



Nominating Committee Announcement

Commencement of a National Search

May 29, 2025

The Nominating Committee of PJM Interconnection, L.L.C. for the 2025 Annual Meeting cycle is continuing its retention of Korn Ferry International to serve as its independent consultant toward nominating candidates for its Board of Managers to fill the positions vacated by Mark Takahashi and Terry Blackwell.

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. Toward 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 commissioner (or other government employee) is interested in being considered, the submission of an Application is appropriate, as the Nominating Committee will not contact a current government 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. In addition, the applicant is responsible for compliance with all governmental ethics 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 June 30. 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).

Board Candidate Search

May 2025

Summary

The PJM Board of Managers (Board) is seeking to fill open positions that have been vacated by Terry Blackwell and Mark Takahashi. The search will be conducted by the PJM Nominating Committee (NC) to fill these vacancies. 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 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 should have expertise and experience in the operation of the bulk electric system, and may also have experience in engineering and planning of the electric system, as well as experience with emerging generation and transmission technologies; and/or
- A preferred candidate should 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, the independence 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 are considered.**

PJM Board Position Profile

Position Summary

The Board of Managers of PJM Interconnection, L.L.C. (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 providing guidance and oversight to the CEO and officers of the organization. The Board is responsible for ensuring that PJM safely and reliably operates the bulk electric power system 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 stakeholders across the PJM region.

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 roles and responsibilities
- Strong communication skills
- Able to serve as a “sounding board” and counselor 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 and ties to the PJM region
- Previous engagement with or proven understanding of the operation of the bulk electric power system, including the importance of safe and reliable operation
- Previous engagement with or proven understanding of structured, organized wholesale electricity markets in the United States (e.g., regional transmission organizations and independent system operators)
- Previous engagement with or proven understanding of the regulatory environment and legal requirements facing regional transmission organizations, public utilities and other wholesale market participants, including an understanding of the investment environment
- Previous engagement with or proven understanding of reliability standards, bulk electric system operations and transmission planning
- Previous engagement in fuel supply chain management, procurement or logistics, with a strong understanding of diverse energy generation sources (e.g., natural gas, coal, renewables)
- A neutral stance toward fuel-type preferences, ensuring a balanced approach to supply planning and resource allocation based on operational and economic considerations
- Pro-competitive wholesale electricity markets perspective
- Notable regulatory experience from either the public or private sector in areas of federal electricity regulation, including reliability standards and policy
- An advanced degree in law, engineering, finance or accounting with relevant credentials, experience and current accreditations
- Regarded with respect by the energy industry and energy regulatory community
- Recognition that PJM Board independence is of paramount importance and thus unencumbered by conflicts of interest

Duties and Responsibilities

- Oversee PJM and its officers in the execution of their duties and responsibilities in accordance with PJM's governing documents
- Oversee and stay apprised of evolving reliability needs of the bulk electric system and provide strategic leadership to the Board and PJM

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- Remain apprised of current state and federal electricity regulatory and policy initiatives relevant to PJM markets and reliable grid operations
 - Attend all Board and Committee meetings and functions, such as special events
 - Be informed about the organization's mission, services and policies
 - Review the agenda and supporting materials prior to Board and Committee meetings
 - Serve on Committees as requested
 - Communicate and engage with members, stakeholders, regulators and others about the organization at meetings and events
 - Operate in a manner consistent with PJM's Code of Conduct; abide by PJM's conflict of interest and confidentiality policies
 - Assist the Board in carrying out its fiduciary responsibilities (e.g., reviewing annual financial statements and budget), including its duties of care and loyalty