

**Texas Reliability Entity, Inc.  
Regional Entity Nominating Procedure  
For NERC Standing Committees**

Effective: May 21, 2015

## **Overall Process**

This document explains how Texas Reliability Entity, Inc. (Texas RE) will conduct the nomination process for Regional Entity appointments to the following standing North American Electric Reliability Corporation (NERC) committees: Compliance and Certification Committee (CCC), Operating Committee (OC), Planning Committee (PC), and Critical Infrastructure Protection (CIP) Committee.

- The Texas RE staff will administer the nomination and selection processes;
- The Texas RE Member Representatives Committee (MRC) members will review the nominations submitted for each of the standing committees and elect a single nominee for each of the open positions; and
- The Texas RE Chief Executive Officer (CEO) will accept or reject the recommendations submitted by the Texas RE MRC.

## **Schedule of Nominations and Selection**

Texas RE staff will administer the nomination process.

1. Texas RE staff will solicit nominations for open positions in the standing NERC committees. Nominations are acceptable via any means, including: solicited or unsolicited by a recognized industry group or association; general open solicitation by Texas RE staff; individuals' self-nominations; directed solicitation by an individual or individuals.
2. Texas RE staff will accept nominations for a 14-day period prior to the election process. In the event a replacement NERC committee member is needed, Texas RE will begin and follow the same process at the time of the vacancy. The MRC Chair may direct Texas RE staff to shorten this time period if necessary.
3. Texas RE staff will use the same nomination forms used by the standing NERC committees to collect relevant experience, education and qualifications for positions.
4. Texas RE staff will submit nominee information to the Texas RE MRC members for review at least seven days in advance of the MRC meeting at which the election of the NERC Standing Committee representatives is on the agenda.
5. Texas RE MRC members will cast votes on the nominations for each open position. If there is more than one nomination for each open position, secret ballots will be used for casting votes. Each MRC representative will be allowed one vote. The candidate receiving a simple majority (51%) of MRC representatives voting will be elected. If no simple majority is reached, Texas RE staff will identify the two candidates receiving the most votes and conduct another vote. Votes will be conducted until either a simple majority of the MRC is reached or there is an acclamation of MRC.
6. Texas RE staff will submit Texas RE MRC recommendations based on the election results to the Texas RE CEO. The Texas RE CEO will have the final authority to accept or reject Texas RE MRC nominee recommendations. In the event the Texas RE CEO rejects one or all Texas RE MRC nominee recommendations, then the Texas RE CEO or his designee may unilaterally nominate (for CCC) or appoint (for all other committees) individuals to fill committee positions.

7. Texas RE staff will complete the selection process by submitting the Texas RE CEO approved nominees and appointees to the NERC Board of Trustees for its approval at the next NERC Board meeting. Normally this will occur at the NERC Board's August meeting for the OC, PC, and CIPC so that the new committee members may be seated by the September meetings. The CCC representatives are normally approved at the May NERC Board meetings.

### **Resignations, Vacancies, and Nonparticipation**

Regional Entity representatives who resign will be replaced for the time remaining in their term. If the term remaining is longer than two months, the Texas RE staff will administer a special selection process in accordance with the Schedule of Nominations and Selection.

The Texas RE CEO or his designee will contact any Regional Entity representative who has missed two meetings (even if the representative has sent a proxy) to seek commitment to actively participate in their respective committee or may ask the representative to resign.

The Texas RE CEO or his designee may remove any Regional Entity representative who has missed two consecutive meetings (even if the representative has sent a proxy).

### **Membership Qualifications**

1. The nominees must be officers, employees, or directors of NERC registered entities within the Texas RE Region, or such entities' parent, subsidiary, or other affiliate.
2. The intent is to provide diversity of representation from the Texas RE Region on NERC committees. It is desired that no more than one nominee of a NERC registered entity within the Texas RE Region may stand for selection for any particular NERC committee. If more than one officer, employee, or director of a NERC registered entity or its affiliate is nominated for selection, the NERC registered entity shall designate which such nominee shall stand for selection, unless the MRC determines it is unable to identify sufficient candidates from other registered entities.
3. No officer, employee, or director of a particular NERC registered entity, including affiliates, may be nominated if the NERC registered entity has an officer, employee, or director serving on that same standing committee, unless the MRC determines that it is unable to identify sufficient candidates from other registered entities.

### **Terms**

1. Terms are expected to be for two years (three years for CCC) with at least biennial review by the Texas RE Member Representative Committee. The Texas RE CEO or his designee will notify the Texas RE Member Representatives Committee when new representatives are needed for the NERC CCC, OC, PC, or CIPC committees.
2. There are no term limits.

**Note:** If anything in this procedure is inconsistent with Texas RE governing documents, including the Delegation Agreement and all attachments (such as the Bylaws), the governing documents shall take precedence.