



Date: January 13, 2009
To: ERCOT Board of Directors
From: Mike Grable, Vice President, General Counsel & Corporate Secretary
Subject: H.R. & Governance Committee Charter Revision

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: January 20, 2009

Agenda Item No.: 16a

Issue:

Approval of a revision to the H.R. & Governance Committee (HR&G) Charter to provide for membership by representatives from at least two (rather than at least three) market segments to accommodate changes in membership among various Board of Directors (Board) Committees in 2009.

Background/History:

The HR&G Charter was last updated and approved by the Board on October 21, 2008, pursuant to the HR&G Charter requirements.

Alternatives:

- 1) Approve the HR&G Charter as circulated;
- 2) Make necessary changes/updates to the HR&G Charter as circulated; or
- 3) Return the HR&G Charter to HR&G for further review.

Conclusion/Recommendation:

With the support of ERCOT Staff, HR&G recommends that the Board approve the charter as attached.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, the Human Resources and Governance Committee (Committee) of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) reviewed the proposed revisions to the Human Resources and Governance Committee Charter to allow membership by representatives from at least two market segments to accommodate changes in membership among various Board of Directors (Board) Committees in 2009;

WHEREAS, at the Board meeting held on January 20, 2009, the Committee recommended to the Board that the Committee Charter attached as Exhibit A to this Resolution be adopted with changes as noted; and

WHEREAS, having considered the Committee's recommendation, the Board deems it desirable and in the best interest of ERCOT to adopt the Committee Charter with changes as noted;

THEREFORE, BE IT RESOLVED, that the Human Resources and Governance Committee Charter attached as Exhibit A to this Resolution is adopted with changes as noted.

CORPORATE SECRETARY'S CERTIFICATE

I, Michael G. Grable, Corporate Secretary of ERCOT, do hereby certify that, at its January 20, 2009 meeting, the ERCOT Board of Directors passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2009.

Michael G. Grable
Corporate Secretary