DRAFT MEETING MINUTES OF THE
HUMAN RESOURCES & GOVERNANCE COMMITTEE
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

Electric Reliability Council of Texas Inc.
7620 Metro Center Drive, Room 206
Austin, Texas 78744
February 14, 2011

Pursuant to notice duly given and after determination that a quorum was present, the meeting of the Human Resources and Governance Committee (HR&G or Committee) of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

General Session Attendance:

Committee Members:

Director	Affiliation	Segment
Dalton, Andrew (Chairman)	Valero Services, Inc.	Industrial Consumer
Doll, Laura		Unaffiliated Director
Gent, Michehl		Unaffiliated Director
Givens, Sheri	Office of Public Utility Counsel	Residential Consumer
Helton, Bob	International Power America Services	Independent Generator
Patton, A.D. (Vice Chairman)		Unaffiliated Director
Ryall, Jean	Constellation Energy Commodities Group	Independent Power Marketer

Guest Board Members:

Director	Affiliation	Segment
Bermudez, Jorge		Unaffiliated Director
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Doggett, Trip	ERCOT	President and Chief Executive Officer
Dreyfus, Mark	Austin Energy	Municipal
Espinosa, Miguel		Unaffiliated Director
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Nelson, Donna	Public Utility Commission of Texas	Commissioner (Alternate Representative for Barry T. Smitherman, Chairman)
Zlotnik, Marcie	StarTex Power	Independent Retail Electric Provider

ERCOT Staff and Guests:

Brown, Jeff	Shell Energy North America (US) LP (Segment Alternate)
Cobos, Lori	ERCOT Associate Corporate Counsel
Cleary, Mike	ERCOT Senior Vice President and Chief Operations Officer
Hendrick, Eric	Stream Energy (Segment Alternate)
Ierullo, Bruno	ERCOT Director of Human Resources
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Manning, Chuck	ERCOT Vice President and Chief Compliance Officer
Morgan, Richard	ERCOT Vice President and Chief Information Officer
Petterson, Mike	ERCOT Vice President of Finance and Treasury
Prochazka, Scott	CenterPoint Houston Electric (Segment Alternate)
Saathoff, Kent	ERCOT Vice President of Grid Operations and System Planning

Call Open Session to Order and Announce Proxies (Agenda Item 1)

Chairman Dalton determined that a quorum was present and called the Committee meeting to order at approximately 4:49 p.m. No proxies were announced.

January 17, 2011 Meeting Minutes (Agenda Item 2)

Bob Helton made a motion to approve the January 17, 2011 Committee Meeting Minutes as presented. Sheri Givens seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Personnel Update (Agenda Item 3)

Bruno Ierullo distributed a Human Resources (HR) Operations Report to the Committee members and proposed that it be included as a standard report in the Committee meeting materials in the future. In the interest of time, Chairman Dalton requested that the Committee members review the HR Operations Report and noted that this matter could be addressed at the March 2011 Committee meeting.

Recommendation regarding 2011 Key Performance Indicators (KPIs) (Agenda Item 4)

Chairman Dalton noted that he had comments related to the proposed 2011 KPIs. In the interest of time, Chairman Dalton requested that the Committee members provide feedback on the proposed 2011 KPIs by February 28, 2011, for a more detailed discussion at the March 2011 Committee meeting.

Recommendation regarding Committee Charter (Agenda Item 6)

Chairman Dalton noted that the Committee members approved the 2011 Committee Charter at last month's Committee meeting, but he wanted to allow Committee members to provide additional comments, if any, prior to submission to the Board for approval. In the interest of time, Chairman Dalton requested that this item be deferred for further discussion at the March 2011 Committee meeting.

Review Proposed 2011 Committee Calendar; Future Agenda Items (Agenda Items 5 and 5a)

Sheri Givens thanked ERCOT staff for their work on the 2011 Committee Calendar. In the interest of time, Chairman Dalton suggested that the Committee's recommendation on the approval of the 2011 Committee Calendar and any other future agenda items to the Board be postponed until the March 2011 Committee meeting.

Other Business (Agenda Item 7)

No other business was discussed at this time.

Chairman Dalton adjourned the General Session into Executive Session at approximately 4:45 p.m. and reconvened the General Session at approximately 5:28 p.m.

Vote on Matters from Executive Session (Agenda Item 13)

Chairman Dalton announced that there were no voting items from Executive Session.

Adjourn (Agenda Item 14)

Chairman Dalton adjourned the Committee meeting at approximately 5:29 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/.

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Lori Cobos
Associate Corporate Counsel