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## Organizational Group Oversight Committee Charter

### Organization

There shall be a committee of the Midwest Reliability Organization (MRO or Company) Board of Directors (Board) known as the Organizational Group Oversight Committee (Committee). This charter reflects the authority delegated by the Board to the Committee and shall govern the Committee with regard to its duties and responsibilities.

### Purpose

The Committee fulfills the Board's responsibilities in regards to MRO's organizational groups outlined in Article 8 of the MRO Bylaws.

### Responsibilities

The Committee shall have all of the authority necessary to fulfill the Board's responsibilities under Article 8 of the MRO Bylaws, including the following responsibilities and duties:

1. Establishment of Organizational Groups.
  - a. The Committee 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.
  - b. To ensure the organizational groups are efficient and cost-effective the Committee shall endeavor to:
    - i. 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
    - ii. periodically review the efficiency and cost effectiveness of the organizational groups.
2. Establishment of Policies and Procedures Governing Organizational Groups.
  - a. The Committee shall establish policies and procedures governing organizational groups that address:
    - i. membership of the organization group, which shall be based on experience and expertise and to the extent practicable, be geographically diverse and industry sector balanced;
    - ii. the size of the organizational group and how the organizational group will be populated;
    - iii. how the leadership of the organizational group will be determined;
    - iv. the manner in which decisions will be made and voting will be conducted;
    - v. 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 Committee.
3. Oversight and Interaction with Organizational Groups.
  - a. The Committee 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 Committee 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.
- b. The Committee 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 Committee.
  - c. The Committee 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.
4. Designation and Oversight of MRO Sponsored NERC Representatives
- a. The Committee is responsible for designating the individuals from MRO Members to represent MRO on NERC organizational groups. In selecting individuals, the Committee will consider experience and expertise and, to the extent practicable, select a geographically diverse and industry sector balanced group of individuals;
  - b. The Committee shall establish policies and procedures governing individuals representing MRO at NERC.
  - c. The Committee 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.
5. Reporting to the Board
- a. The Committee will 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 Committee will provide the Board a report on the efficiency and effectiveness of MRO's organizational groups.

## Membership

The Committee shall generally consist of up to eleven directors (in interim periods, the committee can operate with fewer appointed directors), none of whom 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 Board, would interfere with the exercise of independent judgment as a Committee member. The committee membership shall include a majority of Industry Sector and Regional Directors and may be comprised of all Industry Sector and Regional Directors. The committee will be sector balanced so that no two Industry Sectors could control the vote of the Committee.

The members of the Committee shall be nominated by the chair of the Board, and elected by the Board 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 his or her term, a replacement will be appointed by the chair of the Board for the duration of the term.



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## **Meetings**

The Committee shall meet annually, or more frequently as circumstances dictate. The chair of the Board, the chair of the Committee, or a simple majority of the Committee members may call meetings of the Committee. The chair of the Committee shall prepare or approve an agenda in advance of each meeting. The President and CEO, or designee, shall be invited to all meetings. Other management officials and counsel to the Board may be invited as necessary. With the exception of directors, the chair may excuse any non-Committee 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. A simple majority of the Committee members present in a quorum may approve an action. The Committee may take action by unanimous written consent.