



**DRAFT JOINT NOMINATING COMMITTEE AND BOARD OF DIRECTORS
MEETING MINUTES OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
7620 Metro Center Drive, Room 206
Austin, Texas 78744
December 14, 2009 at 3:00 p.m.

Pursuant to notice duly given, the joint meeting of the Nominating Committee (Committee) of the Board of Directors (Board) and the Board of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Board Members in Attendance:

Director	Affiliation	Segment
Armentrout, Mark		Unaffiliated
Crowder, Calvin	American Electric Powers Service Corp.	Investor Owned Utility (Segment Alternate)
Dalton, Andrew	Valero Services, Inc.	Industrial Consumers
Espinosa, Miguel		Unaffiliated
Fehrenbach, Nick	City of Dallas	Commercial Consumers
Gent, Michehl		Unaffiliated, Board Vice-Chair
Helton, Bob	International Power America Services	Independent Generators
Karnei, Clifton	Brazos Electric Power Cooperative Inc.	Cooperative
Newton, Jan		Unaffiliated, Board Chair and Acting Committee Chair
Patton, A.D.		Unaffiliated
Ryall, Jean	Constellation Energy	Independent Power Marketer (Segment Alternate)
Thomas, Robert	Green Mountain Energy Company	Independent Retail Electric Provider
Torrent, Gary	Office of Public Utility Counsel	Residential Consumer (Proxy for Don Ballard)

Staff and Other Guests in Attendance:

Capezzuti, Nancy	ERCOT
Cleary, Mike	ERCOT
Dreyfus, Mark	Austin Energy
Goodman, Dale	ERCOT
Grable, Mike	ERCOT
Klock, Lawrence	Russell Reynolds Associates



Leady, Vickie	ERCOT
Newton, Stephen	Russell Reynolds Associates
Schwertner, Ray	Garland Power & Light
Walker, Mark	NRG Texas, Segment Alternate

Call Open Session to Order and Announce Proxies (Agenda Item 1) and Vote on Matters from Executive Session (Agenda Item 4)

Jan Newton, Board Chair and Acting Committee Chair, called the meeting to order at approximately 3:04 p.m. and determined a quorum was present. She announced that she would be taking agenda items out of order and would be addressing all of the Open Session agenda items at the beginning of the meeting since the vast majority of the meeting would be dedicated to Executive Session discussion and since there were no agenda items in Executive Session that would require a vote in Open Session after the conclusion of Executive Session. She added that this schedule would allow for the conclusion of the webcast upon conclusion of the Open Session of the meeting.

Approval of November 16, 2009 Nominating Committee Minutes (Agenda Item 5)

Chairman Newton asked for any comments to the November 16, 2009 Nominating Committee minutes. There were none. **Miguel Espinosa moved for approval of the November 16, 2009 Nominating Committee Minutes as presented. Bob Helton seconded the motion. The motion passed unanimously with one abstention (Calvin Crowder).**

Ratification of Unaffiliated Director and Chief Executive Officer (CEO) Search Subcommittee (Agenda Item 6)

Chairman Newton reminded the Board that all Board members were always welcome to participate in the meetings and interviews related to the Unaffiliated Director and Chief Executive Officer searches. She continued that, due to the holiday season, the timing of the two simultaneous searches and the desire to complete the searches as soon as possible, she believed that it would be best to identify Board members who could serve on an Unaffiliated Director and CEO Search Subcommittee and who could commit to attending all of the required meetings.

Chairman Newton moved to ratify the Unaffiliated Director and CEO Search Subcommittee (Subcommittee) in relation to the Unaffiliated Director search with the following Board members:

- **Chairman Newton – an Unaffiliated Director currently serving as Chair of the Board;**
- **Michehl Gent – an Unaffiliated Director currently serving as Vice-Chair of the Board;**
- **Clifton Karnei – a Market Participant-elected Director currently serving as Chair of the Finance & Audit (F&A) Committee;**
- **Miguel Espinosa – an Unaffiliated Director currently serving as Vice Chair of the F&A Committee;**
- **Bob Helton – a Director representing a Market Participant-elected Segment; and**
- **Andrew Dalton – a Director representing a Consumer-elected subsegment.**



Mark Armentrout seconded the motion. The motion passed unanimously with no abstentions.

Chairman Newton noted that there will likely need to be more frequent meetings of the Subcommittee than the monthly, regularly-scheduled Board meetings and that notice of all of the Subcommittee meetings would be provided to all Board members and the public.

Other Business (Agenda Item 7)

No other business was discussed.

Executive Session (Agenda Item 2) and Adjournment (Agenda Item 8)

Chairman Newton adjourned the Open Session of the meeting to Executive Session at approximately 3:08 p.m. The Executive Session adjourned at 5:05 p.m.

Michael G. Grable
Corporate Secretary