

The Nominating Committee of PJM Interconnection, LLC will continue its retention of Korn Ferry International to serve as its independent consultant towards nominating a candidate for its Board of Managers open seat created by the resignation of Neil Smith.

The Nominating Committee seeks to consider a broad and diverse field of candidates who possess the appropriate expertise and experience to oversee PJM as it fulfills its public service responsibilities in a complex and changing industry and regulatory environment. Towards that objective, the Nominating Committee offers the opportunity for any interested person to submit their resume and/or background materials (“Application”) directly to Korn Ferry via email to PJMBoard@KornFerry.com. All communications will be treated confidentially. Please see the attached position description.

The independence of PJM’s Board members is of paramount importance. Pursuant to the PJM Operating Agreement, no candidate should have been at any time within the last two years a director, officer, or employee of a PJM Member or of an affiliate or related party of a PJM Member. In addition, a Board member cannot have any financial interest in any PJM Member or market participant.

To the extent that a current state commissioner (or other state employee) is interested in being considered, the submission of an Application is appropriate as the Nominating Committee will not contact a current state employee without explicit consent to avoid the appearance of impropriety. The Nominating Committee reaffirms the importance of independence and freedom from conflicts at the time of the nomination, if nominated. In addition, the applicant is responsible for compliance with all state ethic and conflict of interest laws.

Pursuant to the Nominating Committee’s Code of Conduct, PJM Members may propose candidates, but can do so only through written communication to one or more members of the Nominating Committee. However, as noted above, a person interested in submitting their resume and/or background materials directly to Korn Ferry, may, and is encouraged, to do so by May 14th. Korn Ferry and its employees are prohibited from discussing this search with any PJM Member, its employees, or any other entity/person (except to the extent that the person is a candidate or participating in the Nominating Committee).

Summary

The PJM Board of Managers (Board) is seeking to fill an open position that has been vacated by Neil Smith effective April 8, 2021. The search will be conducted by the PJM Nominating Committee (NC) to fill this vacancy. The attached **PJM Board-Position Profile** document outlines the competencies and attributes, preferred experiences and duties and responsibilities for any PJM Board position.

As part of PJM Board's governance, the board seeks to ensure a complement of skills and experiences across all the board members. In addition to the **PJM Board-Position Profile** requirements, the NC at this time is specifically looking for the following qualifications and experiences:

- A preferred candidate may have expertise and experience in the operation or planning of transmission and distribution systems;
- A preferred candidate may have expertise and experience in public utilities laws and regulations, with either legal and/or economics experience, including specifically experience as a state or federal regulator; or
- A preferred candidate may have expertise and experience in commercial energy markets and trading, and risk management, including experience with the development, operation or management of resources in the wholesale electric markets, and/or experience with retail/wholesale electric supply procurement and management.

As noted in the Board profile, independence and no undue influence of the candidate is a top priority. The NC supports diversity and inclusion for the PJM organization, including its Board, and will ensure that a diverse slate of candidates is considered.

PJM Board Position Profile

Position Summary

The Board of Managers of PJM is charged with providing effective governance to the organization. The board is responsible for providing clarity of mission and strategic direction for PJM as well as giving guidance and oversight to the CEO. The board is responsible for ensuring that PJM safely and reliably operates the grid and creates and operates competitive and nondiscriminatory electric power markets. The board also ensures that no member or group of members has undue influence over PJM's operations. Members of the board can have no affiliation with or financial stake in any PJM market participant. The board members will be actively involved in meeting with regulators at the state and federal level, and meeting with stakeholders across the PJM service territory.

The successful candidate will have the following competencies and attributes:

- Senior management or comparable experience
- Able to function at a strategic level
- Strong intellect
- Well-respected in their field
- Demonstrated ability to work in a collegial setting with high emotional intelligence
- Ability to fulfill board member role and responsibilities
- Strong communication skills
- Able to serve as a “sounding board” and counsellor to the PJM CEO and management
- Appreciation of the benefits of diversity and inclusion
- Able to effectively represent PJM at PJM committee meetings and in other interactions with PJM stakeholders, at OPSI (Organization of PJM States, Inc.), and at other industry events and meetings

Preferred

- Understanding of the 14 jurisdictions served by PJM; residence within one of the 14 jurisdictions served by PJM
- Previous engagement with or proven understanding of structured, organized wholesale electricity markets in the United States (RTOs and ISOs)
- Previous engagement or proven understanding of the regulatory environment facing public utilities with regards to reliability standards, operations and transmission planning
- Previous day to day experience in state or federal regulation; possibly a former state or federal public utility regulatory commissioner
- Pro-competitive electricity markets perspective
- Notable regulatory experience from either the public or private sector in areas of federal electricity regulation and policy
- Regarded with respect by the energy regulatory community
- Recognition that PJM Board independence is of paramount importance and thus unencumbered by conflicts of interest

Duties and Responsibilities

- Assume for the Board a leading role in overseeing and staying apprised of current state and federal and state electricity regulatory and policy initiatives and providing strategic input to the Board and PJM executive staff in such areas
- Attend all board and committee meetings and functions, such as special events
- Be informed about the organization's mission, services, and policies
- Review agenda and supporting materials prior to board and committee meetings
- Serve on committees as requested
- Inform others about the organization
- Operate in a manner consistent with PJM's Code of Conduct; follow conflict-of-interest and confidentiality policies – duty of loyalty
- Assist the board in carrying out its fiduciary responsibilities, (E.g., reviewing annual financial statements and budget)