

**2009 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
- Monitor external relations issues

**February**

- Review committee self-evaluation survey
- Review head-count staffing levels
- Monitor external relations issues

**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
- Monitor external relations issues

**April**

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

**May**

- Monitor external relations issues

**June**

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

**July**

- Review head-count staffing levels
- Review ERCOT Employee and ERCOT Director Ethics Agreements
- Monitor external relations issues

### **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