

	ERCOT HR & Governance Committee Self-Evaluation January 20, 2009	Yes	No	Not Sure	Comments
<u>1.</u> 4	Does the committee have the appropriate number of members? The committee should not be so large that: <ul style="list-style-type: none"> its ability to operate efficiently and effectively is reduced members' ability to raise issues is hampered it is difficult to get a quorum when a time-sensitive issue arises 				
2	Do committee members have varied backgrounds and bring diverse expertise?				
<u>2.</u> 3	Committee members demonstrate their objectivity during meetings through behaviors such as driving agendas, rigorous probing of issues, consulting with other parties, and encouraging direct questions hiring experts, as necessary.				
<u>3.</u> 4	Differences of opinion on issues are resolved to the satisfaction of the committee.				
<u>4.</u> 5	Committee members challenge the Chair as appropriate.				
<u>5.</u> 6	The committee charter is used as a document to guide the committee in its efforts, and to help guide the committee's agenda.				
<u>6.</u> 7	<u>6.1</u> The committee is fully independent, accountable and vigorous in taking primary responsibility for all aspects of executive compensation.				
8	<u>6.2.</u> The committee reviews and approves pay levels for corporate officers.				

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9	<u>6.3</u> The committee annually reviews and approves performance goals & objectives with respect to the compensation of the CEO.				
10	<u>6.4</u> The committee evaluates and measures the CEO's performance against the goals and objectives set for the year and provides oversight of the performance evaluation of all other officers against approved goals and objectives.				
11	<u>6.5</u> The committee consults with the CEO and advises the Board with respect to senior management succession planning				
12	<u>6.6</u> The committee advises the full Board as to risk issues it sees in the H.R. and Governance area.				
13	<u>6.7</u> The committee investigates and is knowledgeable of competitive practices and trends to determine the adequacy of the organization's executive compensation programs.				
14	<u>6.8</u> The committee approves contractual employment arrangements.				
15	<u>6.9</u> The committee considers Board outside directors and Board committee compensation matters as needed.				
16	<u>6.10</u> The committee considers necessary training to enhance the Board's performance, keeping apprised of the latest corporate governance trends and issues.				
17	<u>6.11</u> The committee considers and recommends Board succession planning.				
<u>7.</u> 18	The committee conducts an annual self-evaluation of its performance and reports the results to the Board,				

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	including recommended charter, membership and other changes.				
8. 19	The Committee makes appropriate use of workgroups or task forces to investigate issues defined by the Committee.				
9. 20	The committee engages outside experts as appropriate.				
10. 24	The committee is cognizant of the line between oversight and management, and endeavors to respect that line.				
22	The committee interacts and communicates with management effectively and appropriately.				
23	The committee is focused and understands its functions and responsibilities.				
24 11.	The committee conducts executive sessions in a manner that is respectful offers a "safe haven" to the individual, while at the same time asking tough and necessary questions, evaluating answers, and pursuing issues that might arise to satisfactory resolution.				
25 12.	The committee communicates at an appropriate level of detail when informing the Board of its actions.				
26 13.	Committee members receive clear and succinct agendas and supporting written material sufficiently prior to scheduled meetings.				
27	Meeting materials are provided in a timely manner to allow for review by the committee members prior to scheduled meetings.				

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28 <u>14.</u>	Committee members have adequate opportunities to discuss issues and ask questions.				
29 <u>15.</u>	The frequency of committee meetings is appropriate for the responsibilities assigned to the committee.				
30 <u>16.</u>	Meeting facilities and presentation materials are effective for the conduct of committee activities.				
34 <u>17.</u>	Please add additional comments, questions and suggestions				