

**2011 Annual Calendar: Proposed Standing Items
Human Resources and Governance Committee
ERCOT Board of Directors**

January

- Elect Committee Chair
- Review Committee Charter
- Evaluate ERCOT Chief Executive Officer (CEO) performance against goals and objectives
- Review Fourth Quarter and Year-End 2010 Key Performance Indicators Update
- Review 2011 Key Performance Indicators
- Review Committee Self-Evaluation Survey Results
- Poll Directors regarding interest in Board training and National Association of Corporate Directors (NACD) resources
- Discussion regarding Board Strategic Planning Event
- Review Proposed Annual Committee Calendar

February

- Evaluate ERCOT Chief Executive Officer (CEO) performance against goals and objectives
- Approve 2011 Key Performance Indicators
- Organizational succession planning update

March

- Review and approve merit adjustments for Officers effective April 1, 2011
- Review and approve terms of employment for CEO and Chief Operating Officer

April

- Consider Board training needs to enhance effectiveness
- Review head-count staffing levels

May

- Review First Quarter 2011 Key Performance Indicators
- Review Benefit Plans (Prior to Open Enrollment)

June

- Review ERCOT Bylaws and consider proposing revisions
- Consider adequacy of executive compensation and benefit programs (detailed review every third year)
- Update regarding Technical Advisory Committee (TAC) and TAC Subcommittee Structure

July

- Review head-count staffing levels
- Review ERCOT Employee and ERCOT Director Ethics Agreements
- Update on Five-Year Strategic Plan

August

- Review Second Quarter 2011 Key Performance Indicators
- Review external relations communication plan
- Monitor external relations issues

September

- Unaffiliated Director succession planning
- Establish subcommittee to review compensation for Unaffiliated Directors (review to be completed every three years)
- Monitor external relations issues

October

- Monitor external relations issues

November

- Senior management succession planning
- Review Third Quarter 2011 Key Performance Indicators
- Monitor external relations issues
- Distribute Committee Self-Evaluation Survey

December

- Review and approve CEO and other executives' performance goals and objectives for following year
- Review external relations communication plan
- Monitor external relations issues
- Update regarding TAC and TAC Subcommittee Structure
- Discussion regarding Board Strategic Planning Event
- Review Committee Self-Evaluation Survey Results