

THE NEW YORK INDEPENDENT SYSTEM OPERATOR, INC.
FINAL MINUTES OF BOARD OF DIRECTOR'S MEETING
REGULAR SESSION – JANUARY 17, 2019

The Board of Directors of the New York Independent System Operator (NYISO) met (via teleconference) on January 17, 2019. Chairman Bie chaired the meeting, and all Board members were present. Ms. Egan, Ms. Gach, Ms. Hussey, and Messrs. Dewey, Fernandez, Gonzales, Jones, Lanahan, Mukerji, and Silverman were also present.

I. Approval of Board Meeting Minutes

Upon motion duly made and seconded, the Board approved the November 13, 2018 Board meeting minutes.

II. Consent Agenda

There were no items on the Consent Agenda for approval this month.

III. Report of the Board Chair

The Board Chair did not have any items to report on at this time.

IV. Committee Reports

A. Audit & Compliance

The Audit & Compliance Committee met on January 17, 2019 (via teleconference) and discussed/approved the following:

- 1) Minutes – 11/12/18 A&C Committee meeting – Approved
- 2) Internal Audit Quarterly Report
- 3) A&C Committee 2018 Self-Assessment – Reviewed and Accepted – All requirements of the Audit & Compliance Committee Charter were met in 2018.
- 4) EMS/BMS Update
- 5) Cyber & Physical Security Update

B. Commerce & Compensation

Mr. Ryan reported that the C&C Committee did not meet, but has a conference call scheduled on January 29, 2019.

C. Governance

Mr. Bemis reported that the Governance Committee did not meet this month, and reported that he, Ave Bie, Diane Egan and Kevin Jones sat in on 12 interviews of Board candidates held by the Board Selection Search Committee (BSSC) at Hunton Andrews Kurth in NYC on January 14 and 15, 2019. The BSSC is scheduled to have a call on January 22, 2019 to decide on a slate of 6 candidates to be recommended to the Management Committee on January 30, 2019.

D. Reliability & Markets

Mr. Kelley reported that the Reliability & Markets Committee did not meet this month.

V. Report of the Interim President & CEO

Mr. Fernandez provided his report in Executive Session.

VI. Chief Operating Officer Report

Mr. Gonzales briefed the Board on items outlined in the COO Report and Operations Performance Metrics Monthly Report, included in the Board package.

VII. Other Business

There were no other topics for discussion.

VIII. Next Meeting

The next meeting of the Board is being held on February 12, 2019 at Hunton Andrews Kurth offices in NYC.

Respectfully submitted,



Diane L. Egan

Corp. Secretary & Secretary to the Board