

**ANNUAL CALENDAR: STANDING ITEMS
HUMAN RESOURCES & GOVERNANCE COMMITTEE
ERCOT BOARD OF DIRECTORS**

January

- Elect committee Chair
- Review committee charter
- Evaluate CEO performance against goals and objectives
- Review performance evaluation of all corporate officers
- Distribute committee self-evaluation survey
- Poll Directors re interest in accessing National Association of Corporate Directors (NACD) resources

February

- Review committee self-evaluation survey
- Review head-count staffing levels

March

- Review and approve compensation plan for corporate officers for implementation in April
- Review and approve contractual employment arrangements (as appropriate)
- Consult with the CEO about senior management succession planning

April

- Consider Board training needs to enhance effectiveness
- Monitor external relations issues

May

- No standing items

June

- Review ERCOT Bylaws and consider proposing revisions
- Consider adequacy of executive compensation and benefit programs (detailed review every third year)

July

- Review head-count staffing levels
- Review ERCOT Employee and ERCOT Director Ethics Agreements

August

- Review external relations communication plan

September

- Discuss independent Board members succession planning

- Discuss compensation for independent Board members

October

- Monitor external relations issues
- Consult with the CEO about senior management succession planning

November

- Review and approve goals and objectives for following year

December

- Review external relations communication plan