



RELIABILITY FIRST

Agenda

Board of Directors • Nominating & Governance Committee

August 21, 2024 • 3:10 PM – 5:10 PM (EDT)

Gervasi Vineyard
1700 55th Street NE
Canton, OH 44721

Room: Villa - TBD

Attire: **Casual**

Open Agenda

1. **Call to Order – Rachel Snead, Chair**
2. **Appoint Secretary to Record Minutes – Chair Snead**
3. **Antitrust Statement – Rachel Snead**
4. **Consent Items**
 Presenter: Rachel Snead, Chair
 Reference:
 - a) [Draft Minutes from May 1, 2024 Nominating & Governance Committee Meeting](#)
 - b) [Summary of CIPC Charter Revisions](#)
 - c) Revised CIPC Charter
 Action: **Approve Consent Items**
5. **Timetable of Key ReliabilityFirst Events**
 Presenter: Chelsey Eppich, Managing Corporate Counsel
 Description: Ms. Eppich will present the Nominating & Governance Committee 2024 Timetable of Key Events for review and discussion.
 Reference: [Timetable of Key Events](#)
 Action: Information and Discussion
6. **Resolution for Annual Meeting of Members**
 Presenter: Chelsey Eppich, Managing Corporate Counsel
 Description: Recommendation for Board approval of the resolution to conduct the 2024 Annual Meeting of Members.
 Reference: [Resolution No. 2024-03](#)
 Action: **Recommend Board Approval of Resolution 2024-03**
7. **Discuss Membership in Relation to Election Quorum**
 Presenter: Chelsey Eppich, Managing Corporate Counsel
 Description: Ms. Eppich will provide an overview of ReliabilityFirst Membership as it relates to obtaining election quorum and propose a practice to periodically confirm our members are active and have updated contact information on file.
 Reference: None
 Action: Information and Discussion

Closed Agenda

8. Individual Director Survey

Presenter: Chelsey Eppich
Description: Section 14(b) of the Governance Guidelines requires the Board to assess individual director performance. Ms. Eppich confidentially review the results of these assessments with the Nominating & Governance Committee, and the Chair of the Board will review the results with the individual.
Reference: None
Action: Information and Discussion

9. At-Large Nomination Discussion

Presenter: Rachel Snead, Chair
Description: Review the At-Large Director position and discuss plans to nominate candidate to be elected at the Annual Meeting in December.
Reference: Criteria for At-Large Director
Action: Discussion

10. Discuss Director Conflicts

Presenter: Chelsey Eppich, Deputy General Counsel & Director, Legal and Enforcement
Description: Ms. Eppich will provide an overview of recent potential Director conflicts that were reviewed for awareness.
Reference: None
Action: Information and Discussion

11. Chevron Deference

Presenter: Kristen Senk, Deputy General Counsel & Director, Legal and Enforcement
Description: Ms. Senk will discuss the applicability of the Chevron deference for ReliabilityFirst after the recent ruling.
Reference: [Memorandum: U.S. Supreme Court Case *Loper Bright Enterprises v. Raimondo* Overturning Chevron Deference](#)
Action: Information and Discussion

12. **Next Meeting:** December 4, 2024 • Washington, DC

13. **Adjourn**

Roster • Nominating & Governance Committee

Rachel Snead • Dominion Resources Services, Inc. (S • 2024), **Chair**
Steve Ambrose • DTE Energy (T • 2025)
Melika Carroll • Independent (2026)
Lesley Evancho • Independent (2025)
Craig Grooms • Buckeye Power (Small LSE • 2026)
Scott Hipkins • FirstEnergy (T • 2024)

a) Draft Minutes from May 1, 2024 Nominating & Governance Committee Meeting



RELIABILITY FIRST

PUBLIC

DRAFT Minutes

Board of Directors • Nominating & Governance Committee

May 1, 2024

ReliabilityFirst Corporation • Cleveland, OH

Open Session

Call to Order – Chair Rachel Snead called to order a duly noticed open meeting of the Nominating & Governance Committee (Committee) on May 1, 2024, at 3:11 pm (ET). A quorum was present, consisting of the following members of the Committee: Chair Rachel Snead; Steve Ambrose; Lesley Evancho; Craig Grooms; and Scott Hipkins. A list of others present during the Committee meeting is set forth in Attachment A.

Appoint Secretary to Record Minutes – Chair Snead designated Niki Schaefer, ReliabilityFirst's (RF) Vice President & General Counsel, as secretary to record the meeting minutes.

Antitrust Statement – Chair Snead advised all present that this meeting is subject to, and all attendees must adhere to, RF's Antitrust Compliance Guidelines.

Approve Nominating & Governance Committee Meeting Minutes – Chair Snead presented draft minutes from the Committee's meeting on December 6, 2023, which were included in the agenda package. Upon a motion duly made and seconded, the Committee approved the minutes.

Timetable of Key ReliabilityFirst Events – Chelsey Eppich, Managing Corporate Counsel, reviewed the Timetable of Key ReliabilityFirst events, recapping events that have taken place since the last meeting.

Industry Sector and At-Large and Independent Director Elections – Ms. Eppich presented Resolution 2024-01 to hold a special election. She shared that RF always holds a midyear election for administrative reasons to elect the Sector Directors, but that this special election would include the open At-Large and Independent Director seats. The dates presented would allow for those two positions to be elected in July and onboarded before the August meeting. Upon a motion duly made and seconded, the Committee endorsed Resolution 2024-01.

Review Board Biennial Self-Evaluation Results – Ms. Schaefer presented the Board Self-Evaluation survey results to the Committee. She shared a summary of the results, highlighting that the results were consistent with past years in response rate and the results being overwhelmingly positive. She also noted that the slight revisions to the surveys

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May 1, 2024

helped to capture additional feedback. Ms. Schaefer highlighted some of the positive comments on the Board's engagement and effectiveness. She shared that the responses for what the Board could improve were focused on training and maintaining engagement during Board turnover. She shared that there are already plans in place to address this, with potentially adding an extra meeting in 2025 and doing more intensive in-person onboarding that would be open to more than just Board members. The Committee discussed the difficulty of capturing talent and shared ideas from other boards, including the possibility of a "board buddy system." They also discussed the timing of the surveys, and potentially aligning the individual surveys with them in the years both surveys are issued. The Committee also discussed logistics with Boardvantage and emails.

Board Training – Ms. Schaefer provided an update on the Board training plan, including recent training sessions and plans for the rest of the year. The Committee recapped their interactive renewables training and shared experiences from their onboarding at RF and on other boards to discuss various strategies to try to improve onboarding with the upcoming turnover. Ms. Schaefer noted upcoming trainings including the second part of the natural gas training and the fiduciary duty virtual session. The Committee also discussed a potential data center training.

Next Meeting – Chair Snead noted that the next Committee meeting will occur on August 21, 2024 in Canton, OH.

The Committee then went into closed session at 4:10 pm (ET).

Closed Session

Independent and At-Large Candidates – Ms. Schaefer reviewed the Criteria for Independent and At-Large Directors and provided updates from the search committee. She shared that the search committee is seeking an independent director from an adjacent industry, such as telecommunications, who also has state regulatory experience. The search committee eliminated candidates that didn't fit RF's definition of independent, including some candidates who targeted utilities for their primary customer base. Ms. Schaefer shared that the search committee recently narrowed five candidates down to three after several long meetings and is planning a May dinner and structured interview followed by a panel interview. Once the search committee selects a candidate, this Committee will oversee and offer relevant and desired input in the process. There was a discussion on ensuring engagement, time investment, and interest in doing the relevant work for seated executives with demanding jobs and how to ensure value. The search committee will meet again after the interview panel, where Ms. Burkey will present the independent candidate.

Ms. Schaefer then shared that the At-Large director can be from any sector, but the idea is for that position to fill a gap in expertise and provide valuable input to our Board. She noted in December this Committee discussed focusing on a director with a background in

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May 1, 2024**

renewables, and Jennifer Sterling referred Robert Taylor, the VP of Transmission of New Markets at Invenergy. Mr. Taylor has been leading efforts to interact with states in RF's footprint. The Committee discussed how this background could help with dialogue on renewables and RF's state outreach efforts, and Chair Snead and Ms. Schaefer highlighted his prior experience at a governor's office and nuclear degree. The Committee then voted to endorse an At-Large director candidate. Upon a motion duly made and seconded, the Committee endorsed Robert Taylor for At-Large director

Adjourn – Upon a motion duly made and seconded, Chair Snead adjourned the Committee meeting at 4:26 pm (ET).

As approved on this 21st day of August, 2024 by
the Nominating and Governance Committee,

Niki Schaefer
*Vice President General Counsel & Corporate
Secretary*

Attachment A

Others Present at Nominating and Governance Committee Meeting

Chelsey Eppich • ReliabilityFirst
Niki Schaefer • ReliabilityFirst
Kristen Senk • ReliabilityFirst
Matt Thomas • ReliabilityFist

b) Summary of CIPC Charter Revisions



SUMMARY

Revisions to the Critical Infrastructure Committee Charter

The Board oversees the ReliabilityFirst's (RF) stakeholder advisory and technical committees and the Nominating and Governance Committee is responsible for overseeing their governance. One such committee, the Critical Infrastructure Protection Committee (CIPC), proposed minor updates to their governing charter. Upon review, ReliabilityFirst worked with the CIPC to do a more thorough update to the language throughout to also enhance and streamline the document.

None of the changes were substantial enough to merit discussion on their own but they are summarized below to facilitate review.

Revisions

- Clarified Membership process.
 - Simplified language, including removing all references to RF members. Any entities are eligible to join RF Committees, regardless of whether they are RF members. The need to limit associate members from voting is unique to the Board to ensure balanced voting across all sectors, but is unnecessary on the CIPC.
 - Streamlined and updated membership characteristics.
- Changed quorum number from fifteen to five.
- Simplified voting process and updated to allow for electronic voting.
- Clarified officer positions, roles, and terms as well as process to replace officers.
- Kept the quarterly meeting structure, but lowered the minimum annual meetings to three.
- Added language to the Confidentiality section that explains RF's Code of Conduct applies to all Representatives of RF.
- Consolidated and clarified the roles, purpose, and information regarding subcommittees and task forces.

2024 Timetable

NOMINATING AND GOVERNANCE COMMITTEE 2024 Timetable of Key Events

Meeting/Activity Date	Action	Location/ Comment	Owner
February 8, 2024	Distribute Annual Conflict of Interest update request		Staff
February 29, 2024	Annual Conflict of Interest Disclosures Due		Board
March 21, 2024	Board of Directors Budget Assumptions Meeting on the 2024 Budget	WebEx	Board/Executive Staff
March 8, 2024	Distribute Board/Committee Governance surveys to staff and Board (even years)	Boardvantage	
April, 3 2024	Onboarding of New Directors	Cleveland, OH	Board/Executive Staff
May 1, 2024	Committee Meeting <ul style="list-style-type: none"> - Review Procedures for Electing Directors and recommend resolution for Industry Sector Elections - Discuss Board Training Plan - Review Effectiveness Survey Results - Discuss At-Large and Independent Directors Nominee Selection Process and Procedure for Electing Directors, and endorse At-Large Director 	Cleveland, OH	NGC
May 2, 2024	Board Meeting <ul style="list-style-type: none"> - Declare July 30, 2024 Meeting Date to vote and set Record Date of June 30, 2024 to vote for Industry Sector Directors 	Cleveland, OH	Board
July 30, 2024	Distribute Individual Director Evaluation of Independent and At-Large Directors to Board and President (as required)	Boardvantage	Staff/Board
June 10, 2024	Solicit Nominees for Industry Sector Directors (if necessary)	15 days given to Members to provide Nominees	Staff/Member Entities
June 30, 2024	Cut-Off Date for Sector Director Nominees and Independent and At-Large (Secretary to Report Nominees to Committee Chair)		Staff
June 30, 2024	Record Date for Members to Vote for Industry Sector and At-Large and Independent Directors	Record Date cannot be more than 60 days before date vote is taken	Staff

Key:

Staff – RF Staff, NGC – Nominating and Governance Committee,
Board – full RF Board of Directors,
SCM – Stakeholder Committee Members
ME – Member Entities

Meeting/Activity Date	Action	Location/Comment	Owner
June 30, 2024	Distribute Telephonic Meeting Notice, Nominee Information, Voting Instructions and Proxies to Members for Elections	Notice must be provided not less than 5 nor more than 60 days before date vote is taken	Staff
June 31, 2024	Individual Director Evaluation Survey Responses Due	Boardvantage	Board/Staff
July 30, 2024	Telephonic Meeting to Vote for Industry Sector Directors, and At-Large and Independent Directors. Directors-elect are declared and Committee is notified.		Staff/Member Entities
August 21, 2024	Committee Meets <ul style="list-style-type: none"> - Review/Recommend Approval of Resolution for Annual Meeting of Members - Evaluate incumbent At-Large and Independent Directors - Determine whether to re-nominate Independent and/or At-Large incumbents - Nominate At-Large and Independent Director Candidates 	Cleveland, OH	NGC
August 22, 2024	Board Meeting <ul style="list-style-type: none"> - Declare 2024 Annual Meeting of Members and Set Record Date to vote at the Annual Meeting 	Cleveland, OH	Board
September 30, 2024	Solicit Nominees for At-Large and Independent Directors (if necessary) *2024 will include Industry Supplier Sector Nominee	15 days given Members to provide Nominees	Staff/ME
October 3, 2024	Distribute Committee Assignments Survey	Email	Staff
October 10, 2024	Cut-Off Date for Sector Director Nominees (Secretary to Report Nominees to Committee Chair)		Staff
TBD	Board of Directors Annual Fiduciary Training	Virtual	Board/Executive Staff
November 4, 2024	Record Date for Annual Meeting of Members	Record Date cannot be more than 60 days before date vote is taken	Staff
November 4, 2024	Distribute Notice and Solicit Proxies for Annual Meeting of Members Distribute Voting Procedures, Nominee Information and Voting Instructions to Members	Notice must be provided not less than 5 nor more than 60 days before date vote is taken	Staff
November 8, 2024	Due Date for Committee Assignment Survey	Email	Staff/Board

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Staff – RF Staff, NGC – Nominating and Governance Committee,
Board – full RF Board of Directors,
SCM – Stakeholder Committee Members
ME – Member Entities



Meeting/Activity Date	Action	Location/ Comment	Owner
December 4, 2024	Committee Meets - Review Committee Charter - Evaluate Committee Performance - Review Board Training topic suggestions - Recommend Board Chair & Vice Chair and Lead Independent for 2025 - Recommend to Board Committee Assignments and Chairs/Vice Chairs and Lead Independent for 2025	Washington, DC	NGC
December 5, 2024	Annual Meeting of Members - Election of At-Large and Independent Directors *2025 also includes Supplier Sector - Overview of 2025 Budget – 2024 Financial Position	Washington, DC	ME
December 5, 2024	Committee Meets Immediately Before Board Meeting (if needed) to Finalize Recommendations of Board Committee Assignments and Chairs for 2025	Washington, DC	NGC
December 5, 2024	Board Meeting - Elect Board Chair & Vice Chair and Independent Lead for 2025 - Approve Board Committee Assignments and Chairs/Vice Chair for 2025 - Appoint Corporate Officers for 2025	Washington, DC	Board
December 2024	Distribute Annual Conflict of Interest update request		Staff

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ME – Member Entities

2024-3 Resolution Annual Meeting of Members



RESOLUTION NO. 2024-03

**Resolution for
Annual Meeting of Members**

WHEREAS, the Corporation's Bylaws provide that the Corporation shall hold an Annual Meeting of Members in December of each year, or at such other time as specified by the Board of Directors, to elect directors and for other purposes;

NOW, THEREFORE, BE IT RESOLVED, that the 2024 Annual Meeting of Members (Annual Meeting) shall be held at 9:00 am on December 5, 2024 in Washington, DC.

FURTHER RESOLVED, that the close of business on November 4, 2024 is designated as the record date for the determination of the Members entitled to notice of and the right to vote at the Annual Meeting;

FURTHER RESOLVED, that the nominees selected by the Nominating and Governance Committee for the at-large director and any industry sector directors nominated by the sector to be elected at the Annual Meeting shall be submitted to the Members in the notice of the Annual Meeting;

FURTHER RESOLVED, that the authorized officers, each acting alone or together with the other, are hereby authorized and directed to transmit a notice of the Annual Meeting and a proxy form to each Member entitled to notice of and the right to vote at the Annual Meeting;

FURTHER RESOLVED, that Niki Schaefer and Kristen Senk of the Corporation, or either one of them, with full power of substitution, are designated as proxies to vote for Members at the Annual Meeting;

FURTHER RESOLVED, that Niki Schaefer and Kristen Senk of the Corporation, or either one of them, with full power of substitution, are hereby appointed and authorized to tabulate proxies on behalf of the Corporation and to act as the inspectors of election in connection with the Annual Meeting;

FURTHER RESOLVED, that all actions heretofore taken by the authorized officers of the Corporation in connection with the subject matter of any of the foregoing resolutions be, and they hereby are, approved, confirmed and ratified in all respects; and

FINALLY RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed to take all actions and execute all such documents as they deem necessary or appropriate to effectuate the foregoing resolutions.

As adopted on this 22nd day of August, 2024 by
the Board of Directors,

Niki Schaefer
*Vice President, General Counsel & Corporate
Secretary*