



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 diverse, and to the extent practicable shall include 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;
 - 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 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 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.