



# MEMO

**Date:** April 12, 2005  
**To:** ERCOT Board of Directors  
**From:** Margaret Pemberton  
**Subject:** Appointment of Officers

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Director Meeting Date:** April 19, 2005

**Agenda Item No.:** 11a

**Issue:**

Under the ERCOT Bylaws, Section 7.2, the ERCOT Board of Directors must ratify all officers of the corporation. ERCOT has hired a Vice President of Human Resources and Organization Development and a Vice President, Chief Information Officer. Margaret Uhlig Pemberton, current Vice President, General Counsel and Secretary, has resigned effective April 20, 2005. A search for a permanent Vice President, General Counsel and Secretary is currently underway. Tom Schrader, ERCOT's CEO is appointing Mark Walker, Deputy General Counsel as Interim General Counsel and Secretary.

**Background/History:**

ERCOT hired Nancy McIntire in March 2005, as the Vice President of Human Resources and Organization Development, an officer position.

ERCOT hired Ron Hinsley in April 2005, as the Vice President, Chief Information Officer, an officer position.

The Non Profit Corporation Act requires that a corporation have a Corporate Secretary. (Non-Profit Corporation Act Art. 1396-2.20). Mark Walker is Deputy General Counsel and is capable of filling the role of Interim General Counsel and Secretary, an officer position, until a permanent successor is named.

**Conclusion/Recommendation:**

The Board should approve the following Resolution:

**WHEREAS**, pursuant to the ERCOT Bylaws, Section 7.2, the ERCOT Board of Directors shall ratify the officers of the corporation;

**WHEREAS**, the ERCOT Board of Directors approves of Nancy McIntire as the Vice President of Human Resources and Organization Development;

**WHEREAS**, the ERCOT Board of Directors approves of Ron Hinsley as the Vice President, Chief Information Officer; and;

**WHEREAS**, the ERCOT Board of Directors approves of Mark Walker as the Interim General Counsel and Secretary;

**THEREFORE, BE IT RESOLVED**, that the ERCOT Board of Directors hereby **RATIFIES** the appointment of Nancy McIntire as the Vice President of Human Resources and Organization Development, Ron Hinsley as the Vice President, Chief Information Officer and Mark Walker as the Interim General Counsel and Secretary effective April 20, 2005.