

**Charter of the Nuclear Oversight Committee
of the Board of Directors
Tennessee Valley Authority**

I. Purpose

The Nuclear Oversight Committee (“Committee”) is a standing committee of the Board and is responsible for assisting the Board in fulfilling its responsibilities related to TVA’s nuclear program including oversight of related safety, operational, and financial performance as well as long-term plans and strategies affecting TVA’s nuclear fleet.

II. Authority and Resources

In accordance with guidelines and cost parameters established by the Board, the Committee may engage outside advisors and TVA shall bear the expense of such advisors.

Nothing contained in this charter is intended to expand the applicable standards of liability under statutory or regulatory requirements for the Board or its directors.

III. Membership

The members of the Committee shall be appointed by the Chairman of the Board with the approval of the Board in accordance with the *Bylaws of the Tennessee Valley Authority*. A Director of the Board shall be appointed Chairman of the Committee by the Chairman of the Board and shall serve a term that runs concurrently with the term of the appointing Chairman of the Board. If the Chairman of the Committee is absent, that position’s role shall be filled by another member of the Committee selected by the Committee’s membership in attendance.

The Committee shall be composed of not more than four directors of the Corporation.

IV. Meeting Requirements

The Committee shall meet at least four times per year and may meet more frequently. Any such meeting may be held by telephone or by any other means that allow members of the Committee to communicate simultaneously. The Committee shall meet at least once annually, or should conduct some portion of a meeting annually, without management present. Officers and other management officials of TVA may attend meetings of the Committee upon invitation. A quorum of the Committee is defined as a majority of its members.

The Committee Chairman will approve the agenda, with input from management and other directors on the Committee as deemed appropriate.

The Committee shall maintain minutes of its meetings and records related to those meetings. The Corporate Secretary shall appoint a Secretary of the Committee. The minutes of the Committee meetings shall accurately reflect the actions taken by the Committee, including all

recommendations made by the Committee to the Board, and shall be distributed to all Committee members, to the Chairman of the Board with copies to the Chief Executive Officer, and to the TVA's external auditors.

V. Responsibilities of the Nuclear Oversight Committee

In addition to the responsibilities identified below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically to the Board regarding the Committee's examinations and recommendations.

A. General Oversight Responsibilities:

1. Engage assistance and insight from nuclear subject matter experts as needed to support the activities of the committee.
2. Review the status in the following areas:
 - a) Tactics for nuclear development and operations consistent with the Boards strategic objectives,
 - b) Significant projects approved by the Board for cost and schedule as needed,
 - c) Key performance indicators and trends for operations and compliance,
 - d) Results from major inspections and evaluations of the nuclear fleet,
 - e) Summary information from the Nuclear Safety Review Board (NSRB) and Construction Safety Review Board (CSRB).
3. Meet with external oversight groups and regulatory authorities as needed regarding TVA nuclear performance and performance trends nationwide.
4. Report activities and findings to the full Board as needed and appropriate.

B. Specific Nuclear Oversight Responsibilities

1. Receive and review management strategies regarding future operations and development of the nuclear fleet.
2. All member of the committee will receive and review executive summaries from TVA's NSRB, CSRB, NRC, and INPO as requested by the committee. In addition the subject matter exerts will have responsibility to provide an independent review of the summaries and provide perspectives and insight to the committee as needed regarding the results of the reports.
3. Receive prompt notification of any significant incidents or events that require NRC or other regulatory notification.

4. Receive and review summary performance and compliance scorecards on a monthly basis.
5. Receive at least one briefing from the Nuclear Quality Assurance Department on an annual basis.
6. Meet with the Chairs of the NSRB and CSRB as needed, and at least annually.
7. Periodically conduct meetings at TVA nuclear plant sites as determined by the committee.

C. Other

1. Make such recommendations, on matters within the scope of the Committee's responsibilities, to the Board as considered necessary or appropriate.
2. Conduct annually a self-assessment of the Committee with the goal of continuing improvement.

Original charter approved November 4, 2010

Amendments to simplify and clarify adopted February 18, 2011