



**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  
May 16, 2011 at 3:00 p.m.

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>
Bivens, Danny	Office of Public Utility Counsel	Alternate Representative for Sheri Givens – Residential Consumer
Dalton, Andrew (Chair)	Valero Services, Inc.	Industrial Consumer
Doll, Laura	Unaffiliated	Unaffiliated Director
Gent, Michehl	Unaffiliated	Unaffiliated Director
Helton, Bob	International Power America Services	Independent Generator
Patton, A.D. Dr. (Vice Chair)	Unaffiliated	Unaffiliated Director
Ryall, Jean	Constellation Energy Commodities Group	Independent Power Marketer (Beginning with Agenda Item 3)

Guest Board Members and Segment Alternates:

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Bermudez, Jorge	Unaffiliated	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)
Dreyfus, Mark	Austin Energy	Municipal
Espinosa, Miguel	Unaffiliated	Unaffiliated Director
Fehrenbach, Nick	City of Dallas	Commercial Consumer
Gresham, Kevin	E.ON Climate & Renewables NA LLC	Segment Alternate – Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative



Zlotnik, Marcie	StarTex Power	Independent Retail Electric Provider (Beginning with Agenda Item 4)
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Other Guests:

Cobos, Lori	ERCOT Associate Corporate Counsel
Cleary, Mike	ERCOT Senior Vice President and Chief Operating Officer
Dumas, John	ERCOT Director of Wholesale Market Operations
Feuerbacher, Paula	ERCOT Manager of Strategic and Organizational Development
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 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
Wullenjohn, Bill	ERCOT Director of Internal Audit
Westbrook, Susie	ERCOT Assistant General Counsel

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

Andrew Dalton, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 3:12 p.m. Chairman Dalton announced that there were no proxies and addressed the following Agenda Items in the order below.

**Approval of April 18, 2011 Meeting Minutes (Agenda Item 2)**

Chairman Dalton entertained a motion to approve the April 18, 2011 HR&G Committee General Session Meeting Minutes (Minutes).

**Laura Doll moved to approve the Minutes as presented. Michehl Gent seconded the motion. The motion passed by unanimous voice vote with one abstention (Andrew Dalton).**

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

Chuck Manning provided the Committee members with a Personnel Update and overview of the HR Operations Report. Mr. Manning, Ms. Feuerbacher, and Mr. Ierullo responded to questions and comments from the Committee members.

**Review First Quarter 2011 Key Performance Indicators (KPIs) (Agenda Item 4)**

Paula Feuerbacher provided the Committee members with an overview of the First Quarter 2011 KPIs and responded to comments and questions from the Committee members.

**Periodicity of Meetings (Agenda Item 5)**

Bill Magness provided the Committee members with a status update on the review of the periodicity of Board meetings and responded to comments and questions from the Committee members. Laura Doll recommended that the Committee members consider cancelling the November 2011 Board meeting.



**Mr. Gent made a motion that the HR&G Committee recommends the cancellation of the November 2011 Board and Committee meetings to the Board. Bob Helton seconded the motion. The motion passed by unanimous voice vote.**

After further discussion among the Committee members, however, Chairman Dalton suggested that the HR&G Committee consider the matter at next month's meeting to allow more time to consider whether the November 2011 Board and Committee meetings should be eliminated from the 2011 Board meeting schedule.

**Recommendation regarding Conflict of Interest Corporate Standard (Agenda Item 6)**

Susie Westbrook provided the Committee members with an overview of the revised Conflict of Interest Corporate Standard and responded to questions and comments from the Committee members. After some discussion among the Committee members, Chairman Dalton decided that the HR&G Committee should re-visit the standard at next month's meeting to consider how other Independent System Operators (ISOs) and Regional Transmission Organizations (RTOs) address conflict of interest issues and historical conflict of interest issues before making a recommendation to the Board.

**2011 Committee Calendar (Agenda Item 7)**

Vickie Leady provided the Committee members with a status update on the formatting of the HR&G Committee Calendar and responded to comments and questions from the Committee members. Chairman Dalton decided to re-visit the formatting of the Committee Calendar at next month's meeting to enable Ms. Leady to convert the Committee Calendar into a more task-specific calendar consistent with the HR&G Committee Charter requirements.

**Other Business (Agenda Item 8)**

No other business was discussed at this time.

Chairman Dalton adjourned the General Session into Executive Session at approximately 4:10 p.m. and emerged from Executive Session at approximately 4:50 p.m.

**Vote on Matters from Executive Session (Agenda Item 14)**

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

**Adjourn (Agenda Item 15)**

Chairman Dalton adjourned the HR&G Committee meeting at approximately 4:51 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