups and providing guidance on how this work can further MRO's vision, mission, and initiatives.

2. The OGOC will ensure that the organizational groups produce deliverables for the ERO, the MRO region, and/or industry that positively impact the reliability, security and/or resilience of the bulk power system as measured by metrics described in the MRO and/or the ERO, or regional metrics established by the OGOC.
3. The OGOC will periodically meet with the leadership of the organizational groups to provide direction on the organizational groups' work plans and to discuss the organizational groups' work and how it fulfills the vision, mission, and initiatives of MRO, as well as to discuss any challenges faced by the organizational group and how those challenges might be resolved.

D. Designation and Oversight of MRO Sponsored NERC Representatives

1. The OGOC is responsible for designating the individuals from MRO Members to represent MRO on NERC organizational groups. In selecting individuals, the OGOC will consider experience and expertise and, to the extent practicable, select a geographically diverse and industry sector balanced group of individuals;
2. The OGOC shall establish policies and procedures governing individuals representing MRO at NERC.
3. The OGOC will ensure that direction is provided to MRO Sponsored NERC representatives, so their participation is consistent with addressing regional reliability and security concerns in an effective and efficient manner.

E. Reporting to the Board

1. The OGOC shall provide the board a report at its regular meetings highlighting the work of the organizational groups and their contributions to the reliable and secure operations of the bulk power system in the MRO region and solicit board input on existing work, as well as identifying reliability and security issues that merit addressing. Periodically, the OGOC will provide the board with a report on the efficiency and effectiveness of MRO's organizational groups.

IV. Membership

The OGOC shall be comprised of up to eleven members of the board, at least a majority of which shall be comprised of Industry Sector and Regional Directors. The OGOC shall be sector balanced so that no two Industry Sectors could control the vote of the OGOC. No members of the OGOC may be an officer or employee of the Company, and shall be independent of the management of the Company and free of any relationship that, in the opinion of the board, would interfere with the exercise of independent judgment as an OGOC member.

The members of the OGOC shall be recommended by the chair of the board, and approved by the board. ~~to serve a term of up to two years with terms beginning at the start of the following calendar year.~~ A vice chair for the OGOC shall be recommended by the OGOC chair and approved by the OGOC. ~~Terms of members shall be staggered so that the terms of all members do not expire in the same year.~~ If a member of the OGOC resigns ~~before the end of his or her term~~, a replacement will be appointed by the chair of the board for the duration of the term.



V. Meetings

The OGOC shall meet annually, or more frequently as appropriate or necessary. The chair of the board, the chair of the OGOC, or a simple majority of the OGOC members may call meetings of the OGOC. The chair of the OGOC shall prepare or approve an agenda in advance of each meeting. The President and CEO, or designee, shall be invited to all OGOC meetings. Other management officials and counsel to the board may be invited, as necessary. With the exception of MRO Board members~~directors~~, the OGOC chair may excuse any non-OGOC members from attendance at any meeting or portion of any meeting.

A quorum shall exist when a simple majority of the members of the Committee are present. The OGOC may take action with a simple majority of the OGOC members present in a quorum, or by unanimous written consent.

Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups
Julie Peterson, Vice President General Counsel and Corporate Secretary

Action

Recommend proposed revisions of Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups (PP3) to the GPC.

Report

This is an annual review of Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups (PP3). Staff has reviewed and proposed changes as redlined in the meeting materials.

I will walk through the proposed changes during the OGOC meeting, but some highlights are provided below:

- MRO Organizational Group Guiding Principles incorporated into PP3 as Member Responsibilities, with language allowing for the removal of members that do not meet these responsibilities.
- Language added to the Membership (section H) to reflect the OGOC diversity initiative.
- The term limit around MRO Sponsored Representatives on NERC Organizational Groups was removed to match the practice at both the council and organizational groups of no term limits.



Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups

1. Objective

The objective of this policy and procedure is to establish the procedures governing MRO organizational groups, as well as the responsibilities of individuals representing MRO on NERC organizational groups.

2. Policy

This policy and procedure is established pursuant to Section 8.1 of the MRO Bylaws. It establishes the procedures applicable to MRO organizational groups except as may otherwise be noted in the charter for the organizational group.

3. Establishment of Organizational Groups

The Organizational Group Oversight Committee of the MRO Board (OGOC) is responsible for establishing and dissolving organizational groups. Existing organizational groups that report to the OGOC include the Compliance Monitoring and Enforcement Program Advisory Council, the Reliability Advisory Council, and the Security Advisory Council. From time to time, these councils may recommend that the OGOC approve the establishment of subgroups to support the council's work plan and serve under the direction of the council.

4. MRO Organizational Group Responsibilities and Procedures

A. Member Responsibilities

Organizational Group members shall:

- Regularly attend meetings of the group(s) on which the member serves.
- Competently prepare for, and be an active participant in, the meetings for the group(s) on which the member serves.
- Collaborate with other organizational group members in support of the mission, vision, and strategic initiatives of MRO.
- Support the Highly Effective Reliability Organization (HERO™) principles.

Members who do not meet these responsibilities are subject to removal from the organizational group by the OGOC.

A.B. Charter

Each MRO organizational group shall have a charter describing its purpose and key objectives, as well as its membership and meeting and reporting requirements. The charters and rosters of each MRO organizational group are on MRO's website.



- ~~[Compliance Monitoring and Enforcement Program Advisory Council](#)~~
- ~~[Reliability Advisory Council](#)~~
- ~~[Security Advisory Council](#)~~

E.C. Quorum Requirements

A quorum shall consist of a majority of the current organizational group members unless otherwise provided in the organizational group's charter. A quorum is required to be present at the meeting, in person or electronically (telephone, webcast, or video), to conduct business. If a quorum is not present, the organizational group may continue to meet and have discussions; however, no actions may be taken. Organizational group members unable to attend a meeting may not designate a proxy or alternate.

F.D. Voting Requirements

- MRO organizational groups are not sector balanced policy-making groups with the exception of the NERC Standards Review Forum (NSRF). Therefore, significant substantive decisions, for example, work plans, the naming of individuals to organizational subgroups, or to represent MRO on NERC organizational groups, should be made as recommendations to the OGOC for its approval. Decisions on how to execute an approved work plan may be made by the organizational group. Administrative decisions such as the frequency of meetings, whether the meetings will be in-person or by electronic means, may be made by the organizational group. Recommendations require approval of a majority of those members present and casting a vote provided a quorum is present.
- Votes taken electronically will require a majority of the members to cast votes during the time period established for the vote.
- ~~Voting requirements for the NSRF are set out in its charter.~~

G.E. Conduct Requirements for Organizational Group Members and MRO Sponsored NERC Representatives

- Organizational group members and individuals serving as MRO sponsored representatives on NERC organizational groups must comply with Policy and Procedure 4: MRO ~~Antitrust and~~s Standards of Conduct, ~~Anti-Trust~~ Guidelines, and Policy and Procedure 5: Confidentiality, ~~the Guidelines for MRO Sponsored NERC Representatives,~~ as well as any applicable policies or guidelines established by MRO, the OGOC, or NERC.
- When voting and participating on any matter, organizational group members' actions must be consistent with the applicable charter, any direction from the OGOC, and in furtherance of MRO's Mission "To identify, prioritize, and assure effective and efficient mitigation of risks to the reliability and security of the North American bulk power system by promoting Highly Effective Reliability Organizations® (HEROs)." This does not prevent an organizational group member from expressing his or her industry sector's viewpoint, however, organizational group members should recuse from voting on any matter that directly affects his or her company.
- At NERC meetings, the MRO sponsored representative shall understand MRO's position on key matters prior to attending any NERC meetings.
 - For NERC Member Representative Committee and Board of Trustee matters, the MRO President and Chief Executive Officer and/or the chair of the MRO Board of Directors shall be consulted.
 - For other NERC organizational groups, the MRO staff member shall be contacted.



- Following NERC meetings, the MRO sponsored representative shall provide a brief written report to MRO staff and the appropriate designated Advisory Council, which includes the following:
 - Actions taken by the NERC body.
 - Any direction provided pursuant to paragraph c, above
 - Anticipated future actions by the NERC body.

H.F. Selection of Organizational Group Chair and Vice Chair

The chair and vice chair of an organizational group shall be selected by each respective organizational group.

H.G. Meetings

- An agenda shall be prepared in advance of all meetings.
- The chair shall preside at meetings and shall have the power to call meetings. The vice chair, or other designee, shall preside at meetings in the absence of the chair.
- Meetings may also be held at such times and places as determined by the organizational group.
- The chair shall call a meeting upon the request of three or more members of the organizational group within sixty (60) days of the request.
- ~~All~~ organizational group meetings shall be open to the MRO members and other interested persons except as may be necessary to discuss personnel issues, litigation or other confidential or sensitive matters as determined by the respective organizational group.

J.H. Membership

- Pursuant to the MRO Bylaws, ~~No~~ more than two members of an organizational group may be employees of a single registered entity or employees of registered entities that are affiliates, provided there are at least five members on the organizational group. If there are less than five members on the organizational group, no two members may be employees from a single registered entity or employees of registered entities that are affiliates.
- Organizational groups shall consist of three to twenty-one members appointed by the OGOC. Volunteers from MRO Members will be solicited to serve on the organizational groups except that an advisory council may form a subgroup consisting of its existing members. The advisory council will recommend new organizational group members for the advisory council and any sub organizational groups reporting to the advisory council.
- To ensure consistency in the process used by advisory councils to recommend individuals for MRO organizational groups or to represent MRO on NERC organizational groups, including the recommendation of chairs and vice chairs, the recommendation process shall:
 - utilize the member qualifications listed in the charters as the criteria for selection, in addition to the organizational group requirements and aspirations for the members as stated in the charters (e.g., sectors, entities and affiliates, geographic diversity, etc.); ~~and~~
 - ~~e~~Ensure that all nominees are provided comparable levels of opportunity ~~with regard to~~ regarding representing their nomination;
 - utilize a run-off voting process anytime a single candidate does not receive the majority of the votes cast. Run-off votes will continue until one candidate receives the majority of the votes, with each round of run-off voting eliminating the candidate (or candidates, if tied) with the least ~~amount~~ number of votes.



- The OGOC shall approve organizational group members based on their experience and expertise as recommended by the organizational group. At least three industry sectors will be represented on an organizational group. To the extent practicable, organizational groups will reflect geographical diversity and balanced sector representation.
-
- In their membership recommendations, organizational groups and the OGOC are encouraged, to the extent feasible, to strive for diversity, inclusion, equity and belonging and provide equal opportunities for membership in all the MRO organizational groups. In their operation, the organizational groups should demonstrate a commitment to an environment where all members feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias.

K.I. Terms

Organizational group members shall serve three-year, staggered terms. Upon the formation of an organizational group, one-third of the members will serve for one year, one-third shall serve for two years, and one-third shall serve for three years; thereafter all members shall serve three-year terms. Shorter terms may be established for sub-groups as appropriate given the subgroups' work.

The chair and vice chair of each organizational group shall serve a one-year term with no more than two consecutive terms. However, if there are no members on the organizational group willing to serve as chair or as vice chair, then those members who have served as chair or vice chair may continue to serve until such time as another member of the organizational group is willing to assume the responsibilities of chair or vice chair.

Notwithstanding the above, the OGOC in its sole discretion may remove any organizational group member, including the removal of a member from the chair or vice chair positions, or any MRO sponsored NERC representative, if the OGOC determines the volunteer is not currently or will not in the future be able to meet his or her responsibilities.

L.J. Conduct of Meetings

Meetings are conducted in accordance with Robert's Rules of Order (Modern Edition) unless specified otherwise herein, or within the charter of the organizational group. Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups governs if there is a conflict between it and Robert's Rules of Order. While minutes will be taken for all organizational group meetings, the level of detail of the minutes will vary given the organizational group's work.

M.K. Establishment of Subgroups

The organizational group will determine if there is a need for a subgroup to support the organizational group's work plan, and if so, the work to be done by the subgroup, the time period for the work of the subgroup, the number of members, and the requisite expertise and experience. The organizational group will recommend establishment of the subgroup and its members to the OGOC. The organizational group may authorize the subgroup to initiate its work prior to approval of the subgroup's charter and membership at the OGOC's next regularly scheduled meeting. The subgroup will follow ~~all of~~ all the procedures outlined for MRO organizational groups.



5. MRO Sponsored Representatives on NERC Organizational Groups

With input from MRO staff and/or MRO organizational groups, the OGOC determines to which NERC organizational groups MRO will sponsor representatives. MRO shall seek volunteers from MRO Members to be MRO sponsored NERC representatives on NERC organizational groups as identified by the OGOC. The appropriate advisory council will review the expertise and experience of the individuals who volunteered and recommend individuals to serve as MRO sponsored representatives on the NERC organizational group to the OGOC.

When voting and participating on any matter, individuals representing MRO on NERC organizational group members' actions should further MRO's Mission "To identify, prioritize and assure effective and efficient mitigation of risks to the reliability and security of the North American bulk power system by promoting Highly Effective Reliability Organizations™ (HEROs)."

These positions will serve a three-year term that begins January 1, irrespective of the election cycle of the NERC organization group. If the individual is approved for a term that begins at a time other than January 1, his or her term will end December 31 prior to the year in which a three-year term would end. All ~~Incumbents~~ will be eligible for reappointment ~~and generally able to serve up to three, three-year terms.~~

A list of MRO sponsored representatives on NERC Organizational Groups can be found on the [MRO website](#).

Any MRO sponsored representative on a NERC Organizational Group who is unable to attend a meeting shall contact MRO staff. MRO staff will arrange for a proxy or an alternate member to participate, including voting, consistent with NERC's applicable policies.

6. Reimbursement of Meeting Expenses

Members of MRO organizational groups, as well as MRO sponsored representatives who serve on NERC organizational groups, and proxies or alternates arranged by MRO staff, are entitled to reimbursement of his or her reasonable expenses incurred in conjunction with the work of the MRO or NERC organizational group. Reasonable expenses are reimbursed pursuant to Policy and Procedure 2: Expense Reimbursement. Preapproval for expenses to be incurred outside normal meeting expenses must be obtained from MRO.



Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups

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4. MRO Organizational Group Responsibilities and Procedures

A. Member Responsibilities

Organizational Group members shall:

- Regularly attend meetings of the group(s) on which the member serves.
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- Collaborate with other organizational group members in support of the mission, vision, and strategic initiatives of MRO.
- Support the Highly Effective Reliability Organization (HERO™) principles.

Members who do not meet these responsibilities are subject to removal from the organizational group by the OGOC.

B. Charter

Each MRO organizational group shall have a charter describing its purpose and key objectives, as well as its membership and meeting and reporting requirements. The charters and rosters of each MRO organizational group are on [MRO's website](#).



C. Quorum Requirements

A quorum shall consist of a majority of the current organizational group members unless otherwise provided in the organizational group's charter. A quorum is required to be present at the meeting, in person or electronically (telephone, webcast, or video), to conduct business. If a quorum is not present, the organizational group may continue to meet and have discussions; however, no actions may be taken. Organizational group members unable to attend a meeting may not designate a proxy or alternate.

D. Voting Requirements

- MRO organizational groups are not sector balanced policy-making groups with the exception of the NERC Standards Review Forum (NSRF). Therefore, significant substantive decisions, for example, work plans, the naming of individuals to organizational subgroups, or to represent MRO on NERC organizational groups, should be made as recommendations to the OGOC for its approval. Decisions on how to execute an approved work plan may be made by the organizational group. Administrative decisions such as the frequency of meetings, whether the meetings will be in-person or by electronic means, may be made by the organizational group. Recommendations require approval of a majority of those members present and casting a vote provided a quorum is present.
- Votes taken electronically will require a majority of the members to cast votes during the time period established for the vote.
- Voting requirements for the NSRF are set out in its charter.

E. Conduct Requirements for Organizational Group Members and MRO Sponsored NERC Representatives

- Organizational group members and individuals serving as MRO sponsored representatives on NERC organizational groups must comply with Policy and Procedure 4: MRO Antitrust and Standards of Conduct Guidelines, and Policy and Procedure 5: Confidentiality, the [Guidelines for MRO Sponsored NERC Representatives](#), as well as any applicable policies or guidelines established by MRO, the OGOC, or NERC.
- When voting and participating on any matter, organizational group members' actions must be consistent with the applicable charter, any direction from the OGOC, and in furtherance of MRO's Mission "To identify, prioritize, and assure effective and efficient mitigation of risks to the reliability and security of the North American bulk power system by promoting Highly Effective Reliability Organizations® (HEROs)." This does not prevent an organizational group member from expressing his or her industry sector's viewpoint, however, organizational group members should recuse from voting on any matter that directly affects his or her company.
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 - For NERC Member Representative Committee and Board of Trustee matters, the MRO President and Chief Executive Officer and/or the chair of the MRO Board of Directors shall be consulted.
 - For other NERC organizational groups, the MRO staff member shall be contacted.
- Following NERC meetings, the MRO sponsored representative shall provide a brief written report to MRO staff and the appropriate designated Advisory Council, which includes the following:
 - Actions taken by the NERC body.
 - Any direction provided pursuant to paragraph c, above
 - Anticipated future actions by the NERC body.



F. Selection of Organizational Group Chair and Vice Chair

The chair and vice chair of an organizational group shall be selected by each respective organizational group.

G. Meetings

- An agenda shall be prepared in advance of all meetings.
- The chair shall preside at meetings and shall have the power to call meetings. The vice chair, or other designee, shall preside at meetings in the absence of the chair.
- Meetings may also be held at such times and places as determined by the organizational group.
- The chair shall call a meeting upon the request of three or more members of the organizational group within sixty (60) days of the request.
- All organizational group meetings shall be open to the MRO members and other interested persons except as may be necessary to discuss personnel issues, litigation or other confidential or sensitive matters as determined by the respective organizational group.

H. Membership

- Pursuant to the MRO Bylaws, no more than two members of an organizational group may be employees of a single registered entity or employees of registered entities that are affiliates, provided there are at least five members on the organizational group. If there are less than five members on the organizational group, no two members may be employees from a single registered entity or employees of registered entities that are affiliates.
- Organizational groups shall consist of three to twenty-one members appointed by the OGOC. Volunteers from MRO Members will be solicited to serve on the organizational groups except that an advisory council may form a subgroup consisting of its existing members. The advisory council will recommend new organizational group members for the advisory council and any sub organizational groups reporting to the advisory council.
- To ensure consistency in the process used by advisory councils to recommend individuals for MRO organizational groups or to represent MRO on NERC organizational groups, the recommendation process shall:
 - utilize the member qualifications listed in the charters as the criteria for selection, in addition to the organizational group requirements and aspirations for the members as stated in the charters (e.g., sectors, entities and affiliates, geographic diversity, etc.);
 - ensure that all nominees are provided comparable levels of opportunity regarding representing their nomination;
 - utilize a run-off voting process anytime a single candidate does not receive the majority of the votes cast. Run-off votes will continue until one candidate receives the majority of the votes, with each round of run-off voting eliminating the candidate (or candidates, if tied) with the least number of votes.
- The OGOC shall approve organizational group members based on their experience and expertise as recommended by the organizational group. At least three industry sectors will be represented on an organizational group. To the extent practicable, organizational groups will reflect geographical diversity and balanced sector representation.
- In their membership recommendations, organizational groups and the OGOC are encouraged, to the extent feasible, to strive for diversity, inclusion, equity and belonging and provide equal opportunities for membership in all the MRO organizational groups. In their operation, the organizational groups should demonstrate a commitment to an environment where all members



feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias.

I. Terms

Organizational group members shall serve three-year, staggered terms. Upon the formation of an organizational group, one-third of the members will serve for one year, one-third shall serve for two years, and one-third shall serve for three years; thereafter all members shall serve three-year terms. Shorter terms may be established for sub-groups as appropriate given the subgroups' work.

The chair and vice chair of each organizational group shall serve a one-year term with no more than two consecutive terms. However, if there are no members on the organizational group willing to serve as chair or as vice chair, then those members who have served as chair or vice chair may continue to serve until such time as another member of the organizational group is willing to assume the responsibilities of chair or vice chair.

Notwithstanding the above, the OGOC in its sole discretion may remove any organizational group member, including the removal of a member from the chair or vice chair positions, or any MRO sponsored NERC representative, if the OGOC determines the volunteer is not currently or will not in the future be able to meet his or her responsibilities.

J. Conduct of Meetings

Meetings are conducted in accordance with *Robert's Rules of Order (Modern Edition)* unless specified otherwise herein, or within the charter of the organizational group. While minutes will be taken for all organizational group meetings, the level of detail of the minutes will vary given the organizational group's work.

K. Establishment of Subgroups

The organizational group will determine if there is a need for a subgroup to support the organizational group's work plan, and if so, the work to be done by the subgroup, the time period for the work of the subgroup, the number of members, and the requisite expertise and experience. The organizational group will recommend establishment of the subgroup and its members to the OGOC. The organizational group may authorize the subgroup to initiate its work prior to approval of the subgroup's charter and membership at the OGOC's next regularly scheduled meeting. The subgroup will follow all the procedures outlined for MRO organizational groups.

5. MRO Sponsored Representatives on NERC Organizational Groups

With input from MRO staff and/or MRO organizational groups, the OGOC determines to which NERC organizational groups MRO will sponsor representatives. MRO shall seek volunteers from MRO Members to be MRO sponsored NERC representatives on NERC organizational groups as identified by the OGOC. The appropriate advisory council will review the expertise and experience of the individuals who volunteered and recommend individuals to serve as MRO sponsored representatives on the NERC organizational group to the OGOC.

When voting and participating on any matter, individuals representing MRO on NERC organizational group members' actions should further MRO's Mission "To identify, prioritize and assure effective and efficient



mitigation of risks to the reliability and security of the North American bulk power system by promoting Highly Effective Reliability Organizations™ (HEROs).”

These positions will serve a three-year term that begins January 1, irrespective of the election cycle of the NERC organization group. If the individual is approved for a term that begins at a time other than January 1, his or her term will end December 31 prior to the year in which a three-year term would end. All incumbents will be eligible for reappointment.

A list of MRO sponsored representatives on NERC Organizational Groups can be found on the [MRO website](https://www.mro.net).

Any MRO sponsored representative on a NERC Organizational Group who is unable to attend a meeting shall contact MRO staff. MRO staff will arrange for a proxy or an alternate member to participate, including voting, consistent with NERC’s applicable policies.

6. Reimbursement of Meeting Expenses

Members of MRO organizational groups, as well as MRO sponsored representatives who serve on NERC organizational groups, and proxies or alternates arranged by MRO staff, are entitled to reimbursement of his or her reasonable expenses incurred in conjunction with the work of the MRO or NERC organizational group. Reasonable expenses are reimbursed pursuant to Policy and Procedure 2: Expense Reimbursement. Preapproval for expenses to be incurred outside normal meeting expenses must be obtained from MRO.

Quarterly Report on NERC Organizational Groups
Richard Burt, Senior Vice President and Chief Operating Officer

Action

Information

Report

Quarterly, MRO staff will update the OGOC regarding newly formed NERC organizational groups and provide an overview of staff's decision regarding whether to assign a sponsored representative, or not, along with justification for the decision.

Since the last meeting of the OGOC, NERC established the [Electromagnetic Transient Task Force](#) (EMTTF) to support and accelerate industry adoption of electromagnetic transient (EMT) modeling and simulation in interconnection and planning studies for inverter-based resources. MRO has a sponsor for the Inverter-Based Resource Performance Subcommittee (IRPS) and the EMTTF reports to this subcommittee. As the EMTTF matures, we will continue to monitor their work and the need to follow it more closely with a sponsored representative in the future.

The current list of NERC organizational groups and MRO sponsorship is as follows. Each of the sponsored representatives submits a written report to their respective MRO Advisory Council on the current activities of the NERC group. Those reports can be found in the agenda packets for the advisory councils on [MRO's website](#).

- Groups with MRO-sponsored stakeholder representation:
 - Compliance and Certification Committee (CCC) – CMEPAC
 - Electric Gas Working Group (EGWG) – RAC
 - Energy Reliability Assessment Working Group (ERAWG) - RAC
 - Facilities Ratings Task Force (FRTF) - CMEPAC
 - Inverter-Based Resource Performance Subcommittee (IRPS) - RAC
 - Project Management and Oversight Subcommittee (PMOS) - CMEPAC
 - Security Integration and Technology Enablement Subcommittee (SITES) - SAC
 - Security Working Group (SWG) - SAC
 - Standards Committee (SC) - CMEPAC
 - Supply Chain Working Group (SCWG) - SAC
 - System Planning Impacts from Distributed Energy Resources Working Group (SPIDERWG) - RAC
 - System Protection and Control Working Group (SPCWG) - RAC
- Groups without MRO-sponsored stakeholder representation:
 - 6GHz Task Force (6GHZTF)

- Electromagnetic Pulse Working Group (EMPWG)
- Energy Management Systems Working Group (EMSWG)
- ERO Monitoring Subcommittee (EROMS)
- Event Analysis Subcommittee (EAS)
- Failure Modes and Mechanisms Task Force (FMMTF)
- Frequency Working Group (FWG)
- Load Modeling Working Group (LMWG)
- Organization Registration and Certification Subcommittee (ORCS)
- Performance Analysis Subcommittee (PAS)
- Probabilistic Assessment Working Group (PAWG)
- Real Time Operating Subcommittee (RTOS)
- Reliability Assessment Subcommittee (RAS)
- Reserves Working Group (RWG)
- Resources Subcommittee (RS)
- Standards Committee Process Subcommittee (SCPS)
- Synchronized Measurement Working Group (SMWG)

Organizational Group Membership Openings
Carolina Margaria, Assistant Corporate Secretary and Governance Administrator

Action

Information (Written Report)

Report

Quarterly, MRO staff will share a list of open organizational group seats in order to maintain awareness to facilitate filling open seats outside of the normal nomination and elections cycle.

	Open Seats	Term End
CMEPAC	<ol style="list-style-type: none"> 1. NERC - Project Management and Oversight Subcommittee 2. CMEPAC – one open seat <i>(the CMEPAC is bringing forth a recommendation to fill this seat during the OGOC's Q3 meeting)</i> 	12/31/24 12/31/25
NSRF	<ol style="list-style-type: none"> 1. NSRF – CU seat 2. NSRF – IOU seat 3. NSRF – IOU seat 4. NSRF- GPM seat 	12/31/24 12/31/24 12/31/25 12/31/25
RAC	<ol style="list-style-type: none"> 1. RAC – one open seat 2. NERC – Inverter-Based Resource Performance Subcommittee 	12/31/24 12/31/25
PRS	<i>No Open Seats – Full Rosters</i>	
SAC	<i>No Open Seats – Full Rosters</i>	
SACTF	<i>No Open Seats – Full Rosters</i>	

Risk Roundtable: Energy Reliability Planning
JoAnn Thompson, OGOC Chair
Bryan Clark, Director of Reliability Analysis

Action

Discussion

Report

The OGOC will enter executive session to conduct a roundtable discussion regarding Energy Reliability Planning. This roundtable is intended as a follow-up to the OGOC's second quarter discussion on Energy Reliability Planning to focus on actions to address the risk.

Roundtable participants may view the [roundtable outline and discussion questions](#) within the confidential board portal.

The following are optional reference materials to review prior to our group discussion on Energy Reliability Planning:

- ERAWG DRAFT Whitepaper, [Considerations for Performing an Energy Reliability Assessment](#)
 - This whitepaper works to define an energy reliability assessment and provides recommended elements for consideration when performing an assessment. The document is currently posted on NERC's website as a draft with the ERAWG seeking comments to finalize the whitepaper. This whitepaper is volume 1 of a two-part series with volume 2 intended to go into deeper detail on how to perform an energy reliability assessment.
- ERO Reliability Issues Steering Committee (RISC), [2023 ERO Reliability Risk Priorities Report](#)
 - This report is a forward-looking view of the Bulk Power System with the intent to provide industry with potential strategic direction to understand imminent risks and plan for their mitigation. The most relevant risk groupings for the roundtable discussion from the report are Grid Transformation and Energy Policy.

Other Business and Adjourn
JoAnn Thompson, OGOC Chair

Action

Information

Report

2023 Board Meeting Dates

- Nov 2, 2023 Special OGOC Meeting re HERO Award
- Dec 13-14, 2023 Q4 MRO Board of Director & OGOC Meetings

2024 Board Meeting Dates

- January 23, 2024 Board Orientation (Webex Only)
- February 8, 2024 Q1 MRO Board of Director (Webex Only)
- March 6, 2024 OGOC Meetings (Webex Only)
 - *This has been updated from previously communicated dates, which stated the OGOC meeting would occur the day before the first quarter board meeting. Since the first quarter meeting was set earlier in the year due to the flexibility provided by hosting a fully virtual meeting, the first quarter meeting for the OGOC was shifted, to allow more time for the organizational groups to finalize their work plans and bring them to the OGOC for approval.*
- April 11, 2024 Business Plan & Budget Review Meeting (Webex Only)
- May 22-23, 2024 Q2 MRO Board of Director & OGOC Meetings (Hybrid)
- June 20, 2024 Final Budget Meeting (Webex Only)
- August 21-22, 2024 Q3 MRO Board of Director & OGOC Meetings (Hybrid)
- November 6-7, 2024 Q4 MRO Board of Director & OGOC Meetings (Hybrid)