



**DRAFT 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  
April 18, 2011

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

**Meeting Attendance:**

**Committee Members:**

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Doll, Laura	Unaffiliated Director	Unaffiliated Director (Proxy for HR&G Committee Chairman Andrew Dalton)
Gent, Michehl	Unaffiliated Director	Unaffiliated Director (Beginning with Agenda Item 4)
Givens, Sheri	Office of Public Utility Counsel	Residential Consumer
Helton, Bob	IPR – GDF SUEZ North America	Independent Generator
Patton, Dr. A.D. (Vice Chair)	Unaffiliated Director	Unaffiliated Director
Ryall, Jean	Constellation Energy Commodities Group	Independent Power Marketer (Except for Agenda Items 13 and 14)

**Guest Board Members and Segment Alternates:**

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Bermudez, Jorge	Unaffiliated Director	Unaffiliated Director
Brown, Jeff	Shell Energy North America (US) LP	Segment Alternate – Independent Power Marketer
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Doggett, Trip	ERCOT	President and Chief Executive Officer (CEO) (Except for Agenda Items 13 and 14)
Dreyfus, Mark	Austin Energy	Municipal
Espinosa, Miguel	Unaffiliated Director	Unaffiliated Director
Gresham, Kevin	E.ON Climate & Renewables NA	Segment Alternate – Independent Generator



Hendrick, Eric	Stream Energy	Segment Alternate – Independent Retail Electric Provider
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative (Beginning with Agenda Item 4)
Prochazka, Scott	CenterPoint Houston Electric	Segment Alternate – Investor Owned Utility
Smitherman, Barry T.	Public Utility Commission of Texas (PUCT)	Chairman (Except for Agenda Items 13 and 14)
Zlotnik, Marcie	StarTex Power	Independent Retail Electric Provider

**Other Guests:**

Anderson, Ken	Public Utility Commission of Texas – Commissioner
Cobos, Lori	ERCOT Associate Corporate Counsel
Cleary, Mike	ERCOT Senior Vice President and Chief Operating Officer
Day, Betty	ERCOT Director of Commercial Market Operations
Dumas, John	ERCOT Director of Wholesale Market Operations
Hobbs, Kristi	ERCOT Manager of Market Rules
Ierullo, Bruno	ERCOT Director of Human Resources
Jones, Brad	Luminant Energy – Technical Advisory Committee (TAC) Chair
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 of Human Resources and Chief Compliance Officer
Morgan, Richard	ERCOT Vice President and Chief Information Officer
Petterson, Mike	ERCOT Vice President of Finance and Treasury
Ruane, Mark	ERCOT Vice President of Credit and Enterprise Risk Management
Saathoff, Kent	ERCOT Vice President of Grid Operations and System Planning
Westbrook, Susie	ERCOT Assistant General Counsel

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

Dr. A.D. Patton, Vice Chairman of the HR&G Committee, acting as Committee Chairman in Andrew Dalton’s absence, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 2:30 p.m. Acting Chairman Patton announced that Laura Doll held the proxy for Chairman Dalton and addressed the following Agenda Items in the order below.

**Approval of March 21, 2011 Meeting Minutes (Agenda Item 2)**

Acting Chairman Patton entertained a motion to approve the March 21, 2011 HR&G Committee General Session Meeting Minutes (Minutes).

**Bob Helton moved to approve the Minutes as presented. Laura Doll seconded the motion. The motion passed by unanimous voice vote with one abstention (Sheri Givens).**



**Personnel Update including Human Resources (HR) Operations Report (Agenda Item 3)**

Bruno Ierullo provided the Committee members with a Personnel Update and overview of the monthly HR Operations Report and responded to comments and questions by the Committee members.

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

Mr. Ierullo provided the Committee members with an overview of the revised 2011 KPIs and responded to comments and questions from the Committee members.

Barry T. Smitherman, Chairman of the Public Utility Commission of Texas (PUCT, Commission), called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for April 18, 2011.

**Mr. Helton moved to recommend Board approval of the 2011 KPIs as presented. Ms. Givens seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**2011 Committee Calendar (Agenda Item 5)**

Acting Chairman Patton led a brief discussion of the 2011 HR&G Committee Calendar.

**Periodicity of Meetings (Agenda Item 6)**

Bill Magness provided information regarding the periodicity of Board meetings to the Committee members for their review and discussion at a future HR&G Committee meeting and responded to questions and comments from the Committee members.

**Other Business (Agenda Item 7)**

No other business was discussed at this time.

Acting Chairman Patton adjourned the General Session into Executive Session at approximately 3:19 p.m. and emerged from Executive Session at approximately 3:42 p.m.

**Vote on Matters from Executive Session (Agenda Item 13)**

**Mr. Helton made a motion to approve the Personnel matter from Executive Session under Agenda Item 11b. Ms. Doll seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Adjourn (Agenda Item 14)**

Acting Chairman Patton adjourned the HR&G Committee meeting at approximately 3:44 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http://www.ercot.com/committees/board/hr\\_governance/](http://www.ercot.com/committees/board/hr_governance/).

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Lori Cobos  
Committee Secretary