

H.R. and Governance Committee Yearly Schedule

January

1. Approve budget for payout of previous year Variable Compensation Plan and recommend action to Board
2. Approve Variable Compensation Plan for coming year
3. Affirm officer slate for ratification at Board meeting
4. Review agenda for February Board Retreat

March

1. Approve officer compensation

August

1. Affirm slate of unaffiliated directors for re-election to Board

December

1. Approve Board Survey/Self-Evaluation (January)
2. Discuss agenda and location for Board Retreat (February)

Unscheduled

1. By-law and Guideline Revisions (if any)
2. New Director Orientation content
3. Review strategy for ERCOT employee Compensation and Benefit plans