

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 9:

***Recommendation regarding
2021 Board Meeting and
Annual Meeting Schedule***

at its Urgent meeting on August 11, 2020.

The Board of Directors is expected to hear this matter as part of the HR&G Committee Report at the Urgent Board meeting on August 11, 2020.

Attached are the Board materials in relation to this agenda item.



Date: August 4, 2020
To: Board of Directors
From: Craven Crowell, ERCOT Board Chairman
Subject: 2021 ERCOT Board Meeting and Annual Meeting Schedule

Issue for the ERCOT Board of Directors

ERCOT Urgent Board of Directors Meeting Date: August 11, 2020

Item No.: 9.1

Issue:

The ERCOT Board of Directors (Board) must set the dates and locations for the 2021 regular meetings of the ERCOT Board and the date for the 2021 Annual Meeting of Members.

Background/History:

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the ERCOT “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of the month when the Board is scheduled to meet, but may be moved or held by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

The ERCOT Board is expected to meet at ERCOT’s Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 9, 2021;
- April 13, 2021;
- June 8, 2021;
- August 10, 2021;
- October 12, 2021; and
- December 14, 2021.

The ERCOT Board should set the date of the 2021 Annual Meeting of ERCOT Members to be called on the same date as the December 2021 ERCOT Board meeting as required by Section 4.6(a) of the Bylaws.

Please note that this schedule would allow for Board meetings on even-numbered months. Committee meetings are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.



The [February 11, 2020 Board presentation on the 2021 ERCOT Board Meeting and Annual Meeting Schedule](#) contains additional background on the schedule. The Human Resources & Governance (HR&G) Committee considered the scheduling conflicts noted in the presentation at its February 10, 2020 meeting, but did not object to maintaining the schedule as proposed in this template. The HR&G Committee will consider this proposed schedule for recommendation at its August 11, 2020 urgent meeting.

Key Factors Influencing Issue:

ERCOT Bylaws Section 4.6(b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

Conclusion/Recommendation:

At its August 11, 2020 meeting, the ERCOT Board should vote to schedule its regular meetings and the Annual Meeting of Members in the 2021 calendar year, preferably as proposed.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2021 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and Section 1.1 of the ERCOT Board Policies and Procedures.

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that the 2021 Meetings of the ERCOT Board will be held at ERCOT's Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 9, 2021;
- April 13, 2021;
- June 8, 2021;
- August 10, 2021;
- October 12, 2021; and
- December 14, 2021.

THEREFORE be it FURTHER RESOLVED, that the date of the 2021 Annual Meeting of Members will be called on the same date as the December 2021 ERCOT Board meeting.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its August 11, 2020 urgent meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of August 2020.

Vickie G. Leady
Assistant Corporate Secretary