

Meeting Agenda

Annual MRO Member and Board of Directors

December 14, 2023
1:00 p.m. to 4:00 p.m. Central

Hybrid Meeting: St. Paul, MN & Webex



**MIDWEST
RELIABILITY
ORGANIZATION**

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Saint Paul, MN 55102

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www.MRO.net

NOTICE REQUIREMENTS

Pursuant to the Midwest Reliability Organization's ("MRO") Bylaws, section 7.7, the Secretary is required to publish the schedule of regular board meetings to all members. This meeting is a regularly scheduled meeting of the Midwest Reliability Organization Board of Directors. Notice of this meeting was proper and the date was made available to all members in 2022 by posting the 2023 regularly scheduled board meeting dates on the [MRO Events](#) page.

The location, precise time of the meeting, and draft agenda of items to be discussed was properly noticed to members on November 14, 2023, 30 days prior to the scheduled meeting, and was published on the [MRO website](#).

VIDEO AND AUDIO RECORDING

Please note that Midwest Reliability Organization (MRO) may make a video and/or an audio recording of this board of directors 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 and Determination of Quorum</u> <i>Brad Cox, Board Chair</i>	1:00 p.m.
2. <u>Standards of Conduct and Antitrust Guidelines</u> <i>Julie Peterson, Vice President General Counsel and Corporate Secretary</i>	---
3. <u>Consent Agenda</u> <i>Julie Peterson, Vice President General Counsel and Corporate Secretary</i>	---
4. <u>President's Report</u> <i>Sara Patrick, President and CEO</i>	1:10 p.m.
5. <u>Chair's Remarks</u> <i>Brad Cox, Board Chair</i>	1:25 p.m.
6. <u>NERC Staff Remarks</u> <i>James B. Robb, NERC President and Chief Executive Officer</i>	1:35 p.m.
7. <u>Finance and Audit Committee Report</u> <i>Dr. Dana Born, FAC Chair</i>	1:50 p.m.
8. <u>Governance and Personnel Committee Report</u> <i>Thomas Graham, GPC Chair</i>	1:55 p.m.
9. <u>Organizational Group Oversight Committee Report</u> <i>JoAnn Thompson, OGOC Chair</i>	2:00 p.m.
10. <u>Presentation of 2023 HERO Award</u> <i>Sara Patrick, President and CEO and JoAnn Thompson, OGOC Chair</i>	2:05 p.m.
Break	2:15 p.m.
11. <u>FERC Inquiry on Winter Storm Elliot</u> <i>Heather Polzin, Reliability Enforcement Counsel to the Office of Enforcement, FERC</i> <i>David Huff, Electrical Engineer, Office of Electric Reliability, FERC</i> <i>John Grimm, Principal Systems Protection Engineer, MRO</i> <i>Mark Tiemeier, Principal Technical Advisor, MRO</i>	2:25 p.m.
12. <u>Ethics and Compliance with ChatGPT</u> <i>Roy Snell, Co-founder of Society of Corporate Compliance and Ethics and Advisor Osprey ESG Software</i>	3:10 p.m.
13. <u>MRO Operational Activities (Written Report)</u> <i>Richard Burt, Senior Vice President and Chief Operating Officer</i>	---
14. <u>MRO External Affairs Report (Written Report)</u> <i>Tasha Ward, Director of Enforcement and External Affairs</i>	---
15. <u>MRO Outreach Report (Written Report)</u> <i>Cris Zimmerman, Manager of Outreach and Stakeholder Engagement</i>	---
16. <u>Other Business and Adjourn</u> <i>Brad Cox, Board Chair</i>	3:55 p.m.

Call to Order and Determination of Quorum

Brad Cox, Chair

A current roster for the MRO Board of Directors 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
Julie Peterson, Vice President General Counsel and Corporate Secretary

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

Julie Peterson, Vice President General Counsel and Corporate Secretary

Action

Approve the consent agenda, which includes draft minutes, policies and procedures, and board committee charters.

Report

Items on the consent agenda are considered to be routine and will be enacted in one motion. There will be no separate discussion of these items unless a board member so requests, in which event the item will be removed from the Consent Agenda and placed elsewhere on the agenda.

Draft Minutes

The consent agenda includes draft minutes from the open meeting held on September 14, 2023. These minutes are available for your review on [MRO's website](#). Please provide any edits or comments to carolina.margaria@mro.net.

MRO Policies and Procedures

The consent agenda also includes proposed revisions to the policies and procedures. The proposed revisions were presented to the Governance and Personnel Committee (GPC) and, the GPC unanimously recommended board approval of the policies and procedures as proposed.

The redlined copies of any proposed changes to the Policy and Procedures, and links of those policies with only non-material changes, such as typographical, stylistic, or no change except the approval date, are included as part of the agenda. Staff maintains copies of all previously approved versions of the Policies and Procedures.

The following policies and procedures were reviewed, and no changes are recommended:

- [Policy and Procedure 2: Expense Reimbursement](#)
- [Policy and Procedure 4: MRO Antitrust and Standards of Conduct Guidelines](#)
- [Policy and Procedure 5: Confidentiality Policy](#)
- [Policy and Procedure 6: Dispute Resolution](#)
- [Policy and Procedure 10: Conflicts of Interest](#)
- [Policy and Procedure 11.1: Executive Officer Employment Agreements](#)
- [Policy and Procedure 12: General Finance Policies](#)
- [Policy and Procedure 13: Reserves Policy](#)

The approval date for all policies and procedures will be updated after the board's fourth quarter meeting, reflecting the board's approval, including those with no changes.

Policies and Procedures with proposed revisions:

- [Policy and Procedure 1: MRO Board of Directors](#) (PP1)
 - Clarification of Board of Director Chair and membership on board committees
- [Policy and Procedure 3: Establishment, Responsibilities, and Procedures of Organizational Groups and MRO Sponsored Representatives on NERC Organizational Groups](#) (PP3)

- 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 7: Ethics Hotline](#) (PP7)
 - NERC Risk, Performance, and Monitoring Group (RPMG) approved a change to the reliability standard complaints or suspected violations process which removed the ability to allow these complaints to be submitted via third party hotlines and instead encouraged the use of NERC's Compliance Hotline. Therefore, changes were made to Policy and Procedure 7: Ethics Hotline to reflect this decision and new process.
- [Policy and Procedure 9: Consolidated Hearing Process](#) (PP9)
 - Minor revisions to provide clarification
- [Policy and Procedure 11: Executive Compensation](#) (PP11)
 - Minor revisions to reconcile to current practice regarding CEO / GPC Chair meetings
 - Minor revisions to generically reference operative compensation philosophy

MRO Board Committee Charters

The MRO Board of Director Committees, which include the Organizational Group Oversight Committee (OGOC), Finance Committee (FAC), and the Governance and Personnel Committee (GPC) undergo an annual review of their charters. In the fourth quarter, the GPC unanimously recommended board approval of the board committee charters as proposed. A redline copy of each charter is attached for the Board's review and approval.

In addition to various housekeeping edits, the recommended substantive changes are outlined below:

A substantive change applicable to all committees' charters is the removal of member terms. Up to this point, all board committees have had two-year terms, which often did not align with board members' three year-terms, rendering application of the committee terms largely ineffective. The board will continue its practice of approving the board chair's appointments to the board committees at the fourth quarter meetings.

FAC:

- Remove term limits
- Clarified scope of FAC's review regarding insurance review
- Addition of annual review of corporate risk management program

OGOC:

- Remove term limits

GPC:

- Remove term limits
- Reconciled references to President and CEO
- Addition of 457(b) Plan review
- Removal of D&O Insurance annual review
- Addition of process for electronic approval (written unanimous consent)



Finance and Audit 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 Finance and Audit Committee (FAC or Committee). This charter shall govern the Committee with regard to its duties and responsibilities.

II. Purpose

The purpose of the FAC is to assist the board in the discharge of its fiduciary duty regarding the financial status of the Company, and to monitor the component parts of the audit process and the integrity of the Company's financial reporting.

III. Responsibilities

The FAC shall be responsible for the following duties:

A. Annual Audited Financial Statements.

1. *Review Annual Audited Financial Statements.* The FAC shall review the annual audited financial statements of the Company. Such review shall include the following:
 - a. Discussions between the FAC, management, and the external auditor regarding a report of the external auditor related to the conduct of the audit;
 - b. Discussion between the FAC and the external auditor as to the auditor's judgement regarding:
 - i. both the acceptability and quality of the financial statements,
 - ii. the selection of changes in significant accounting policies,
 - iii. the method used to account for significant unusual transactions,
 - iv. the effect of significant accounting policies in controversial or emerging areas,
 - v. the degree of aggressiveness or conservatism, as the case may be, of the accounting policies adopted by the Company,
 - vi. the process used by management in formulating particularly significant accounting estimates, and
 - vii. the basis for the external auditor's conclusions regarding the reasonableness of those estimates.
 - c. Review of significant adjustments arising from the audit.
 - d. Review of disagreements with management over the application of accounting policies and the disclosures in the financial statements.
 - e. Review of the external auditor's suggestions for improvements to the Company's operations and internal controls.
 - f. Review of the Company's compliance with the Sarbanes-Oxley Act of 2002, as appropriate for a non-profit, non-issuer organization.

In the exercise of its duties pursuant to this section, the FAC may rely on MRO staff expertise and/or the professional or expert competence of those persons selected in the management of MRO's financial management, including retirement plans.



2. *Recommendation to the Board.* Based on its review, the FAC shall determine whether to recommend the acceptance by the board of such audited financial statements.

B. Independent External Auditor.

1. *Conduct Audit.* The FAC shall engage an independent external auditor for the Company. Such engagement shall include the following:
 - a. Ensure that the external independent auditor conducts a review of management's internal control structure and confirms that the review is consistent with the size and complexity of the organization.
 - b. Obtain from the Company's external auditor the major audit findings and internal control recommendations reported during the period under review, the response of management to those recommendations, and review the follow-up performed by management in order to monitor whether management has implemented an effective system of internal accounting control.
 - c. Review significant emerging accounting and reporting issues, including recent professional and regulatory pronouncements, and assess their impact on the Company's financial statements.

The FAC shall provide independent communication between the board and the external auditor.

2. *Assess Auditor.* The FAC shall assess the performance of the independent ~~external~~internal auditor. Such assessment shall include the following:
 - a. Meet privately with:
 - i. Management to assess the performance of the external auditor.
 - ii. The external auditor to inquire about time pressures on the external auditor, to understand any restrictions placed on them or other difficulties encountered in the course of the audit, including restrictions on the scope of their work and access to requested information and the level of cooperation received from management during the performance of their work and their evaluation of the Company's financial, accounting, and personnel systems.
 - b. Evaluate the performance of the external auditor and, if so determined, recommend to the board the reappointment of the external auditor or steps to replace the external auditor.
 - c. Monitor the independence of the external auditor to ensure the external auditor remains ultimately accountable to the board and the Committee.

C. Compliance and Internal Controls.

1. *Compliance.* The FAC shall review with management, the external auditor and legal counsel, the Company's procedures to ensure compliance with applicable laws and regulations, and any significant litigation, claim, or other contingency, including tax assessments, that would have a material effect upon the financial position or operating results of the Company and the disclosure or impact on the results of these matters in the annual financial statements.
2. *Internal Controls.* The FAC shall maintain the quality, credibility, and objectivity of financial reports and satisfy itself as to the adequacy of the supporting systems of internal accounting controls; monitor the Company's defined contribution plan, benefits, and other legal and regulatory matters of a financial concern.
3. *Corporate Risk Management.* The FAC shall annually review with management the Company corporate risk management program and any program updates.

D. General Finance and Investments.



1. *Budget, Reserves, and Retiree Medical Trust.* Pursuant to Policy and Procedure 12: General Finance Policies, the FAC shall recommend a reserves, budget, and the retiree medical trust funding to the board for approval.
2. *Thrift Savings Plan.* The FAC shall review the investment performance of the Midwest Reliability Organization Thrift Savings Plan (TSP). Such review shall include a(n):
 1. Annual review of the report from the Midwest Reliability Organization TSP Investment Committee regarding investment performance, the associated fees and the performance of the investment manager each year; and
 2. Review of any changes to the Midwest Reliability Organization TSP Investment Committee Charter made by the Thrift Savings Plan Investment Committee.
3. *Retiree Medical Plan.* The FAC shall review the investment performance of Midwest Reliability Organization Retiree Medical Plan (RMP). Such review shall include a(n):
 1. Annual review of the report from the Midwest Reliability Organization RMP Investment Committee regarding investment performance, the associated fees and the performance of the investment manager each year; and
 2. Review of any changes to the Midwest Reliability Organization RMP Investment Committee Charter made by the Retiree Medical Plan Investment Committee.
4. *457(b) Plan and Trust.* The FAC shall review the Midwest Reliability Organization 457(b) Plan and Trust. Such review shall include an annual review of a written report from the Trustee regarding the administration of the Rabbi Trust during the preceding year setting forth all investments, receipts, disbursements and other transactions effected by it, including a description of all securities and investments purchased and sold with the cost or net proceeds of such purchases or sales (accrued interest paid or receivable being shown separately), and showing all cash, securities and other property held in the Trust at the end of the such year.

E. Taxes and Insurance.

- ~~4.~~ *Taxes.* The FAC shall review MRO's annual Form 990 tax filing. This includes posting the draft filing for board member comments prior to being filed with the IRS.

~~1.~~

- ~~2.~~ *Insurance.* ~~In consultation with staff and advisors, t~~The FAC shall ~~review the business insurance coverage and any recommended changes or additions as deemed necessary by Company staff or its advisors.~~

- ~~2.~~ review the Company's business insurance and D&O coverages and limitation of liability provisions for board members and Company personnel and make recommendations to the board, as appropriate.

F. Covenants.

1. *Existing Covenants.* The FAC shall review existing covenants of current financing agreements and/or long-term contractual agreements of material value.
2. *New Covenants.* The FAC shall review new financing agreements and renewal of existing financing agreement(s) including compliance with various covenants and any long-term contractual agreements of material value. Upon such review, if the new covenant is acceptable to the FAC, the shall authorize Company management to execute.

G. Corporate Compliance and Ethics Program.

1. *Oversee Implementation and Operation.* The FAC shall oversee the implementation and operation of the Corporate Compliance and Ethics Program.



2. *Review “MRO Internal Program for Compliance and Ethics” Framework Document.* The FAC shall review any substantive changes to the internal compliance and ethics framework document for appropriateness.

H. Governance.

1. *Report to Board.* The FAC shall report to the board annually on activities, findings, and conclusions of the Committee.
2. *Review Charter.* The FAC shall review the FAC charter. Any changes shall be approved by the FAC and recommended for approval to the Governance and Personnel Committee.
3. *Review Board Policies and Procedures.* The FAC shall review all finance-related board policies and procedures. Any changes shall be approved by the FAC and recommended for approval to the Governance and Personnel Committee.
4. *Other Functions.* The FAC shall perform such other functions as may be delegated from time to time by the board.

IV. Membership

The FAC shall be comprised of the vice chair of the board, and seven other board members appointed by the board chair, two of whom will be Independent Directors. The Treasurer of the corporation will be a nonvoting *ex officio* member. The vice chair of the board shall chair the FAC. ~~Other members of the FAC shall be appointed by the chair of the board to serve a term of up to two years with terms beginning at the start of the following calendar year. 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 FAC resigns ~~before the end of his or her term~~, a replacement shall be appointed by the chair of the board ~~for the duration of the term~~.

V. Meetings

The FAC shall meet quarterly, or more frequently as appropriate or necessary. The chair of the board, the chair of the FAC, or a simple majority of the FAC members may call meetings of the FAC. A quorum shall exist when a simple majority of the FAC are present. The FAC may take action with a simple majority of the FAC members present in a quorum or by unanimous written consent. In the case of a tie vote, the question will be presented to the MRO Board of Directors for its decision.



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.



Governance and Personnel Committee Charter

I. Organization

There shall be a committee of the ~~Board of Directors (Board)~~ of Midwest Reliability Organization (MRO or Company) Board of Directors (board) known as the Governance and Personnel Committee (GPC or Committee). This cCharter shall govern the Committee with regard to its duties and responsibilities.

II. Purpose

The ~~purpose of the GPC is to~~Committee assists the ~~b~~Board in fulfilling its oversight responsibilities and duties in three areas: governance, board, and personnel matters, ~~which are enumerated in Section III of this Charter.~~

III. Responsibilities

The GPCommittee shall be responsible for~~have~~ the following ~~responsibilities and~~ duties:

A. Governance:

1. Receive, and review with staff, staff's assessment of Company's bylaws, policies and procedures, and compliance with the Regional Delegation Agreement, as well as regulatory requirements and recommend changes as necessary to the ~~b~~Board.
2. Coordinate the performance of the periodic stakeholder survey and recommend actions ~~for~~to the ~~b~~Board to take in response to the stakeholder survey and monitor those initiatives.
3. Maintain a policy and procedure to resolve any dispute between members or between a member and the Corporation.
4. Maintain a policy and procedure to facilitate NERC's Consolidated Hearing Process.
5. Designate the ~~GPC committee~~ chair or a member to serve as the Meeting Secretary for executive session ~~b~~Board meetings that are held without staff.
6. Annually review and as appropriate make recommendations to the ~~b~~Board regarding the ~~GPC Committee's c~~Charter. Review any proposed changes to other ~~b~~Board committee charters and make recommendations to the ~~b~~Board for approval.
7. If the board chair is- not an independent director, the chair of the ~~GPC committee~~ will be responsible for providing advice to the ~~b~~Board chair on setting the ~~b~~Board's agenda and other material or strategic matters.
8. The ~~i~~Independent ~~d~~Directors will meet with the ~~p~~President ~~and CEO~~, ~~g~~General ~~c~~Counsel, and relevant Compliance Monitoring, RAM, and Enforcement staff at least annually to discuss any concerns with the board of directors as it pertains to the independence of MRO's Compliance and Monitoring and Enforcement Program.

B. Board:

1. Identify and recommend independent ~~b~~Board member candidates to the ~~B~~board.
2. Encourage the members to identify qualified regional and industry sector ~~b~~Board candidates.
3. Recommend regional ~~b~~Board member candidates to the ~~b~~Board.
4. Review independent director position descriptions annually in the first quarter of the year any independent director seat is expiring
- 4.5. Review and regional director position descriptions in the first quarter-Q1 of the year any regional director seat is expiring to ensure membership alignment with board geographic and sector representation, as well a current board skill set needs.

Approved by the MRO Board of Directors: December 1, 2022

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- ~~5.6. Review board balance. In parallel with review of at the same time as the regional director position description, review board balance with respect to (provided above) in matters of geographic and sector representation, as well as Net Energy Load (NEL), and the standards requirement for each sector.~~
- ~~6.7. Receive timely reports from staff on individual bBoard member attendance if there is a concern that a bBoard member's attendance may not be consistent with the bylaws or the bBoard's Guiding Principles as outlined in Policy and Procedure 1: MRO Board of Directors or the bylaws.~~
- ~~7.8. Address any concerns about a bBoard member's current or future ability to serve on the bBoard. Depending on the nature of the concern, the committee chair, the committee, or the bBoard may address the concern. The committee will report all concerns to the bBoard in a timely manner, which could include requesting a special executive session of the bBoard or reporting at the next regularly, scheduled session of the bBoard, depending on the nature of the concern.~~
- ~~8.9. With staff, annually evaluate the compensation for independent bBoard members, following the IRS procedures in order to secure the benefit of a rebuttable presumption that the compensation is reasonable. Consider the NERC Board of Trustee compensation study and the compensation for other Regional Entity Independent Directors. If advisable, set the compensation for MRO Independent Directors as a percent of the NERC Board of Trustee. Any adjustment to compensation shall occur in the following year.~~
- ~~9.10. Present recommendations to the bBoard regarding reasonable compensation for independent bBoard members. The recommendations may be for a multi-year period.~~
- ~~10.11. Coordinate orientation for new bBoard members and recommend on-going training for bBoard members.~~
- ~~11.12. Coordinate the performance of the bBoard's periodic self-assessment, recommend to the bBoard actions to be taken in response to the self-assessment, and monitor those initiatives.~~
- ~~— In conjunction with staff, the Finance and Audit Committee, the bBoard, and the Company's insurance providers, annually Review the Company's D&O coverages and limitation of liability provisions for bBoard members and Company personnel and make recommendations as appropriate.~~

C. Personnel:

1. Annually, receive and review with staff, staff's assessment of personnel policies and procedures, including activities relating to recruiting, retention, and training of employees.
2. Receive quarterly reports from the Director of Human Resources on employee matters, including but not limited to development initiatives, engagement initiatives, recruitment and retention efforts, diversity and inclusion efforts, succession planning, and employee training.
3. With respect to executive staff, in collaboration with the ~~P~~President and CEO, the Committee shall recommend for adoption by the bBoard an "Executive Compensation Policy" (and from time to time modifications thereto) that sets forth the Company's compensation philosophy for executive staff.
 - a. The compensation philosophy shall set forth:
 - i. Company's strategy for ensuring that rewards are commensurate with Company's success and the creation of value for its members, and that the strategy supports the achievement of Company's objectives.
 - ii. The means by which goals and objectives are established pertaining to all annual and long-term incentive compensation plans, if any, for the executive staff.
 - iii. Criteria for the use, review, and approval of employment agreements for executive staff.
4. Annually, the Committee shall meet with the ~~p~~President and CEO and review the compensation of each executive staff employee to determine whether the compensation complies with the Executive Compensation Policy. The ~~p~~President and CEO may, from time to time, or at the request of the Committee, retain the services of an independent compensation consultant to facilitate this review.



The Committee shall report the conclusions of this review to the bBoard, along with any recommended actions arising from this review.

5. Review with the pPresident-and-CEO succession plans for key staff on a biennial basis, or more frequently as appropriate.
6. Review annually the performance of the pPresident-and-CEO and recommend the compensation of the pPresident-and-CEO for approval by the bBoard. The chair of the GPCCommittee will review and approve the pPresident-and-CEO's expense reports.
7. Review and recommend approval of any employment agreements for executive staff.
- 7.8. Annually review the 457(b) Plan participants and make a recommendation for approval to the board.
- 8.9. Address any issues raised related to the performance of the Company's executive staff and recommend appropriate action to the bBoard.
- 9.10. Receive notice of and review with staff any material compliance matter with regard to the administration of MRO benefit plans.
11. As deemed appropriate by the GPCCommittee, obtain advice and assistance from internal and external accounting, legal or other consultants to provide advice to the GPCCommittee on matters under its purview.

D. Other duties related to review, reports, and improvement procedures:

1. Report to the bBoard on the matters discussed at each GPCCommittee meeting, as appropriate.
2. Perform any other activities consistent with this cCharter, the Company's bylaws and governing law, as the GPCCommittee or the bBoard deems necessary or appropriate.

IV. Membership

The Committee shall generally consist of seven directors (in interim periods, the committee can operate with fewer appointed directors), and none of the Committee members shall be an officer or employee of the Company, but shall be independent of the management of the Company and free of any relationship that, in the opinion of the bBoard, would interfere with the exercise of independent judgment as a Committee member. The Committee membership shall include all ~~of~~ the independent bBoard members currently seated on the Board.

The members of the Committee shall be appointed by the chair of the bBoard ~~to serve a term of two years or until successors shall be duly appointed and qualified. Terms shall be staggered so that the terms of all members do not expire in the same year.~~ If a member of the Committee resigns, ~~before the end of the member's his or her term,~~ a replacement will be appointed by the chair of the bBoard ~~for the duration of the term.~~ The chair of the Committee will be an Independent Director.

V. Meetings

The Committee shall meet annually, or more frequently as ~~appropriate or necessary circumstances dictate.~~ The chair of the bBoard, the chair of the GPCCommittee, or a simple majority of the GPCCommittee members may call meetings of the GPCCommittee. The chair of the GPCCommittee shall prepare or approve an agenda in advance of each meeting. Members of staff shall be included in the meeting at the discretion of the chair and as needed based on the agenda topics. With the exception of directors, the GPC chair may excuse any non-GPCCommittee members from attendance at any meeting or portion of any meeting.

A quorum shall exist when at least four members of the ~~Committee-GPC~~ are present except for the purposes of setting independent director compensation. In order to follow the IRS procedures to secure a



rebuttable presumption that the compensation is reasonable, a quorum shall consist of the three Industry Sector or Regional Directors. ~~A simple majority of the Committee members present may approve an action.~~ The GPC may take action with a simple majority of the GPC members present in a quorum, or by unanimous written consent.



Policy and Procedure 1: MRO Board of Directors

1. Objective

The objective of this policy is to define the general procedures for board administration. In the case of a conflict between this policy and the Midwest Reliability Organization (MRO) Bylaws, the MRO Bylaws shall control. The board shall conduct an annual review and approval of this policy.

2. Guiding Principles

The MRO Board of Directors is guided by the following principles for highly effective and reliable board members. Board members shall:

- Support the MRO mission and its values, and understand the role of the board.
- 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.
- Exercise objective decision-making and avoid participation in board issues that are self-serving or may be perceived as a conflict of interest.
- Read the materials before board meetings and come prepared with questions.
- Advocate why MRO is important and why it needs our support.
- Take leadership roles by chairing a committee and knowing what the committee's responsibilities are, and take the initiative, as necessary.
- Respect the different roles of staff and the board.
- Collaborate and cooperate with other board members.

3. Composition

The composition of the MRO Board of Directors is defined by the MRO Bylaws.

4. Qualifications and Ability to Serve

The qualifications to serve as a member of the MRO Board of Directors are defined in the MRO Bylaws. for A director should report any concern the director has about his or her continued ability to serve on the board or another director's ability to serve on the board to the Governance and Personnel Committee Chair. Concerns include matters such as potential conflicts of interest, a change in job responsibilities or employer, health issues, or legal issues including criminal charges of any kind.

5. Responsibilities

Duties of the board identified in the MRO Bylaws include the following:

- Govern the corporation and oversee all of its activities;
- Establish and oversee all organizational groups;
- Oversee the accomplishment of all functions set forth in any delegation, or other agreement, with the North American Electric Reliability Corporation (NERC) or any government entity related to development, monitoring, and enforcement of Reliability Standards and related matters;



- Approve, revise, and enforce MRO Member data and information requirements and related confidentiality requirements;
- Establish and approve an annual budget ;
- Represent the corporation in legal and regulatory proceedings; and
- Hire the president.

Additional duties of the board include, but are not limited to, the following:

- Participate actively in organizational strategic planning;
- Serve as a resource of knowledge and counsel to the executive staff, committees, and other board members;
- Consider recommendations received from board committees;
- Represent the organization at NERC and industry events;
- Serve on at least one, and no more than two, board committees, except for a board chair who is a sector director or regional director, in which case the board chair does not serve on a board committee;
- Chair committees as appointed; and
- Complete the board self-assessment.

6. Board Administration

A. Board Chair and Vice Chair

Pursuant to the MRO Bylaws, the board shall select a chair and a vice chair of the board of directors. The term for the board chair and vice chair shall be one-year term beginning on January 1 of each calendar year. The board chair and vice chair may serve no more than two consecutive terms. The chair, or in the chair's absence, the vice-chair shall preside over board meetings.

When the board chair is a sector director regional director, the board chair shall not serve on a board committee. When the board chair is an independent director, the board chair shall serve on the Governance and Personnel Committee.

B. Lead Director Role

The Governance and Personnel Committee ~~c~~Chair shall be an ~~i~~Independent ~~d~~Director and- serve as -the lead director.

C. Committee Chair and Members

The board chair will recommend to the board for its approval members of board committees.

D. Regular and Executive Session Board Meetings

Meetings are conducted in accordance with *Robert's Rules of Order (Modern Edition)* unless otherwise specified herein, or within the corporate bylaws or Certificate of Incorporation. Attendees at each meeting of the MRO Board or board committee must follow MRO's Antitrust and Standards of Conduct guidelines.

An executive session of the board of directors meeting may be held as a regular or special meeting. Notice provisions for regularly scheduled meetings and special meetings will be given as



required by the MRO Bylaws. An executive session may be held prior to, during, or following an open meeting or may be a separate meeting. It may be held in-person or through electronic communication such that the directors may simultaneously hear each other.

The procedures set forth below should be followed when calling an executive session:

1. Executive sessions may be noticed and held in conjunction with the board's regularly scheduled meeting.
2. Special executive sessions of the board may only be held at the request of the MRO ~~pPresident and Chief Executive Officer~~, the board chair, or any three members of the board of directors. If the executive session is called as a special meeting immediately before, during, or after a public meeting, and the notice required by the bylaws cannot be provided, the membership and the directors will be asked to waive notice.
3. Permissible subjects to be discussed during an executive session include matters such as:
 - a. Budgetary matters before such details become public.
 - b. Litigation, investigations, and other legal matters.
 - c. Personnel or labor actions and discussions involving specific individuals.
 - d. Contractual negotiations and discussions.
 - e. Audit and penalty matters.
 - f. Issues related to a specific registered entity where company confidential information may be disclosed.
 - g. Safety, physical, and cyber security matters.
 - h. Governing document violations.
 - i. Strategic Planning.
 - j. Nonpublic CMEP materials.

The information discussed in executive session shall be kept confidential. Therefore, executive sessions are closed to the public and any persons in attendance who are not members of the board must have executed a Midwest Reliability Organization's Statement of Confidentiality within the calendar year in which the meeting occurs. In addition, meeting minutes are not publicly posted, and access and use of the minutes will be limited to board members, MRO executive staff, and legal counsel.

E. Approval of Minutes

Draft minutes will be reviewed by the chair, vice chair, the chairs of each board committee, the president, and the secretary prior to distribution to the entire board. Draft minutes will be available to the entire board within fifteen (15) working days after any scheduled board meeting. After seven (7) working days for board review, the draft minutes will be posted to the MRO website. Approved meeting minutes will be available on the MRO website within seven (7) working days of being approved by the board.



7. Nomination and Election Procedures

Director Nominations – Vacancy

Director Type	Step 1	Step 2	Step 3	Step 4	Other
Industry Sector (“IS”)	Nominations requested from IS within 14 days has been or will be formally vacated.	Nomination period to elect open for at least 14 days.			
Regional Director (“RD”)	GPC Chair calls a special meeting to be held within 30 days of MRO being notified that directorship has been or will be formally vacated.	GPC identifies desired geographic region with a view of the MRO Corporate Region and defines skill set required. GPC will establish timeline to identify and interview candidates.	GPC will present identified candidate(s) to Board to nominate one of these candidate(s) to the MRO members.	If the Board does not nominate a candidate recommended by the GPC, the Board will provide the GPC guidance on identifying and nomination a RD candidate.	
Independent Director (“InD”)	GPC Chair calls a special meeting to be held within 30 days of MRO being notified that directorship has been or will be formally vacated.	GPC, in consultation with the Board, will review position description for any changes. GPC will establish timeline to identify and interview candidates. GPC may recommend to the Board that a search firm be engaged.	GPC will present identified candidate(s) to Board to nominate one of these candidate(s) to the Industry Sector members.	If the Board does not nominate a candidate recommended by the GPC, the Board will provide the GPC guidance on identifying and nomination an InD candidate.	Annually, the GPC reviews the position description for any changes to be presented at the Q4 Board meeting.



Director Nominations – Term Expiration

Director Type	Step 1	Step 2	Step 3	Step 4	Other
Industry Sector (“IS”)	Nominations requested from IS in Q4.	If incumbent has served 3 or more terms, GPC will make an effort to identify a different candidate. Regardless of number of terms, IS may nominate and elect incumbent.	Nomination period to elect open for at least 14 days.		
Regional Director (“RD”)	<p>In Q1 of the term expiration, GPC will solicit feedback from Board Chair, Vice Chair, GPC members, and presidentCEO on filling this position.</p> <p>GPC will meet in executive session (without MRO staff or the incumbent if member of GPC) to discuss feedback.</p>	If incumbent has served 3 or more terms, GPC will make an effort to identify a different candidate and may consider incumbent as a candidate.	<p>If the GPC supports having the incumbent as a candidate, GPC will meet with incumbent to determine incumbent’s willingness to serve another term. If the GPC does not support the incumbent as a candidate, the GPC will inform the incumbent.</p> <p>GPC will identify candidates 1) if the incumbent is unwilling to serve; 2) has served 3 or more terms; or 3) not recommended by the GPC to be a candidate.</p>	<p>GPC identifies desired geographic region with a view of the MRO Corporate Region and defines skill set required.</p> <p>GPC will establish timeline to identify and interview candidates for election in Q4.</p>	If the Board does not nominate a candidate recommended by the GPC, the Board will provide the GPC guidance on identifying and nomination a RD candidate.



Director Type	Step 1	Step 2	Step 3	Step 4	Other
Independent Director (“InD”)	<p>In Q1 of the term expiration, GPC will solicit feedback from Board Chair, Vice Chair, GPC members, and presidentCEO on filling this position.</p> <p>GPC will meet in executive session (without MRO staff or the incumbent if member of GPC) to discuss feedback.</p>	<p>If incumbent has served 3 or more terms, GPC will make an effort to identify a different candidate and may consider incumbent as a candidate.</p>	<p>If the GPC supports having the incumbent as a candidate, GPC will meet with incumbent to determine incumbent’s willingness to serve another term.</p> <p>If the GPC does not support the incumbent as a candidate, the GPC will inform the incumbent.</p> <p>GPC will <u>conduct a search to</u> identify candidates if the incumbent is: 1) unwilling to serve; 2) has served 3 or more terms; or 3) not recommended by the GPC to be a candidate.</p>	<p>GPC will establish timeline to identify and interview candidates for election in Q4.</p>	<p>If the Board does not nominate a candidate recommended by the GPC, the Board will provide the GPC guidance on identifying and nomination an InD candidate.</p>



Elections – All Directors

Election Type	Step 1	Step 2	Step 3	Step 4	Other
Vacancy	<p>After the nomination period has ended, director elections will be held by electronic ballot.</p> <p>The election will be held as soon as practicable for elections to fill a vacancy, in sufficient time for the results to be announced at the next regularly scheduled board meeting.</p>	<p>MRO Members will have at least 14 days to submit a vote.</p>	<p>Newly elected directors will be seated the date the election closes.</p>		
Term Expiration	<p>After the nomination period has ended, director elections will be held by electronic ballot.</p> <p>The election will be held as soon as practicable for elections to fill a vacancy in Q4, in sufficient time for the results to be announced at the last regularly scheduled board meeting of the year.</p>	<p>MRO Members will have at least 14 days to submit a vote.</p>	<p>Newly elected directors will be seated as of January 1, of the following year.</p>		



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 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.

I.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~~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 c~~Conducted~~ed of meetings is~~ 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 7: Ethics Hotline

1. Objective

The objective of this policy and procedure is to set forth the Midwest Reliability Organization (MRO) policies and procedures regarding reporting reasonably suspected violations of MRO policies or any laws or regulations that govern MRO's operations.

2. Policy

Any MRO director, officer, employee, agent or member and its representative who serves on any MRO organizational group ("covered persons") or other interested person who reasonably believes that there has been a violation of a Reliability Standard or of an MRO Policy and Procedure can report it using the procedures described below.

3. Responsibilities

- Any covered person who in good faith reports a suspected violation of a Reliability Standard or MRO's Policies and Procedures under this Ethics Hotline Policy will be protected from threats of retaliation, discharge, or other types of discrimination. A covered person may not make a statement knowing it is false or in reckless disregard of the truth.
- The Chief Compliance Officer will provide a quarterly report to the Governance and Personnel Committee of any complaints made directly to them or through the MRO Ethics Hotline pursuant to MRO's Policy and Procedure 7: Ethics Hotline.

A. Suspected Violations of Reliability Standards

- Reports of suspected violations of a Reliability Standard should be made pursuant to the North American Electric Reliability Corporation's (NERC's) Compliance Hotline Procedure, see <https://www.nerc.net/hotline>. Reports of suspected violations of a Reliability Standard can also be made to MRO's Chief Compliance Officer if the NERC Compliance Hotline is not a viable option.
- Reports of suspected violations of a Reliability Standard can be made to:

NERC's Compliance Hotline (suspected violations of Reliability Standards)

hotline@nerc.net

(609) 524-7029

Chief Compliance Officer, Midwest Reliability Organization

Mr. Lam Chung

380 St. Peter Street

Saint Paul, Minnesota 55102

Tel: (651) 256-5187

Fax: (651) 855-1712

Lam.Chung@mro.net

- Reports should include as much specific information as possible such as names, dates, places, and a description of the event that took place; the person's belief of why the incident(s) is a suspected violation of a Reliability Standard; and the action the person recommends be taken.



- Upon receipt of a report of suspected violation via the NERC Compliance Hotline, NERC will determine whether to initiate an investigation.
 - Responses to a report will be made within 20 working days, or as soon as practicable thereafter, directly to the person making the report if he or she has disclosed his or her identity. If the person makes the report anonymously through NERC's Compliance Hotline, the response will be provided to the person through the same hotline.
 - If NERC determines that a Reliability Standard compliance violation investigation is not warranted, it will document its supporting reasons and notify the interested person, and the Registered Entity involved that no further action will be taken.
- Upon receipt of a report of suspected violation via directly contacting the Chief Compliance Officer, they will determine whether to initiate an investigation. The Chief Compliance Officer will direct the investigation, if any, of the allegations in the report or designate MRO staff and/or third parties to conduct the investigation or refer the matter to NERC for investigation.
 - Responses to a report will be made within 20 working days, or as soon as practicable thereafter, directly to the person making the report if he or she has disclosed his or her identity. If the person makes the report anonymously to MRO's Compliance Officer, in such a manner that the person can be contacted, the response will be provided through that same medium to the extent possible. If a person makes the report anonymously to MRO's Compliance Officer and MRO is not able to contact the person, MRO will complete its response and maintain it, pursuant to its normal record retention policies.
- [Chart 1: Suspected Violations of Reliability Standards](#) provides an overview of the process for suspected violations of Reliability Standards.

B. Suspected Violations of MRO's Policies and Procedures

- Reports of suspected violations of MRO's Policies and Procedures can be made to MRO's Chief Compliance Officer or third party "Hotline" provider. The identity of the person making the report shall not be disclosed if such person requests anonymity.
- Reports of suspected violations of an MRO Policy and Procedure can be made to:

Chief Compliance Officer, Midwest Reliability Organization

Mr. Lam Chung
380 St. Peter Street
Saint Paul, Minnesota 55102
Tel: (651) 256-5187
Fax: (651) 855-1712
Lam.Chung@mro.net

MRO Ethics Hotline

MRO's Third Party Hotline, Lighthouse Services
reports@lighthouse-service.com (Reference MRO)
(877) 472-2110

- Reports should include as much specific information as possible such as names, dates, places, and a description of the event that took place; the person's belief of why the incident(s) is a suspected violation of MRO's Policies and Procedures; and the action the person recommends be taken.
- Upon receipt of a report of suspected violation directly or through the MRO Ethics hotline, the Chief Compliance Officer will determine whether to initiate an investigation. The Chief



Compliance Officer will direct the investigation, if any, of the allegations in the report or designate MRO staff and/or third parties to conduct the investigation.

- Responses to a report will be made within 20 working days, or as soon as practicable thereafter, directly to the person making the report if he or she has disclosed his or her identity. If the person makes the report anonymously to the MRO's Compliance Officer or through MRO's third party hotline in such a manner that the person can be contacted, an account will be established on MRO's third party hotline and the anonymous person will be provided access information and the response will be provided through the third party hotline. If a person makes the report anonymously to MRO's Compliance Officer and MRO is not able to contact the person, MRO will complete its response and maintain it pursuant to its normal record retention policies.
- [Chart 2: Suspected of MRO Policy and Procedures](#) provides an overview of the process for suspected violations of MRO's Policy and Procedures.



Chart 1: Suspected Violations of Reliability Standards

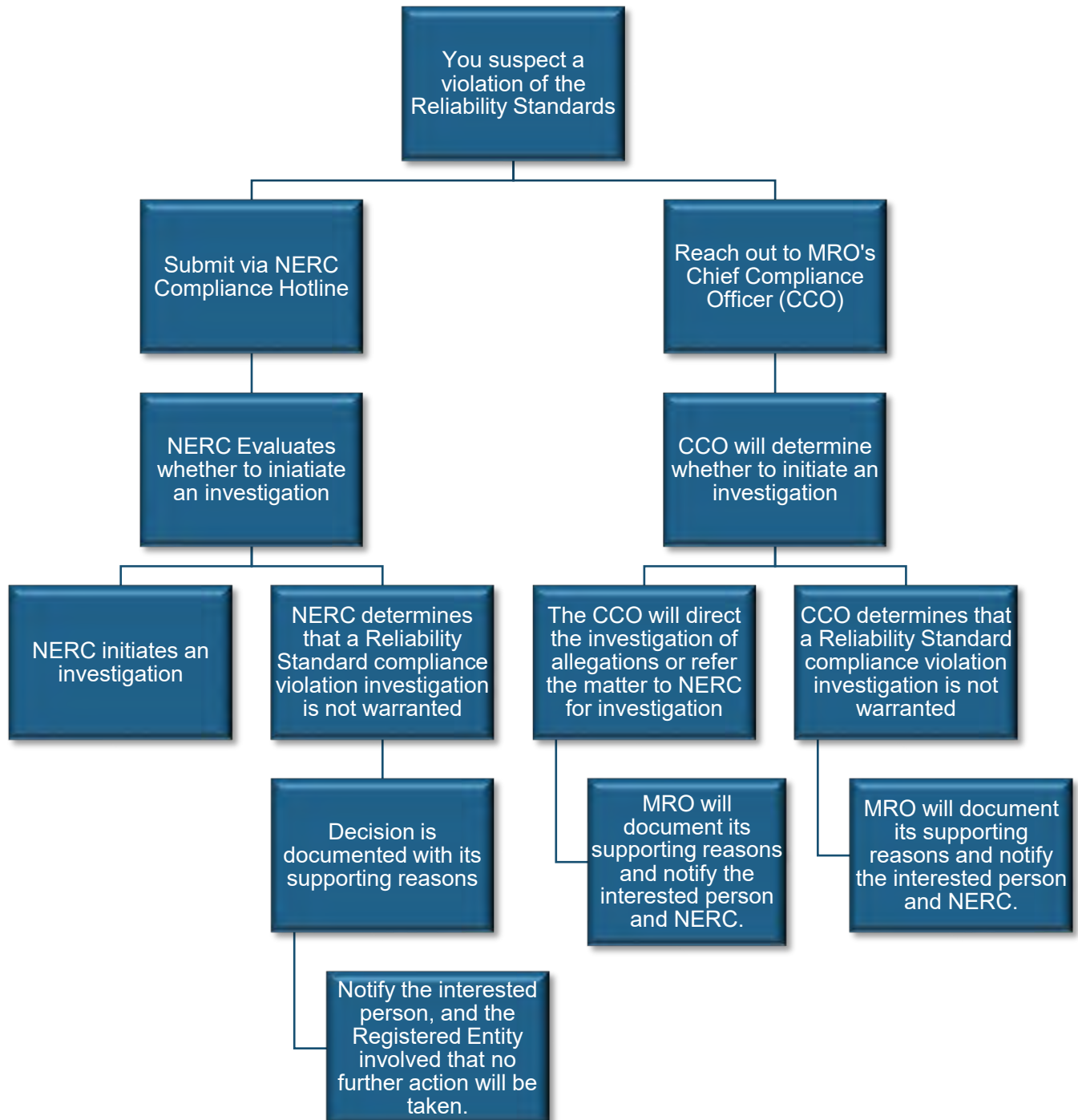
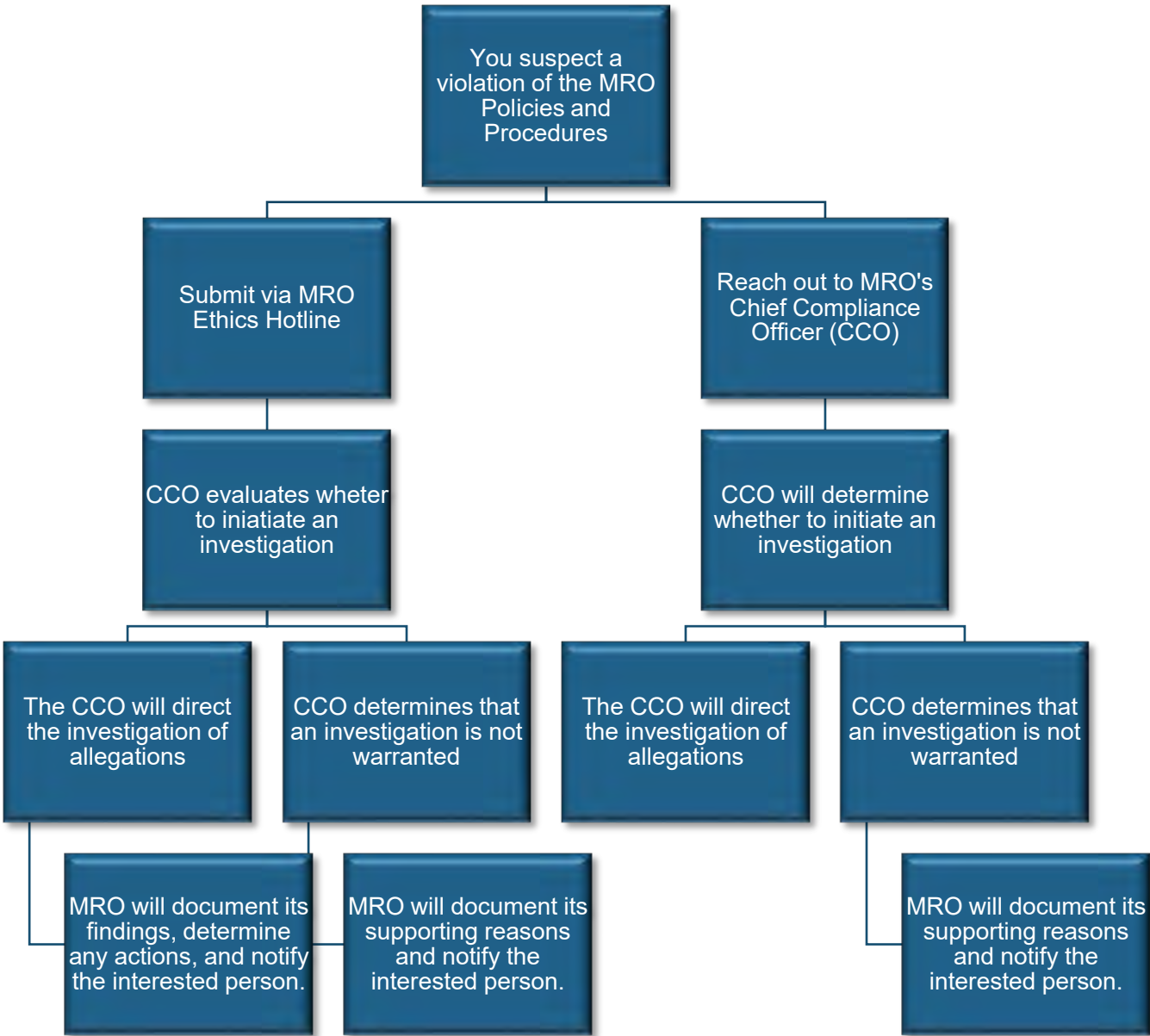




Chart 2: Suspected Violations of MRO Policy and Procedures





Policy and Procedure 7: Ethics Hotline

1. Objective

The objective of this policy and procedure is to set forth the Midwest Reliability Organization (MRO) policies and procedures regarding reporting reasonably suspected violations of MRO policies or any laws or regulations that govern MRO's operations. -

2. Policy

Any MRO director, officer, employee, agent or member and its representative who serves on any MRO organizational group ("covered persons") or other interested person who reasonably believes that there has been a violation of a Reliability Standard or of an MRO Policy and Procedure can report it using the procedures described below.

3. Responsibilities

- Any covered person who in good faith reports a suspected violation of a Reliability Standard or MRO's Policies and Procedures under this Ethics Hotline Policy will be protected from threats of retaliation, discharge, or other types of discrimination. A covered person may not make a statement knowing it is false or in reckless disregard of the truth.
- The Chief Compliance Officer will provide a quarterly report to the Governance and Personnel Committee of any complaints made directly to them or through the MRO Ethics Hotline pursuant to MRO's Policy and Procedure 7: Ethics Hotline.

A. Suspected Violations of Reliability Standards

- Reports of suspected violations of a Reliability Standard ~~shoulder MRO's Policies and Procedures can be made to MRO's Chief Compliance Officer or third party "Hotline" provider.~~ Suspected violations of a Reliability Standard may also be made pursuant to the North American Electric Reliability Corporation's (NERC's) Compliance Hotline Procedure, see <https://www.nerc.net/hotline>. Reports of suspected violations of a Reliability Standard can also be made to MRO's Chief Compliance Officer if the NERC Compliance Hotline is not a viable option.
- Reports of suspected violations of a Reliability Standard can be made to:
The identity of a
NERC's Compliance Hotline (suspected violations of Reliability Standards)
hotline@nerc.net
(609) 524-7029

Chief Compliance Officer, Midwest Reliability Organization

Mr. Lam Chung
380 St. Peter Street
Saint Paul, Minnesota 55102
Tel: (651) 256-5187
Fax: (651) 855-1712
Lam.Chung@mro.net

~~Approved by the MRO Board: April 13, 2023~~
Approved by the MRO Board: December 14, 2023

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- Reports should include as much specific information as possible such as names, dates, places, and a description of the event that took place; the person's belief of why the incident(s) is a suspected violation of a Reliability Standard; and the action the person recommends be taken.
- Upon receipt of a report of suspected violation via the NERC Compliance Hotline, NERC will determine whether to initiate an investigation.
 - Responses to a report will be made within 20 working days, or as soon as practicable thereafter, directly to the person making the report if he or she has disclosed his or her identity. If the person makes the report anonymously through NERC's Compliance Hotline, the response will be provided to the person through the same hotline.
 - If NERC determines that a Reliability Standard compliance violation investigation is not warranted, it will document its supporting reasons and notify the interested person, and the Registered Entity involved that no further action will be taken.
- Upon receipt of a report of suspected violation via directly contacting the Chief Compliance Officer, they will determine whether to initiate an investigation. The Chief Compliance Officer will direct the investigation, if any, of the allegations in the report or designate MRO staff and/or third parties to conduct the investigation or refer the matter to NERC for investigation.
 - Responses to a report will be made within 20 working days, or as soon as practicable thereafter, directly to the person making the report if he or she has disclosed his or her identity. If the person makes the report anonymously to MRO's Compliance Officer, in such a manner that the person can be contacted, the response will be provided through that same medium to the extent possible. If a person makes the report anonymously to MRO's Compliance Officer and MRO is not able to contact the person, MRO will complete its response and maintain it, pursuant to its normal record retention policies.
- Chart 1: Suspected Violations of Reliability Standards provides an overview of the process for suspected violations of Reliability Standards.

B. Suspected Violations of MRO's Policies and Procedures

- Reports of suspected violations of MRO's Policies and Procedures can be made to MRO's Chief Compliance Officer or third party "Hotline" provider. The identity of the person making the report shall not be disclosed if such person requests anonymity. Reports of suspected violations of a Reliability Standard or MRO's Policies and Procedures can be made to:
- Reports of suspected violations of an MRO Policy and Procedure can be made to:

ChiefCorporate Compliance Officer, Midwest Reliability Organization

Mr. Lam Chung
380 St. Peter Street
Saint Paul, Minnesota 55102
Tel: (651) 256-5187
Fax: (651) 855-1712
Lam.Chung@mro.net

MRO Ethics HotlineHotlines

MRO's Third Party Hotline, Lighthouse Services
reports@lighthouse-service.com (Reference MRO)
(877) 472-2110

NERC's Compliance Hotline (suspected violations of Reliability Standards)

hotline@nerc.net
(609) 524-7020

*Approved by the MRO Board: April 13, 2023
Approved by the MRO Board: December 14, 2023*



- Reports should include as much specific information as possible such as names, dates, places, and a description of the event that took place; the person's belief of why the incident(s) is a suspected violation of ~~a Reliability Standard or~~ MRO's Policies and Procedures; and the action the person recommends be taken.
- Upon receipt of a report of suspected violation directly or through ~~one of the~~ MRO Ethics hotline/hotlines, the Chief Compliance Officer will determine whether to initiate an investigation. The Chief Compliance Officer will direct the investigation, if any, of the allegations in the report or designate MRO staff and/or third parties to conduct the investigation. ~~or refer the matter to NERC for investigation.~~
- Responses to a report will be made within 20 working days, or as soon as practicable thereafter, ~~either~~ directly to the person making the report if he or she has disclosed his or her identity. If the person makes the report anonymously to the MRO's Compliance Officer or through MRO's third ~~part hotline party hotline or NERC's Compliance Hotline, the response will be provided to the person through the same hotline. If the person makes the report anonymously to MRO's Compliance Officer~~ in such a manner that the person can be contacted, an account will be established on MRO's third party hotline and the anonymous person will be provided access information and the response will be provided through the third party hotline. -If a person makes the report anonymously to MRO's Compliance Officer and MRO is not able to contact the person, MRO will complete its response and maintain it pursuant to its normal record retention policies.
- Chart 2: Suspected of MRO Policy and Procedures provides an overview of the process for suspected violations of MRO's Policy and Procedures.



Chart 1: Suspected Violations of Reliability Standards

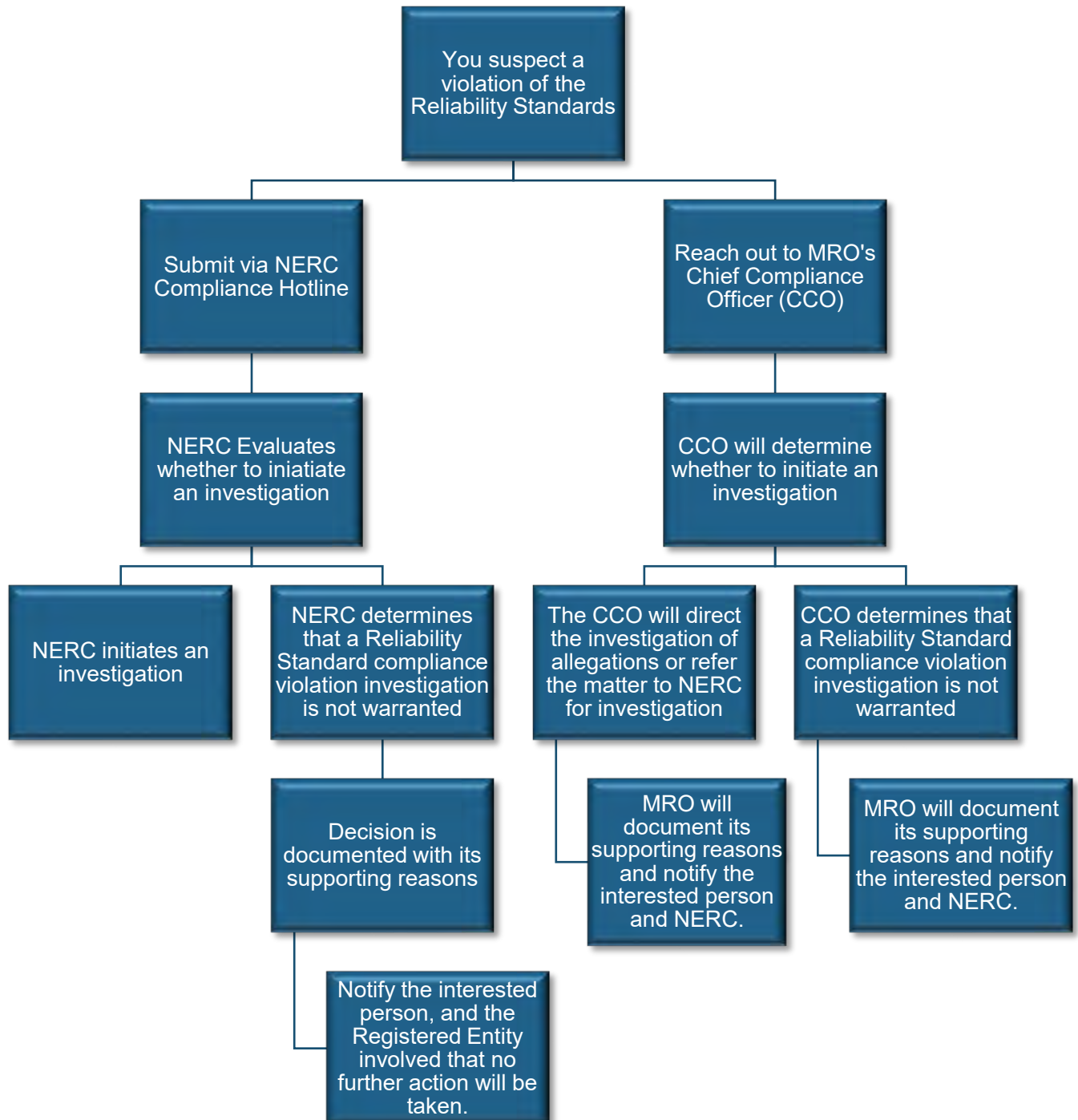
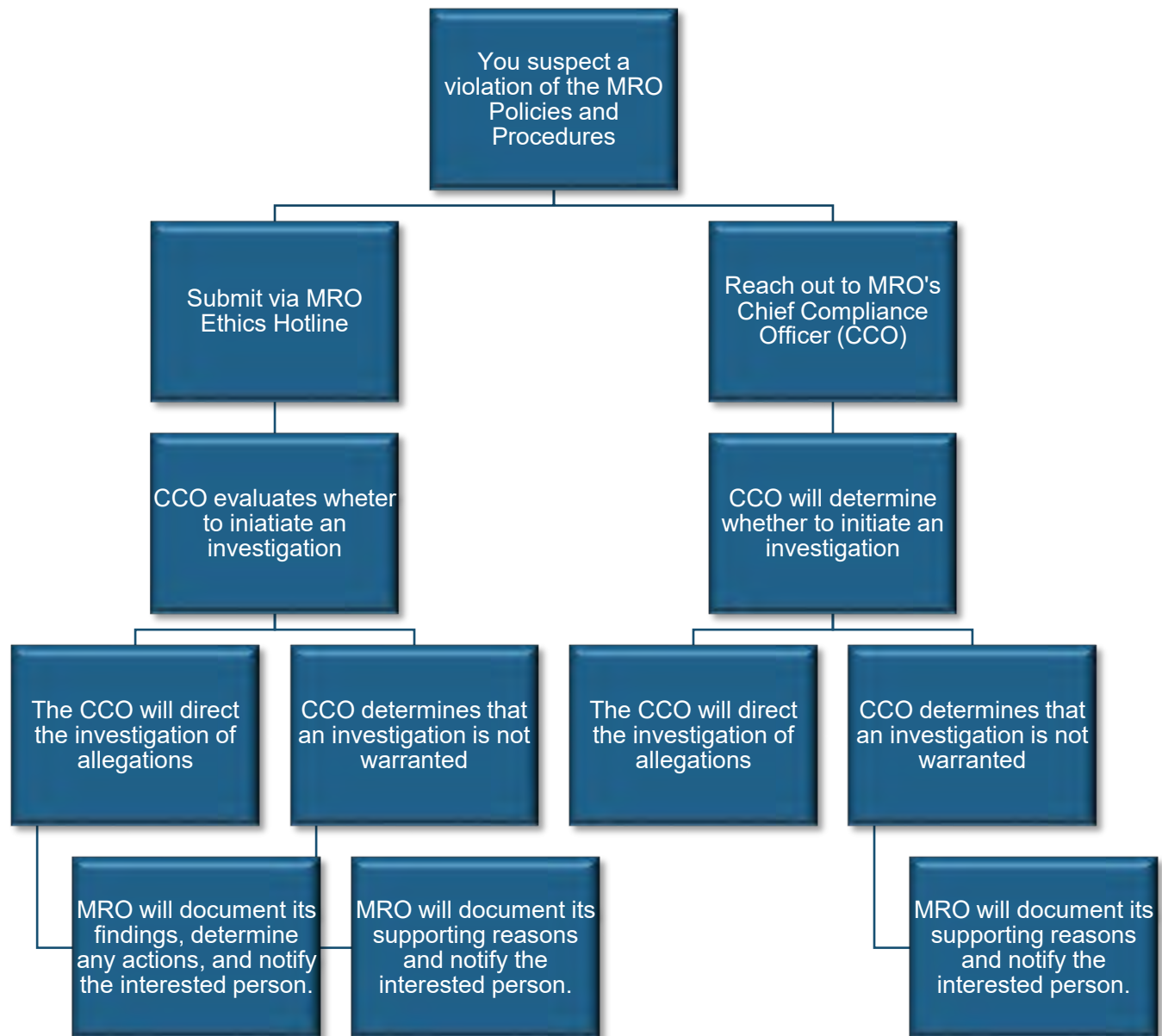




Chart 2: Suspected Violations of MRO Policy and Procedures



~~If MRO determines that a Compliance Violation Investigation is not warranted, it will document its supporting reasons and notify the interested person, NERC, and the Registered Entity involved that no further action will be taken.~~

~~The Chief Compliance Officer will provide a quarterly report to the Governance and Personnel Committee of any complaints made pursuant to MRO's Policy and Procedure 7: Ethics Hotline.~~



Policy and Procedure 9: Consolidated Hearing Process

1. Objective

The objective of this policy and procedure is to set forth the Midwest Reliability Organization (MRO) policies regarding the selection and compensation of MRO Regional Representatives to serve on an ERO Hearing Body as described in in Section 403.145B ("Consolidated Hearing Process") of the NERC Rules of Procedure (ROP) and detailed in Attachment 2 ("Hearing Procedures") of Appendix 4C of the NERC Rules of Procedure ("Compliance Monitoring and Enforcement Program" or "CMEP" established to address MRO matters).

2. Policy

The ERO Hearing Body will have the authority to conduct hearings and render decisions on compliance issues in which a registered entity contests the finding of an alleged violation, proposed penalty or sanction, proposed Remedial Action Directives or components of a proposed mitigation plan. The details of the hearing process and duties of the Hearing Body are identified in the applicable sections of the NERC ROPs.

3. Responsibilities

A. Selection of MRO Regional Representatives:

When selecting individuals to serve as MRO Regional Representatives on an ERO Hearing Body, the Governance and Personnel Committee will appoint individuals with the requisite expertise related to the technical or procedural aspect(s) of the contested issue. The Governance and Personnel Committee may appoint individuals who have previously served on the MRO Board of Directors or on an MRO organizational group.

If the Governance and Personnel Committee determines that there are no former MRO board members or organizational group members available to serve on an ERO Hearing Body, the Governance and Personnel Committee may appoint one or more individuals who have industry experience in the MRO region. If the Governance and Personnel Committee is not able to identify individuals with the requisite knowledge and expertise, the Governance and Personnel Committee may seek nominations from the current list of MRO members, in which case such nominees must be a member.

The Governance and Personnel Committee will not appoint two individuals whose most recent employer, or the employer with which the individual spent the majority of his/her career, are from the same industry sector. In appointing Representatives, the Governance and Personnel Committee will consider any real, or perceived, conflicts of interest an individual may have in serving as a Representative. Representatives may not be employed by, or conducting work for, any entity on the NERC Registry. Representatives may not have more than a *de minimus* equity interest (as defined in MRO's Policy and Procedure 10: Conflict of Interest) in the registered entity that is the party to the hearing.



B. Compensation:

Individuals appointed to serve as an MRO Regional Representative on an ERO Hearing Body will be compensated as follows:

- For time spent in reviewing documentation and preparing for a hearing, including time to obtain necessary training, an MRO Regional Representative will receive compensation of \$5,000.
- For attendance at a hearing, an MRO Regional Representative will receive a flat per day rate of \$3,000 for each day of the hearing¹ for each of the first ten (10) days during which the hearing is conducted. Starting on day 11, and for each day after, the flat per day rate will be \$1,500 for each day of hearing until the maximum compensation amount has been reached.
- The maximum compensation per hearing appointment to be paid to an MRO Regional Representatives is \$50,000. Requests for compensation for reasonable time spent in excess of the maximum total amount will be subject to review and approval of the MRO Finance and Audit Committee.
- In addition to compensation outlined above, MRO Regional Representatives will receive reimbursement of reasonable out-of-pocket expenses incurred in attending a hearing including, but not limited to, travel, meals, and accommodations.

¹ Travel to and from the hearing the day before or the day after the hearing is not considered a hearing day for purpose of this fee. A day(s) spent in post-hearing deliberations required by the hearing is considered a hearing day for the purpose of this fee.



Policy and Procedure 11: Executive Compensation

1. Objective

Midwest Reliability Organization's (MRO) Executive Compensation Policy is designed with the goal of providing remuneration that is fair, reasonable and competitive, and to assist the company in recruiting and retaining qualified executive professionals.

2. Policy

Executive compensation follows the same pay principles as defined in MRO's [compensation philosophy](#) "Your Pay at MRO" guide. As part of the MRO's strategy for ensuring that rewards are commensurate with MRO's success and the creation of value to its mission, MRO has adopted fair, market-based compensation practices, which apply to executives and all other employees at MRO. Compensation is based upon performance, the demands of the job and current market standards for similar positions and skill sets; both inside and outside the industry.

In addition, MRO has established a formal incentive program to recognize the executive leadership team for reaching the goals, objectives and key initiatives for the success of the organization. The incentive policy is discretionary and may be revised, terminated or suspended by the President and CEO and/or the board.

3. Procedures

On an annual basis, ~~each executive (vice presidents and officers) will be required to complete a self-appraisal.~~ The President and CEO will also complete an evaluation of ~~each~~ the executive's performance, and the two will meet to discuss the results and determine goals for the coming year.

Compensation is based primarily on performance and the principles in the MRO [compensation philosophy](#) "Your Pay at MRO" guide. Compensation increases should be within the budget guidelines established by the MRO Finance and Audit Committee in the current year's approved budget. Material differences shall be reviewed and approved by the MRO Governance and Personnel Committee, and if necessary, the board.

A performance evaluation of the MRO President and CEO is performed by the MRO Board of Directors, led by the Governance and Personnel Committee Chair, and is based upon performance including meeting the organization's goals and objectives. In addition, the board may initiate a compensation review performed by an independent consultant of the position of MRO President and CEO on a periodic basis. The MRO President and CEO's compensation, including incentive, is approved by the board.

~~Annually,~~ the Governance and Personnel Committee ~~may~~ shall meet with the President and CEO and review the compensation of each executive staff employee to determine whether the compensation is in compliance with this policy.

The President and CEO may, from time to time, or at the request of the Governance and Personnel Committee, retain the services of an independent compensation consultant to facilitate this review. The

Approved by the MRO Board: ~~December 14~~ February 24, 2023

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Governance and Personnel Committee shall report the conclusions of this review to the Board, along with any recommended actions arising from this review.

In addition to base compensation, executives are eligible for an incentive based on a percentage of base salary, set by the President and CEO, subject to review by the Governance and Personnel Committee, for reaching the goals, objectives, and key initiatives of the organization each year.

The President and CEO shall be responsible for setting the goals, objectives and key initiatives each year. For the incentive, the President and CEO is responsible for determining the achievement levels for each executive staff and shall use the following components in determining the individual payouts of each executive staff member:

- Program area goals and objectives for the success of MRO
- Strategic goals and objectives of MRO
- Other goals and objectives as established by the President, consistent with MRO's mission, business plan, and responsibilities

Payment of any incentives shall be made no later than March 1. In order to earn the incentive, the executive team member must be full time and employed on December 31 of the year incentive is earned employed by MRO. If an executive terminates before December 31, no incentive is earned or paid unless otherwise approved by the President and CEO. If an executive staff was employed during a year where a full year is not earned, but the executive staff was employed through December 31, a pro-rata amount shall be paid unless otherwise approved by the President and CEO.

President's Report
Sara Patrick, President and CEO

Action

Discussion

Report

I will provide an oral report at the meeting.

Chair's Remarks
Brad Cox, Board Chair

Action

Discussion

Report

I will provide an oral report at the meeting.

NERC Staff Remarks

James B. Robb, NERC President and Chief Executive Officer

Action

Discussion

Report



James B. Robb, NERC President and Chief Executive Officer

James (Jim) B. Robb assumed the role of NERC's president and CEO in April 2018. Robb oversees NERC's mission of assuring the reliability and security of the North American bulk power system. As president and CEO, Robb leads the Electric Reliability Organization (ERO) responsible for key programs, including those programs focused on development of mandatory NERC Reliability Standards, the Compliance Monitoring and Enforcement Program, situational awareness, event and risk analysis, reliability assessments and forecasting, and cyber and physical security, affecting approximately 1,400 bulk power system users, owners, and operators. He is also responsible for the performance of the Electricity Information Sharing and Analysis Center (E-ISAC) and key government partnerships.

As CEO, he is the chair of the ERO Enterprise Executive Committee, which oversees the operations of the six Regional Entities that support the reliability mission across North America. Robb joined the ERO Enterprise in 2013 when he was appointed the president and CEO of the Western Electricity Coordinating Council (WECC), the Regional Entity serving the Western Interconnection.

Robb has more than 35 years of experience in the energy sector as an engineer, consultant, and senior executive. Prior to becoming WECC's CEO, he held three major leadership roles in the industry as senior vice president at Northeast Utilities (now Eversource Energy); senior vice president at Reliant Energy (now part of NRG Energy); and partner at McKinsey & Company. During his 15-year career at McKinsey, he worked closely with prominent electric power companies in California, western Canada, the Pacific Northwest, and the Rocky Mountain states and served clients in Western Europe, South America, and New Zealand. He has been a frequent speaker at industry events on the evolution of the electric power system, cyber security, integration of variable generation, and the increasing interdependency of electric and natural gas reliability.

Robb is a member of the Electricity Subsector Coordinating Council (ESCC) and serves on the United States Energy Association Board as well as a NERC trustee. In 2020, he was appointed chair of the Group of Experts on Cleaner Energy Systems for the United Nations Economic Commission for Europe. He has served on the boards of the Wadsworth Atheneum Museum of Art in Hartford, Connecticut, the Houston Symphony, the Woodland Park Zoo in Seattle, and as a policy advisor to the Bay Area Economic Forum in San Francisco.

Robb earned a bachelor's degree in Chemical Engineering from Purdue University in Indiana and a master's degree in Business Administration from the Wharton School of Business at the University of Pennsylvania in Philadelphia.

Finance and Audit Committee Report
Dr. Dana Born, Finance and Audit Committee Chair

Action

Discussion

Report

The Finance and Audit Committee (FAC) met on October 19, 2023. The following is a summary of items discussed and actions taken by the committee at this meeting.

Third Quarter Treasurer's Report

MRO staff reviewed the third quarter 2023 Treasurer's Report with the committee. Initial unaudited expenses were reported to NERC as 14 percent under budget. The year-to-date variance is attributed to several factors including lower than budgeted personnel, consulting, travel, and meeting expenses. Capital assets will be over budget due to advancement of capital expenditures budgeted for 2024. The draft unaudited financial statements include a 10 percent underspend projected for year-end.

MRO staff shared a brief update regarding the Interregional Transfer Capability Study (ITCS). NERC is leading the development of a multiphase plan that will help clarify any potential resource implications for MRO. MRO is not seeking additional resources in 2023; however, to support the ITCS initiative and given the projected year-end underage, staff will advance some expenditures slated for 2024 to 2023.

After the committee call, staff notified the FAC Chair of FERC's approval of the 2024 Business Plan & Budget on October 20, 2023.

Review of MRO's 2022 Form 990

MRO staff updated the FAC regarding status of MRO's 2022 Form 990. The draft form was shared with the full board for review and comment from August 10 through October 1, no suggestions were received. The final Form was submitted to the IRS on October 10.

Independent Financial Audit FY 2023

Pre-audit discussions occurred on October 5 for the FY2023 audit schedule. Baker Tilly notified staff that a partner rotation will take place due to the retirement of the current Managing Partner, Jeff Gendreau, at the end of 2023. Another partner was recommended and selected. Audit work will begin in January 2024.

Market Report for Directors and Officers Insurance

In follow-up to inquiries from the third quarter board meeting, staff invited George Spanjers, Executive VP of Gallagher Insurance Brokerage to provide insights into the Directors and Officers (D&O) insurance market following the recent disasters in Maui, HI. Mr. Spanjers shared that D&O insurance is not expected to increase in comparison to other insurance premiums. Staff also added that any reports or reviews on D&O will be shared with the Governance and Personnel Committee.

Corporate Risk Management Update

MRO staff provided an overview of the MRO Corporate Risk Management (CRM) program. The CRM's mission, cyclical risk assessment process, and presentation of preliminary results for 2023 were shared. The program is guided by a corporate risk management guideline, which is reviewed annually. Annually, the committee will participate in a review of the results prior to a presentation to the full board. The 2023 CRM report is scheduled for presentation at the second quarter 2024 executive session meeting.

Quarterly Governance Task List Status Report

FAC had approved revisions to the FAC charter during its third quarter meeting, however, additional proposed revisions were provided for consideration. Suggested changes include removal of board committee terms, clarifying the scope of the FAC's review of insurance, and the addition of an annual review of corporate risk management. FAC recommended approval by the Governance and Personnel Committee for all revisions as proposed or discussed. All other tasks have been completed for the year.

FAC Members

For your reference, the FAC consists of the following board members:

- Dr. Dana Born (Chair), Independent Director
- Jennifer Flandermeyer, Regional Director
- JP Brummond, Investor Owned Utility Sector
- Lloyd Linke, Federal Power Marketing Agency Sector
- Priti Patel, Cooperative Sector
- Scott Nickels, Municipal Utility Sector
- Thomas Graham, Independent Director

Governance and Personnel Committee Report
Thomas Graham, Governance and Personnel Committee Chair

Action

Discussion

Report

The Governance and Personnel Committee (GPC) held its quarterly meeting via Webex on October 26, 2023. The following is a summary of the items discussed and actions taken by the committee during the meeting. Board members may review the full meeting agenda on Boardvantage [here](#).

Quarterly Human Resources Report

Initiatives connected to training, development, and career path progression continue to be active, including ongoing all-staff training events highlighting the importance and application of trust in an organization and on teams. In addition, MRO has re-engaged with Daire Success Coaching to provide on-going education and awareness of individual and team strengths based on CliftonStrengths® assessments and develop a routine cadence of communication and training. Additionally, several Compliance Monitoring and Enforcement Program (CMEP) staff attended local training events in early November including, MIPSYCON (Minnesota Power Systems Conference), and five Directors and one Executive attended the Trusted Leaders Summit, presented by Trust Edge Leadership Institute.

Staff has completed its collaboration with PayFormance Partners on a comprehensive compensation assessment that included research for total compensation targets, and a review of MRO's current pay philosophy by providing guidance and best practices for consideration to ensure MRO is an employer of choice for current and future employees. Staff is currently working through an implementation plan and associated communications and training for roll out of the assessment.

The employee-led Volunteerism Committee, Office of Sustainability, and Diversity, Equity, and Inclusion (DEI) Committee continue to be active. Recent activities for these committees include:

- Volunteerism Committee - sponsored two Habitat for Humanity events in the month of September and are currently encouraging staff to participate in the local Coats for Kids Drive through the Rose Foundation through Pilgrim Dry Cleaners.
- Office of Sustainability - provided insight and education to staff highlighting the Twin Cities Habitat for Humanity initiatives to support sustainable design and construction and provided information on how employees can donate home project materials.
- Diversity, Equity, and Inclusion (DEI) Committee – a celebration of DEI days is occurring the week of October 23-27 with on-site activities:
 - An International Potluck inviting staff to share food items representing their heritage or family traditions
 - Two on-site Focused Learning training/discussion events presented by Optum
 - Bias and What We Can Do About It – Monday, October 23, 2023
 - Understanding and Embracing Diversity – Tuesday, October 24, 2023

MRO welcomed and successfully on-boarded three new FTE team members, transitioned two internal staff to new roles, and added one contract employee to the organization since early September. In addition, a candidate is scheduled to start the week of October 30, 2023, which will place MRO's headcount at 77 of 78 budgeted FTEs for 2023.

CEO Evaluation Process

The committee began the process of MRO's President and CEO evaluation on November 3, 2023, by providing the board with Sara Patrick's self-evaluation, and requesting that the board fill out an evaluation of Patrick by November 17, 2023. The GPC plans to meet on December 11, 2023, to discuss the results and will provide a recommendation to the full board on this matter during closed session at the board's December 14, 2023, meeting.

MRO Board Committee Charters

The MRO Board of Director Committees, which include the Organizational Group Oversight Committee (OGOC), Finance Committee (FAC), and the Governance and Personnel Committee (GPC) undergo an annual review of their charters. A redline copy of each charter is attached for the Board's review and approval.

MRO Policies and Procedures

The GPC underwent its annual review of MRO's policies and procedures and the redlined copies of any proposed changes to the Policy and Procedures, and links of those policies with only non-material changes, such as typographical, stylistic, or no change except the approval date, are included as part of the consent agenda.

MRO Board of Directors Election

MRO solicited nominations from its industry sector members to fill open or expiring seats on the MRO Board of Directors from September 11-29, 2023. Following the nomination period, electronic ballots were sent to those sectors with open seats on the board. The ballot period closed on October 20, 2023, and the election results were announced to all MRO Members on October 23, 2023.

The following individuals were elected to the MRO Board, to be seated on the board on January 1, 2024, apart from James Nail who was newly seated on the board effective October 23, 2023.

Non-Sector Based Seats

- Dr. Dana Born, Independent Director, term ending December 31, 2026
- Thomas Graham, Independent Director, term ending December 31, 2026
- James Nail, Regional Director, term ending December 31, 2024

Canadian Utility Sector

- Iqbal Dhami, Saskatchewan Power, term ending December 31, 2026

Generator and Power Marketer Sector

- Fred Meyer, Algonquin Power & Utilities, term ending December 31, 2025

Investor Owned Utility Sector (IOU <3k)

- Darcy Neigum, Montana-Dakota Utilities, term ending December 31, 2026

Investor Owned Utility Sector (IOU ≥ 3k)

- Sandra Johnson, Xcel Energy, term ending December 31, 2026

Municipal Utility Sector

- Paul Crist, Lincoln Electric System, term ending December 31, 2026

Transmission System Operator Sector

- Michael Desselle, Southwest Power Pool, term ending December 31, 2026

MRO Board of Director Attendance Review

Pursuant to the GPC Charter, the GPC is tasked with periodically reviewing board member individual attendance and ensuring that each director's attendance is consistent with Policy and Procedures and MRO Bylaws. The GPC reviewed a breakdown of board member attendance in 2023 at both the full board and board committee level and has identified no issues.

Quarterly Report on Ethics Hotline Activity

Lighthouse provides third-party hotline services for anonymous reports related to the investigation of suspected violations of law, MRO's policies and procedures, and external regulations. The Chief Compliance Officer receives monthly reports on any use of the hotline as well as any actions taken on any reported issues and reports them quarterly to the GPC. As of today's report, there has been no activity.

GPC Roster

For your reference, the GPC consists of the following board members:

- Thomas Graham (Chair), Independent Director
- Dr. Dana Born, Independent Director
- Eric Schmitt, Independent Director
- Jeanne Tisinger, Independent Director
- John Rhea, Generator Power Marketer Sector
- Michael Lamb, Investor Owned Utility Sector
- Thomas Finco, Transmission System Operator Sector

Organizational Group Oversight Committee Report
JoAnn Thompson, Organizational Group Oversight Committee Chair

Action

Discussion

Report

The Organizational Group Oversight Committee (OGOC) will hold a closed meeting on December 13, 2023, the day before this board meeting. The following is a summary of the items that will be discussed by the committee during the meeting.

Annual Review of Organizational Group Accomplishments

During the fourth quarter OGOC meeting, advisory council chairs and vice chairs will review reports prepared by the respective organizational groups outlining their accomplishments for 2023.

Annual Risk

The OGOC will also meet with the chairs and vice chairs of the advisory councils and key MRO staff to review and discuss risks to the bulk power system in MRO's regional footprint. Meeting participants will review prioritized reliability and security risks identified in the MRO Regional Risk Assessment (RRA). The RRA is a document that MRO prepares annually, with input from industry subject matter experts, to identify risks that are most applicable and impactful to MRO.

Proposed Areas of Focus & Advisory Council Work Plans

Following this discussion of risks, participants will break into small groups to assess and prioritize key focus areas for MRO's organizational groups in 2023. The advisory council chairs will then review their proposed 2024 work plans with the OGOC, and the small groups will convene again to discuss the draft work plans and ensure the plans appropriately address the risks identified during the earlier sessions. Input is provided back to the advisory councils so those groups can adjust their work plans accordingly.

Governance Obligation – Organizational Group Oversight

Per the MRO Bylaws, Article 8.1:

“...The board shall conduct a review of all organizational groups of the Corporation on a periodic basis to ensure that the business of the Corporation is conducted in an efficient, cost-effective manner and shall include a statement of its conclusions and resulting actions in the board's report to Members at the annual meeting.”

This obligation has been delegated to the OGOC pursuant to its charter. As a result of the review of organizational accomplishments, discussion of risks, areas of focus, and work plans, I will provide a report of the OGOC's conclusions and resulting actions at the Annual Member and board meeting.

Approval of Membership Recommendations

The OGOC provided approval via electronic ballot recommendations from the advisory councils regarding organizational group membership and MRO-sponsored NERC representatives for seats either open or with terms expiring on December 31, 2023. The final rosters will be updated on the [MRO Website](#) in January of 2024.

For your reference, the OGOC consists of the following board members:

- JoAnn Thompson (Chair), Investor Owned Utility Sector
- Daryl Maxwell (Vice Chair), Canadian Utility Sector
- Ben Porath, Cooperative Sector
- Charles Marshall, Transmission System Operator Sector
- Darcy Neigum, Investor Owned Utility Sector
- Dehn Stevens, Investor Owned Utility Sector
- Eric Schmitt, Independent Director
- Iqbal Dhani, Canadian Sector
- Jeanne Tisinger, Independent Director
- Maurice Moss, Municipal Utility Sector

Presentation of 2023 HERO Award
JoAnn Thompson, OGOC Chair, and Sara Patrick, President and CEO

Action

Recognize 2023 HERO Award Recipient

Report

MRO's [Volunteer Recognition Program](#), established in 2019, acknowledges individuals for their dedication, commitment, and contributions to the success of MRO. The Volunteer Recognition Program also includes an annual HERO Award that recognizes individuals that have shown exemplary initiative and commitment to advancing the concept and principles of [Highly Effective Reliability Organizations \(HEROs\)](#) throughout the MRO region and in support of MRO's vision and mission.

MRO staff solicited nominations from MRO members and stakeholders for the HERO Award. Per the Volunteer Recognition Program, the MRO executive team, in consultation with the organizational group staff liaisons, reviewed the candidates' qualifications under the lens of the five HRO principles outlined in the Volunteer Recognition Program. The executive team referred three nominees to the OGOC for consideration. The OGOC reviewed the qualifications of these nominees and made its final selection during closed session on November 2, 2023.

I, along with MRO president and CEO Sara Patrick, will announce the award recipient at this meeting.

FERC Inquiry on Winter Storm Elliot

Heather Polzin, Reliability Enforcement Counsel to the Office of Enforcement, FERC

David Huff, Electrical Engineer, Office of Electric Reliability, FERC

John Grimm, Principal Systems Protection Engineer, MRO

Mark Tiemeier, Principal Technical Advisor, MRO

Action

Discussion

Report



Heather Polzin, Reliability Enforcement Counsel to the Office of Enforcement, FERC

Heather is a graduate of James Madison University and the University of Virginia School of Law. A former General Counsel to the Maryland Public Service Commission, she joined FERC in 2010 and has served as co-lead on four blackout inquiries and one near-miss inquiry. She served as lead writer/editor for four of the reports, including the Winter Storm Uri and Elliott reports in 2021 and 2023, respectively.



David Huff, Electrical Engineer, Office of Electric Reliability, FERC

David (Dave) joined FERC in 2008 and serves as an electrical engineer for the Office of Electric Reliability, with over 20 years prior industry experience in system operations, capacity, and transmission planning. Dave co-led two FERC-NERC-Regional Entity joint reviews of restoration and recovery plans from 2014-2017, and the FERC-NERC-Regional Entity joint staff inquiries into the 2018, 2021, and 2022 cold weather events. Dave earned a Bachelor of Science degree in electrical engineering in 1988, and is an IEEE Senior Member.



John Grimm, Principal Systems Protection Engineer, MRO

John joined MRO in August 2021 and is a Principal Protection Systems Engineer in the Reliability Analysis department at MRO. John has over 35 years of industry experience in protective relay and control systems. He contributed to the grid operations sub-team as part of the joint inquiry on Winter Storm Elliot.



Mark Tiemeier, Principal Technical Advisor, MRO

Mark joined the MRO in July 2022 as its Principal Technical Advisor. As Principal Technical Advisor, he is responsible for leading MRO's annual Regional Risk Assessment (RRA) which includes a risk on generation unavailability during extreme cold weather. Mark has 17 years of industry experience in transmission system operations. He contributed to the generation outage analysis sub-team as part of the joint inquiry on Winter Storm Elliott.

Ethics and Compliance with ChatGPT

Roy Snell, Co-founder of Society of Corporate Compliance and Ethics and Advisor Osprey ESG Software

Action

Discussion

Report



Roy Snell, Co-founder of Society of Corporate Compliance and Ethics and Advisor Osprey ESG Software

Roy Snell is the co-founder and former CEO of the Health Care Compliance Association (HCCA)[®] and the Society of Corporate Compliance and Ethics (SCCE)[®]. Roy has authored two books, *The Accidental Compliance Professional* and *IntegrityWorks*. Roy is currently and an advisor for Osprey ESG Software.

Roy is a former Mayo Clinic administrator. He is also a former consultant for Deloitte and PricewaterhouseCoopers. He is a former compliance officer at the University of Wisconsin Medical Foundation. Roy was named one of Ethisphere's *Most Influential People in Business Ethics* (2012 – 2015j).

MRO Operational Activities Report
Richard Burt, Senior Vice President and Chief Operating Officer

Action

Information (Written Report)

Report

On November 7, the Federal Energy Regulatory Commission (FERC) and the ERO Enterprise released the [final report on lessons learned from Winter Storm Elliot](#). MRO Principal Technical Advisor Mark Tiemeier and Principal Systems Protection Engineer John Grimm were members of the team that performed the analysis of this event, developed key recommendations, and drafted the report. MRO is working with NERC and the other Regions on collaborative project plans to address the recommendations that are assigned to the ERO Enterprise. FERC staff will join MRO at the December board meeting for a presentation on the final report and recommendations from the inquiry team.

MRO supported the development of [NERC's 2023/2024 Winter Reliability Assessment](#), and will publish the MRO [Regional Winter Assessment](#) by December 1. These reports show most of the MRO region to be at elevated risk, with Saskatchewan at high risk, for insufficient energy in this coming winter due to the continued decrease in generation capacity coupled with increased load growth. NERC has developed an [infographic](#) and a [video](#) highlighting the key findings from the assessments. MRO is continuing its support of efforts to transition the industry from capacity-based planning to energy-based planning and educating key stakeholders and policy makers on this risk as primary methods of mitigation, in addition to addressing the recommendations from ERO/FERC inquiry teams on both Winter Storm Elliot and Winter Storm Uri. Mitigation of energy insufficiency and completion of the Congress-mandated [Interregional Transfer Capability Study](#) (ITCS) will be top priorities for MRO in 2024 and will be further discussed in the upcoming 2024 MRO Regional Risk Assessment (RRA).

Developed annually, MRO's RRA is the foundation for MRO's reliability and security focus areas. This past quarter, MRO staff and industry volunteers completed the prioritization of risks for the 2024 RRA, set to be published in January. In addition to including two volunteers from each of MRO's three advisory councils in the prioritization of the risks, new this year was a series of risk workshops that were open to all 45 of MRO's advisory council members to provide a mechanism for increased inclusion and collaboration to obtain additional feedback and ensure clarity on the identified risks for 2024. These workshops were preceded by discussions at each of the advisory council's third quarter meetings, led by MRO staff, to introduce the proposed 2024 risks ahead of the workshop to prepare the attendees for prioritization discussions. Due to the success of the new risk workshops, they will be incorporated into MRO's RRA process going forward.

One of the top risks in the 2023 RRA is insider threats. On October 25, 2023, MRO finalized an insider threat benchmarking tool and checklist that can be used by stakeholders to develop their own insider threat program or assess their current program. The tool was developed by MRO staff and reviewed by the MRO Security Advisory Council (SAC). Due to the sensitive nature of the material, and the context that is required in how to use and apply them, MRO has not yet made the documents available publicly. Rather, MRO has distributed the documents to the MRO SAC members, announced they are available to the region on an MRO SACTF Threat Call, and will make notice that the Insider Threat documents are available, upon request, to the entire region by publishing a newsletter article in December.

Much of industry was focused on exercising their response plans as part of GRIDEX VII on November 14 and 15. MRO staff were provided with the opportunity to observe two registered entities' exercises and performed an exercise of MRO's own emergency plans. MRO also participated in the smaller, invite-only Executive Tabletop on November 16 that included key members of industry and government, where MRO's weekly threat call was discussed as a unique and nimble tool that would be of use to industry during a widespread grid emergency. MRO President and CEO Sara Patrick was able to provide the Executive group with information on how MRO has, and could, utilize the threat call for such a situation. In addition, MRO hosted a GRIDEX lunch and learn for all staff as a training opportunity for the entire organization.

An ERO collaboration group called the Risk Assessment Planning Task Force (RAPTF) – an ERO collaboration group – recently completed efforts to finalize a more consistent framework for determination of performance considerations, which along with a registered entity's inherent risk, is a primary input into each entity's customized Compliance Oversight Plan (COP), a strategy for how each entity will be monitored by its Region. This new framework provides transparency and consistency regarding how reliability and security performance of an entity, outside of its compliance history, will be evaluated and communicated. With this development, and recent enhancements to the Align tool to better implement this functionality, MRO plans to aggressively pursue development of COPs in 2024 for registered entities, to include re-working existing COPs under this new framework. With the planned retirement of webCDMS by year end and continued progress on enhancements to the functionality of Align, MRO will be fully transitioned to Align for all CMEP activities in 2024.

External Affairs Report
Tasha Ward, Director of Enforcement and External Affairs

Action

Information (Written Report)

Report

Webinars, Conferences, and Industry Engagement

From October 10-12, 2023, Steen Fjalstad, Director of Security, Lee Felter, Principal Security Engineer, Cris Zimmerman, Manager of Outreach and Stakeholder Engagement, and Shawn Keller, Outreach Coordinator, attended a physical security workshop sponsored by the SERC Reliability Corporation at Madison Gas & Electric in Madison, WI. The conference included on-site assessments at substations. Attendees included representatives from regional utilities, and police, fire, and security officials from the state of Wisconsin. Also from October 16-20, 2023, Fjalstad, Zimmerman, and Keller attended the 12th Annual 2023 GridSecCon, sponsored by the North American Electric Utility Corporation (NERC), the Electricity Information Sharing and Analysis Center (E-ISAC), and the Northeast Power Coordinating Council (NPCC), held in Quebec City, Quebec. Attendees included members from industry and government partners from across North America.

From November 7-9, 2023, members of MRO staff attended the annual Minnesota Power Systems Conference (MIPSYCON) held at the Xcel Center in St. Paul, Minnesota. Mark Tiemeier, Principal Technical Advisor, was a member of the conference planning committee and was moderator for panels in the Generation and Emerging Technologies and Energy Storage sessions.

On November 9, 2023, Sara Patrick, President and Chief Executive Officer, and Richard Burt, Senior Vice President, and Chief Operating Officer, attended the Federal Energy Regulatory Commission's Annual Reliability Technical Conference in Washington D.C. The conference included both Commissioner-led and staff-led panels that discussed policy issues that affect the reliability and security of the Bulk Power System.

State Outreach

On October 24, 2023, Fjalstad participated on a panel at the 2023 Cyber Security Summit-Public Sector sponsored by Minnesota Information Technology Services. On December 8, 2023, Tiemeier will provide a presentation on MRO's Regional Risk Assessment at the Iowa Association of Electric Cooperatives Annual Meeting.

MRO will continue to communicate MRO and ERO reports and outreach opportunities to commissioners and commission staff. MRO continues to coordinate with the ERO Enterprise State and Provincial Outreach Collaboration Group on outreach opportunities in states within multiple regional footprints. Updates will continue to be provided in quarterly board reports.

Canadian Affairs

On October 26, 2023, I presented to the Saskatchewan Electric Reliability Authority (SERA) at the Saskatchewan Power Corporation offices in Regina, SK. Attendees included Board members from SERA and representatives from Saskatchewan registered entities. The topics in the education session included a high-level overview of MRO's Regional Risk Assessment and characteristics of a robust Internal

Compliance Program. Additionally, on November 7, 2023, I met with a representative from the Manitoba government offices for our annual meeting. Topics discussed included future meetings with an expanded government presence to present on MRO's Regional Risk Assessment and other topics of interest.

Outreach Report
Cris Zimmerman, Manager of Outreach and Stakeholder Engagement

Action

Information (Written Report)

Report

MRO's Outreach Department was formed in May 2022 to advance the board's strategic objective to "be a trusted leader in providing premier and cutting-edge outreach to our stakeholders." MRO's leadership team approved a five-year outreach strategy document in January 2023 and the department became fully staffed in May 2023. (The department consists of an outreach manager, a coordinator, and a shared administrative resource.) In addition to helping plan and facilitate 17 outreach events in 2023, the department's accomplishments include:

- Formation of an Outreach Advisory Committee of staff involved in the production of webinars and conferences to help inform outreach efforts.
- Early implementation of the Outreach Strategy.
- Compilation of all outreach-related materials and documents in a single folder structure to increase efficiency and effectiveness.
- Creation and use of a single post-event attendee survey to measure and begin benchmarking outreach performance consistently across all events.
- Expanded promotion of MRO's events through video advertising and social media.
- Collaboration with ERO outreach peers to learn and identify best practices and coordinate outreach activities.

These efforts resulted in a 20 percent increase in overall attendance at MRO events in 2023, and a 9 percent increase in post-event survey submission rates over 2022 levels.

Efforts in 2024 will focus on continued implementation of the Outreach Strategy, procurement of outreach tools to increase efficiency and engagement, development of standard outreach procedures, and expansion of the outreach metrics to capture the value MRO's outreach provides.

The following are highlights from events held in the fourth quarter:

- The CMEPAC hosted an EOP-012-1 R2 Readiness Assessment Webinar on September 21 with 173 attendees.
- The SAC hosted the tenth annual Security Training and Conference on September 26-27 in Oklahoma City, Oklahoma and via Webex with 73 in-person and 133 virtual attendees.
- MRO staff hosted a virtual Cold Weather Workshop on October 26 with 273 attendees.
- MRO cohosted a Physical Security Workshop October 10-12 in Madison, WI with SERC. The workshop that was requested by Madison Gas & Electric (MG&E) was attended by MG&E staff, local law enforcement and other local entities.
- Outreach staff attended and supported the E-ISAC's annual Grid Security Conference (GridSecCon) in Quebec, Canada on October 16-20. (MRO will cohost this event in Minneapolis in 2024.)
- The CMEPAC will host a Compliance Management Program Tools Webinar on December 20, 2023.

Other Business and Adjourn

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Future meetings of the MRO Board of Directors are listed below.

2024 Board Meeting Dates

- January 23, 2024 Board Orientation (Webex Only)
- February 8, 2024 Q1 MRO Board of Director Meetings (Webex Only)
- 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)
- TBD Strategic Planning Meeting
- August 21-22, 2024 Q3 MRO Board of Director & OGOC Meetings (Hybrid)
- November 6-7, 2024 Q4 MRO Board of Director & OGOC Meetings (Hybrid)