



## **PJM NOMINATING COMMITTEE CHARTER**

1. The purpose of the PJM Nominating Committee is to identify and nominate qualified candidates for election to the Board of Managers (the "Board") by the Members Committee.
2. The PJM Nominating Committee is comprised of eight persons, as follows:
  - (a) three members of the Board other than the President, none of whom has both a term set to expire within the coming election year and the intention to seek re-nomination ("Board Representatives"); and
  - (b) one representative elected annually from each one of the five sectors of the Members Committee ("Member Representatives").
3. Each member of the PJM Nominating Committee is entitled to vote except for one of the Board Representatives, who shall be designated by the Board as the Non-Voting Board Representative.
4. The Non-Voting Board Representative shall be the Chair of the PJM Nominating Committee.
5. The Committee shall meet as often as it deems necessary. Meetings may be called by either:
  - (a) the Committee Chair or
  - (b) any four voting Representatives.
6. Participation by any five voting Nominating Committee members, one of which shall be a voting Board Representative, will constitute a quorum. All actions shall be taken by vote of a majority of those Committee Members entitled to vote. Committee members are expected to participate in meetings in person. However, the Committee Chair may permit one or more members to participate by tele/videoconference.
7. The President of PJM may attend Committee meetings as an *ex officio* non-voting participant.
8. Attendance at Nominating Committee meetings is restricted to members of the Nominating Committee, the President of PJM, representatives of the independent consulting firm and such other persons as the Committee shall invite by unanimous decision.

9. The Chair of the Nominating Committee or a majority of the Nominating Committee may call executive sessions of the Committee.
10. All votes of the Nominating Committee shall be taken by blind ballot.
11. Committee members will abide with both the letter and the spirit of the Nominating Committee Code of Conduct.
12. To fulfill its responsibilities, the PJM Nominating Committee will:
  - (a) Develop and maintain appropriate criteria for selecting qualified Managers to the Board; periodically review with the Board the criteria and qualification requirements for Board membership; and ensure that such requirements comply with any applicable rules of FERC.
  - (b) Unless in the Nominating Committee's discretion it is not required with respect to a Board Member desiring to serve an additional term, retain the independent consulting firm to be used to identify Manager candidates and otherwise to provide such advice as the Committee shall deem necessary to the discharge of its responsibilities and duties.
  - (c) Annually review any financial affiliations and business relationships between the independent consulting firm and PJM Members to ensure the consulting firm's independence.
  - (d) Not later than 30 days prior to the Annual Meeting of the Members, distribute to the Members Committee information about the candidate the Committee nominates for each open position on the PJM Board, including the candidate's identity and a brief description of the candidate's background, experience and expertise (for example, in the form of a resume or curriculum vitae).
  - (e) Monitor compliance with this Charter and the PJM Nominating Committee Code of Conduct.
13. The Committee may undertake such other matters as necessary to the discharge of the responsibilities and duties set forth in this Charter or as otherwise determined by the Board.
14. At each PJM Annual Meeting, the Nominating Committee shall make a report to the Members describing generally the process followed in making the nominations, the number of candidates considered and other matters of interest relating to nominations to the PJM Board of Managers as the Nominating Committee shall determine to be appropriate for the membership.