

**HUMAN RESOURCES & GOVERNANCE COMMITTEE  
ERCOT BOARD OF DIRECTORS  
PROPOSED 2009 CALENDAR**

**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
- Review Proposed 2009 Calendar
- Market Participant Survey Update
- Review personnel recruiting strategy
- External Relations
- Approve and Recommend 2009 KPI Matrix

**March**

- Review and approve compensation plan for corporate officers for implementation in April
- Review and approve contractual employment arrangements (as appropriate)
- Review employee diversity report
- External Relations

**April**

- Consider Board training needs to enhance effectiveness
- Monitor external relations issues
- External Relations
- Consult with the CEO about senior management succession planning

**May**

- External Relations

**June**

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

## **July**

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

## **August**

- Review external relations communication plan

## **September**

- Discuss independent Board members succession planning
- Discuss compensation for independent Board members
- Review results of flextime/telecommuting pilot project

## **October**

- Monitor external relations issues

## **November**

- Consult with the CEO about senior management succession planning

## **December**

- Review external relations communication plan
- Review and approve goals and objectives for following year