



**DRAFT MINUTES OF THE NOMINATING COMMITTEE MEETING  
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.  
7620 Metro Center Drive, Room 206  
Austin, Texas 78744  
June 20, 2011 at 4:00 p.m.

Pursuant to notice duly given, the meeting of the Nominating Committee (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>
Bermudez, Jorge	Unaffiliated	Unaffiliated Director
Bivens, Danny	Office of Public Utility Counsel	Consumer/Residential – Alternate Representative for Sheri Givens
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Dalton, Andrew	Valero Services, Inc.	Consumer/Industrial
Doll, Laura (Chairman)	Unaffiliated	Unaffiliated Director (Proxy for Andrew Dalton for Agenda Items 9 and 10 only and Mark Dreyfus)
Espinosa, Miguel	Unaffiliated	Unaffiliated Director
Fehrenbach, Nick	City of Dallas	Consumer/Commercial
Gent, Michehl (Vice Chairman)	Unaffiliated	Unaffiliated Director
Helton, Bob	International Power America Services, Inc.	Independent Generator
Hendrick, Eric	Stream Energy	Independent Retail Electric Provider Segment Alternate
Ryall, Jean	Constellation Energy Commodities Group	Independent Power Marketer

Guests:

Brown, Jeff	Shell Energy North America (US), LP (Independent Power Marketer Segment Alternate)
Doggett, Trip	ERCOT Chief Executive Officer (CEO)
Gresham, Kevin	E.ON Climate & Renewables NA, LLC (Independent Generator Segment Alternate)
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary



Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Prochazka, Scott	CenterPoint Houston Electric, LLC (Investor Owned Utility Segment Alternate)
Westbrook, Susan	ERCOT Assistant General Counsel

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

Laura Doll, Nominating Committee Chairman, determined a quorum was present and called the Nominating Committee meeting to order at approximately 4:04 p.m. Chairman Doll announced that she held Mark Dreyfus' proxy for the meeting.

**Approval of May 16, 2011 General Session Nominating Committee Meeting Minutes (Agenda Item 2)**

Chairman Doll called for a motion to approve the May 16, 2011 General Session Nominating Committee Meeting Minutes (Minutes).

**Jorge Bermudez moved to approve the Minutes as presented. Andrew Dalton seconded the motion. The motion passed by unanimous voice vote with one abstention (Bob Helton).**

**Executive Session (Agenda Items 3 through 8)**

Chairman Doll adjourned the meeting to Executive Session at approximately 4:07 p.m. until approximately 5:07 p.m., when she reconvened the meeting to Open Session.

**Vote on Matters from Executive Session (Agenda Item 9)**

Chairman Doll requested a motion to approve the May 16, 2011 Nominating Committee Executive Session Meeting Minutes (Minutes).

**Mr. Helton moved to approve the Minutes. Danny Bivens seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

Chairman Doll announced that, after an extensive review of proposals and interviews with executive search firms, the Committee is recommending that ERCOT, through its President and CEO, enter into a contract with Russell Reynolds Associates to conduct the Unaffiliated Director candidate searches over the next year. In conjunction with the recommended engagement of Russell Reynolds Associates and in order to facilitate interviews of potential Unaffiliated Director candidates, Chairman Doll also suggested Committee approval of the following:

- (1) The creation of the Subcommittee of the Nominating Committee for Unaffiliated Director Searches (Subcommittee) with the following six Nominating Committee members:
  - Chairman Doll as an Unaffiliated Director currently serving as Chair of the Board and of the Nominating Committee;
  - Michehl Gent as an Unaffiliated Director currently serving as Vice Chair of the Board and of the Nominating Committee;
  - Clifton Karnei as a Market Segment-elected Director currently serving as Chair of the Finance & Audit (F&A) Committee;
  - Jorge Bermudez as an Unaffiliated Director currently serving as Vice Chair of the F&A Committee;



- Andrew Dalton as a Director elected by a Consumer subsegment and currently serving as Chair of the Human Resources and Governance (HR&G) Committee; and
- Jean Ryall as a Market Segment-elected Director currently serving as Vice-Chair of the HR&G Committee;

(2) The purpose of this Subcommittee shall be to coordinate with the executive search firm selected by the Nominating Committee for Unaffiliated Director searches, to conduct the interviews of Unaffiliated Director candidates, to allow participation of other Nominating Committee members as guests at Subcommittee meetings, and to provide candidate recommendations to the Nominating Committee;

(3) The presence of at least four Subcommittee members who are duly assembled to conduct authorized business of the Subcommittee shall constitute a quorum; and

(4) At any meeting at which a quorum of the Subcommittee exists, the act of a majority of the Subcommittee members present at a meeting shall be the act of the Subcommittee.

**Mr. Helton moved to approve the suggestions noted by Chairman Doll. Eric Hendrick seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Other Business (Agenda Item 10)**

No other business was discussed at this time.

**Adjournment (Agenda Item 11)**

Chairman Doll adjourned the meeting at approximately 5:09 p.m.

Board materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committees/board/bodnom/>.

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Vickie G. Leady  
Assistant Corporate Secretary