



**GENERAL SESSION MINUTES OF THE
URGENT HUMAN RESOURCES & GOVERNANCE COMMITTEE MEETING
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
Urgent Human Resources & Governance Committee Meeting By Teleconference
October 12, 2020 at 2:00 p.m.

Pursuant to notice duly given and after determination that a quorum was present, the urgent meeting of the Human Resources and Governance (HR&G) Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Committee Members:

| Director | Affiliation | Segment |
|------------------------------------|----------------------------------|-------------------------------|
| Carpenter, Mark (Vice Chairman) | Oncor Electric Delivery Company | Investor-Owned Utility |
| Cobos, Lori | Office of Public Utility Counsel | Consumer – Residential |
| Cochran, Seth | DC Energy Texas, LLC | Independent Power Marketer |
| Cramton, Peter | Unaffiliated | Unaffiliated Director |
| Crowell, Craven | Unaffiliated | Unaffiliated Director |
| Harper, Sam | Chaparral Steel Midlothian, LP | Consumer – Industrial |
| Pfirmann, Karl (Chairman) | Unaffiliated | Unaffiliated Director |

Other Board Members:

| Director/ Segment Alternate | Affiliation | Segment |
|--|--|---|
| Bulger, Terry | Unaffiliated | Unaffiliated Director |
| Emery, Keith | Tenaska Power Services Co. | Independent Power Marketer Segment Alternate |
| Fehrenbach, Nick | City of Dallas | Consumer – Commercial |
| Gresham, Kevin | RWE Renewables Americas, LLC | Independent Generator |
| Karnei, Clifton | Brazos Electric Power Cooperative, Inc. | Cooperative |



| | | |
|--------------------|---|---|
| Lyons, Glen | ExxonMobil Power and Gas Services, Inc. | Consumer – Industrial Segment Alternate |
| Magness, Bill | ERCOT | ERCOT President and Chief Executive Officer (CEO) |
| Ross, Edward (Ned) | Direct Energy | Independent Retail Electric Provider |
| Smith, Wade | American Electric Power Service Corporation | Investor--Owned Utility Segment Alternate |

Officers and Guests:

| | |
|--------------------|--|
| Boren, Ann | ERCOT Manager of Market Rules and Stakeholder Support |
| Day, Betty | ERCOT Vice President of Security and Compliance & Chief Compliance Officer |
| Deller, Art | ERCOT Manager of Market Training |
| Helton, Bob | ENGIE Resources LLC, Technical Advisory Committee (TAC) Chair |
| Hobbs, Kristi | ERCOT Director of Enterprise Risk Management and Strategic Analysis |
| Hughes, Lindsey | ERCOT Director of Corporate Communications and Government Relations |
| Leady, Vickie | ERCOT Assistant General Counsel and Assistant Corporate Secretary |
| Levine, Jonathan | ERCOT Senior Corporate Counsel |
| Parakkuth, Jayapal | ERCOT Vice President and Chief Information Officer |
| Rickerson, Woody | ERCOT Vice President of Grid Planning and Operations |
| Seely, Chad V. | ERCOT Vice President, General Counsel and Corporate Secretary |
| Spak, Mara | ERCOT Vice President of Human Resources |
| Tamby, Jeyant | ERCOT Senior Vice President and Chief Administrative Officer |
| Taylor, Sean | ERCOT Vice President and Chief Financial Officer |

Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Karl Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the urgent HR&G Committee meeting to order by teleconference at approximately 2:00 p.m. At Chairman Pfirrmann’s request, Chad Seely ERCOT Corporate Secretary, conducted a roll call of Committee members, guest Board members and Segment Alternates and confirmed that a quorum was present.

Chairman Pfirrmann addressed certain administrative matters and reminded everyone that all meeting materials may be found on ERCOT’s website, that is, at



[ERCOT.com/committees/board/hr/governance/](https://ercot.com/committees/board/hr/governance/) at the meeting link for October 12, 2020 under "Key Documents."

Chairman Pfirrmann noted the antitrust and security admonitions and announced that ERCOT had outlined the reason for this urgent HR&G Committee meeting in ERCOT's *Notice of October 12 and October 13, 2020 Urgent Teleconference Meetings of the ERCOT Nominating, Finance and Audit, and Human Resources and Governance Committees and Board of Directors*, which was filed with the Public Utility Commission of Texas on Monday, October 5, 2020, in Project Nos. 50664 and 27706. He also noted that ERCOT provided instructions for public comment on the agenda for this meeting, which was posted publicly on Monday, October 5, 2020, and that to date, no person had requested to provide public comment.

Chairman Pfirrmann addressed the following Agenda Items in the order below.

Human Resources (HR) Operations Report (Agenda Item 2)

Mara Spak presented the HR Operations Report and responded to questions and comments from Committee members.

Strategic Planning Update (Agenda Item 3)

Kristi Hobbs presented the Strategic Planning Update. There were no questions or comments from Committee members.

Market Training Update (Agenda Item 4)

Art Deller presented the Market Training Update and responded to questions and comments from Committee members.

Review of Annual Committee Self-Evaluation Questionnaire (Agenda Item 5)

Chairman Pfirrmann presented the Review of Annual Committee Self-Evaluation Questionnaire. He reported one proposed change to the annual Committee Self-Evaluation Questionnaire. Chairman Pfirrmann announced the questionnaire would be available to the Committee shortly after the October 2020 Committee meeting and the expected deadline for Committee members to complete the form would be October 30, 2020. There were no questions or comments from Committee members.

Report on Annual Technical Advisory Committee (TAC) and Subcommittee Structural/Procedural Review (Agenda Item 6)

Bob Helton presented an update on the Annual TAC and Subcommittee Structural/Procedural Review. There were no questions or comments from Committee members.

Recommendation regarding Periodicity of Meetings (Agenda Item 7)

Chairman Pfirrmann presented the Recommendation regarding Periodicity of Meetings and informed Committee members that the Committee meeting schedule for 2021 was approved in August 2020. There were no questions or comments from Committee members.



Unaffiliated Director Succession Planning (Agenda Item 8)

Chairman Pfirrmann presented Unaffiliated Director Succession Planning. Chairman Pfirrmann announced that the succession planning was successful for his replacement and the replacement of the other two (2) outgoing Unaffiliated Directors, Judy Walsh and Craven Crowell. He noted the incoming Unaffiliated Directors were highly qualified and commended the Nominating Committee for its work to select three new Unaffiliated Directors. There were no questions or comments from Committee members.

Unaffiliated Director Compensation and Business Expense Reimbursement Matters (Agenda Item 9)

Chairman Pfirrmann presented Unaffiliated Director Compensation and Business Expense Reimbursement Matters. There were no questions or comments from Committee members.

Other Urgent Business (Agenda Item 10)

No other urgent business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 11 and 12)

Chairman Pfirrmann announced that no voting items from Executive Session were expected; and accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 2:54 p.m. to convene Executive Session at approximately 2:56 p.m.

There were no voting items from Executive Session. Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 3:40 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/


Vickie G. Leady
Assistant Corporate Secretary