



RELIABILITY FIRST

**RELIABILITY COMMITTEE
GOVERNANCE**

**APPROVED BY
THE RELIABILITYFIRST BOARD OF DIRECTORS
SEPTEMBER 28, 2017**

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Note: Capitalized terms used herein and not defined shall have the meanings set forth in the ReliabilityFirst Bylaws.

RELIABILITY COMMITTEE

PURPOSE

The Reliability Committee (Committee) will serve as an advisory body to the ReliabilityFirst Board of Directors (Board). The Committee will provide input and advice on reliability related issues and activities, and may make recommendations for improvements or enhancements. The Committee will also provide a forum in which to discuss current and emerging technical issues and risks associated with the reliability of the Bulk Power System.

MEMBERSHIP, OFFICERS AND TERM LIMITS

- Membership in the Committee is optional and is available to all Registered Entities in ReliabilityFirst. Affiliated companies shall receive one vote and shall designate one Committee Member for voting purposes. Each Committee Member may select one primary representative to the Committee and one alternate representative. However, multiple personnel from one company are welcome to attend meetings that are open to the public.
- Membership in the Committee will be suspended following a Committee Member's absence from two consecutive meetings. A suspended Committee Member may be reinstated at the discretion of the Committee leadership or following its attendance at two consecutive meetings. Proxies given to other Committee Members count toward quorum; but do not count as attendance for the limited purpose of ensuring no Committee Member is absent from two consecutive meetings.
- The Chair and Vice Chair of the Committee shall be selected from the Committee membership by the representatives to the Committee. The Chair and Vice Chair shall each serve a single two-year term. Two-year terms will expire effective July 1st of each applicable year. The election of officers shall be held at the last Committee meeting before each July 1st changeover.
 - Candidates should be active participants in the Committee proceedings, exhibit a broad perspective, and over time balance the composition and geography of the Committee.

- Candidates may nominate themselves to the Committee by informing the ReliabilityFirst staff or the Chair.
- If two or more persons are nominated, the Secretary will distribute ballots for the Committee Members to vote for their preference.
- The Chair shall preside at all meetings of the Committee and shall have the power to call meetings of the Committee. In the absence of the Chair, the Vice Chair shall preside at meetings of the Committee and perform the duties of the Chair.
- A ReliabilityFirst staff member shall serve as a staff liaison and Secretary for the Committee.

RESPONSIBILITIES

The Committee will report to the Board, and will provide input and advice on reliability related issues and activities. The Committee's responsibilities include the following:

- Provide support, expertise, and guidance to ReliabilityFirst.
- Serve as the designated Pre-Qualified Organization pursuant to the NERC Compliance Guidance Policy, for Operations and Planning related issues.
- Provide a forum for Committee Member discussion on reliability issues to promote stakeholder communication, understanding, and consensus.
- Provide assignments to and oversight of the Subcommittees and Task Forces.
- Review and approve deliverables (e.g., reports and studies) from the Subcommittees and Task Forces for presentation to the Board.
- Provide support, expertise, and guidance to the Subcommittees and Task Forces.

The Chair's responsibilities include the following:

- Preside at all meetings of the Committee.
- Call meetings of the Committee.
- Upon request, represent ReliabilityFirst at other ReliabilityFirst, NERC or other industry related proceedings.
- May direct action to a Subcommittee or Task Force by an affirmative vote of the Committee.

The Vice Chair's responsibilities include the following:

- Preside at meetings of the Committee and perform the duties of the Chair in the absence of the Chair.

The Secretary's responsibilities include the following:

- Record the minutes of each meeting within a week after the meeting.
- Provide administrative support to the Committee as necessary.

MEETINGS

All meetings are open to the public and those attending are encouraged to participate. The following principles shall govern all Committee meetings:

- a. The Committee shall meet (in person or via conference call/web cast) at such times as determined by the Committee or at the request of the Chair or Secretary. Notice of meetings will be given to the Committee Members and will be posted on the ReliabilityFirst web site.
- b. The Committee, from time to time, may need to conduct an executive session meeting that is not open to the public.
- c. Travel and expenses for Committee meetings and proceedings shall be borne by the Committee Members and not by ReliabilityFirst.
- d. Meeting minutes will be recorded by the Secretary and posted on the ReliabilityFirst public website, and shall include at a minimum:
 - A roster of attendees (in person and via phone),
 - A summary of the discussions,
 - Motions made and actions taken.
- e. FERC Orders 888, 889, and 2004 code of conduct shall apply to all meetings.
- f. Proceedings of Committee meetings will adhere to Roberts Rules of Order.

QUORUM AND VOTING

Quorum

To conduct business, a quorum consisting of 50 percent of Committee Members is required. Committee Members may be present at a meeting in person or electronically (when telephone, web cast, or video are available), to conduct business. A suspended Committee Member is not counted toward quorum requirements.

Voting

- a. Recommendations and decisions of the Committee shall require a simple majority of those Committee Members present and casting a vote at a meeting where quorum is present. A tie vote shall not constitute passage of a motion. Abstentions count toward establishing quorum, but do not count in the vote tally.
- b. Each Committee Member is entitled to cast one (1) vote, and may designate a proxy from within its organization if necessary. Committee Member representatives at a Committee meeting may also hold a proxy for another Committee Member. Written notice of proxy must be provided to the Committee chair and/or ReliabilityFirst staff secretary prior to the meeting where the proxy will be held. A Committee Member representative may hold multiple proxies at a Committee meeting for Committee Members.
- c. Votes taken electronically require a simple majority of the Committee Members' votes cast during the time period of the vote, which will be established by the Committee Chair and/or Secretary.
- d. As appropriate, recommendations of the Committee will be presented to the ReliabilityFirst staff and/or Board of Directors for consideration.

CONFIDENTIALITY, CONFLICT OF INTEREST, ANTITRUST

All Committee Members are required to comply with any ReliabilityFirst conflict of interest, antitrust, and/or confidentiality policies when participating in Committee matters, and may be required to execute a confidentiality and non-disclosure agreement.

FERC Orders 888, 889, and 2004 code of conduct shall apply to all proceedings of this Committee. Therefore, marketers and suppliers will not be permitted to participate in Committee proceedings dealing with transmission reliability (for example, suppliers and marketers would not be permitted to participate in the review process for the transmission planning assessments) unless they have executed a confidentiality and non-disclosure agreement. The confidentiality and non-disclosure agreement must be executed prior to participating in the transmission activities.

SUBCOMMITTEES AND TASK FORCES

Subcommittees

The Committee will have the following core Subcommittees:

- **Generator Subcommittee (GS)** – provide a generator related forum to identify, discuss, and address Bulk Power System generation related issues.
- **Protection Subcommittee (PS)** – provide a protection related forum to identify, discuss, and address protective relay and control issues including both generator and transmission protection. Discuss and provide solutions to help minimize transmission protection system misoperations. Conduct a peer review of misoperations reported via the NERC MIDAS process.
- **Transmission Performance Subcommittee (TPS)** – provide a Transmission Owner/Planner forum to address transmission planning and/or performance issues (e.g., transmission assessments, outages, maps). Suppliers and marketers are not permitted to participate in Transmission Performance Subcommittee proceedings.

The purpose of the Subcommittees is to support the activities of the Committee.

Subcommittees provide specific technical advice, perform technical reviews and provide input on emerging issues. Subcommittees also provide the opportunity to debate current issues, share lessons learned and discuss success stories or near-misses in a technical forum.

All Subcommittees shall be subject to the following:

- a. The Committee may periodically review the scope of each Subcommittee and provide any additional direction as deemed appropriate by the Committee.
- b. Subcommittee representation is optional and is open to all Registered Entities of ReliabilityFirst with the necessary experience, expertise, and/or technical qualifications of the function of that Subcommittee. Affiliated companies shall receive one vote and shall designate one Subcommittee Member for voting purposes. Prospective Subcommittee Members shall self-nominate themselves by informing the ReliabilityFirst staff.
- c. Each Subcommittee will consist of no more than one representative from each Subcommittee Member. However, multiple personnel from one company are welcome to attend meetings, when meetings are open to the public.

- d. Subcommittees are not expected to take formal actions. However, for purposes of determining positions and advancing Subcommittee issues to the Reliability Committee for a decision; the Subcommittee must make a recommendation on an issue. For the Subcommittee recommendation, a majority of its Members present at a meeting or on a conference call must agree. Furthermore, the record of such agreement (as advanced to the Committee) should fully express any minority opinions when that opinion is held by a minority of more than one Subcommittee Member.
- e. Each Subcommittee shall have a chair, for which the term of office will be two years. The Subcommittee chair should participate in the Committee meetings. A Subcommittee may also have a vice chair. The two-year term takes effect July 1st of each applicable year. A ReliabilityFirst staff member will act as secretary of the Subcommittee and facilitate the meetings and activities.
- f. The Subcommittee Members will have responsibility for information and data dissemination and collection to and from the ReliabilityFirst staff and within their company as needed.
- g. The Subcommittee will also have responsibility for providing specific technical advice in their area of expertise and to assist with and perform technical reviews on behalf of ReliabilityFirst. The Subcommittees also should notify the Committee of any emerging issues in their respective areas of expertise.
- h. The Subcommittees shall meet as needed and may become inactive for a period of time, depending upon workload.
- i. FERC Orders 888, 889, and 2004 code of conduct shall apply to all relevant Subcommittees. Members from the Supplier sector may not be permitted to participate in certain Subcommittee proceedings (e.g., Suppliers would not be permitted to participate in the Transmission Performance Subcommittee proceedings).

Task Forces

Task Forces may be formed to support the activities of the Committee, and shall be subject to the following:

- a. Each Task Force shall have a specific purpose, and shall terminate after that purpose is complete.
- b. Each Task Force shall be managed as a project with completion dates, goals, and deliverables identified.

- c. A Task Force shall be created for a period no longer than twelve months. If the project is not complete within the twelve-month period, the Committee shall review the project/task to determine whether:
 - The term of the Task Force should be extended or
 - The formation of a Subcommittee is warranted, or
 - The project is no longer needed and the Task Force should be dissolved.
- d. Task Force representation is open to all Registered Entities in ReliabilityFirst with the necessary technical experience and qualifications. Prospective Task Force Members may nominate themselves by informing the ReliabilityFirst staff. Affiliated companies shall receive one vote and shall designate one Task Force Member for voting purposes. Task Force membership is voluntary and will consist of no more than one representative from each Task Force Member.
- e. FERC Orders 888, 889, and 2004 code of conduct shall apply to all relevant Task Forces.

Meetings of Subcommittees and Task Forces

All meetings are open to the public (subject to FERC Orders 888, 889, and 2004 code of conduct) and those attending are encouraged to participate. The following principles shall govern all meetings:

- a. The ReliabilityFirst staff and/or group chair will determine the need and location of meetings and conference calls.
- b. Notice of meetings will be given to the appropriate groups and will be posted on the ReliabilityFirst web site.
- c. Travel and expenses for meetings and proceedings shall be borne by the group Members and not by ReliabilityFirst.
- d. Meeting minutes will be recorded by the ReliabilityFirst staff person who supports the group and shall include at a minimum a roster of attendees (in person and via phone) and a summary of the discussions from the meetings.
- e. Proceedings of Subcommittee and Task Force meetings will adhere to Roberts Rules of Order.
- f. Membership in a Subcommittee or Task Force will be suspended following a Subcommittee or Task Force Member's absence from two consecutive meetings. A

suspended Subcommittee or Task Force Member may be reinstated at the discretion of the Subcommittee or Task Force’s leadership or following attendance at two consecutive meetings. Proxies given to other Subcommittee or Task Force Members count toward quorum; but do not count as attendance for the limited purpose of ensuring no Member is absent from two consecutive meetings.

ORGANIZATIONAL GROUP CHART

