



**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
June 20, 2011 at 2:00 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:

Director	Affiliation	Segment
Bivens, Danny	Office of the Public Utility Counsel	Alternate Representative for Sheri Givens – Residential Consumer
Dalton, Andrew (Chairman)	Valero Services, Inc.	Industrial Consumer
Doll, Laura	Unaffiliated	Unaffiliated Director
Gent, Michehl	Unaffiliated	Unaffiliated Director
Helton, Bob	International Power America Services, Inc.	Independent Generator
Ryall, Jean	Constellation Energy Commodities Group	Independent Power Marketer

Guest Board Members and Segment Alternates:

Director	Affiliation	Segment
Bermudez, Jorge	Unaffiliated	Unaffiliated Director
Brown, Jeff	Shell Energy North America (US)	Independent Power Marketer Segment Alternate
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Doggett, Trip	ERCOT	President and Chief Executive Officer (CEO)
Espinosa, Miguel	Unaffiliated	Unaffiliated Director
Fehrenbach, Nick	City of Dallas	Commercial Consumer
Gresham, Kevin	E.ON Climate & Renewables NA LLC	Independent Generator Segment Alternate
Hendrick, Eric	Stream Energy	Independent Retail Electric Provider Segment Alternate
Prochazka, Scott	CenterPoint Houston Electric LLC	Investor Owned Utility Segment Alternate



Other Guests:

Cobos, Lori	ERCOT Associate Corporate Counsel
Cleary, Mike	ERCOT Senior Vice President and Chief Operating Officer
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

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 2:38 p.m. Chairman Dalton announced that there were no proxies and addressed the following Agenda Items in the order below.

Approval of May 16, 2011 Meeting Minutes (Agenda Item 3)

Chairman Dalton entertained a motion to approve the May 16, 2011 HR&G Committee General Session Meeting Minutes (Minutes).

Bob Helton moved to approve the Minutes as presented. Michehl Gent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Election of Committee Vice Chair (Agenda Item 2)

Chairman Dalton entertained a motion to elect Jean Ryall as the HR&G Committee Vice Chairman to replace Dr. A. D. Patton whose term as an Unaffiliated Director expired.

Mr. Helton moved to elect Ms. Ryall as the HR&G Committee Vice Chairman. Laura Doll seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Personnel Update including Human Resources (HR) Operations Report (Agenda Item 4)

Chuck Manning provided a Personnel Update and overview of the Human Resources (HR) Operations Report to the Committee members. Mr. Manning, Richard Morgan, Kent Saathoff, Trip Doggett, and Bruno Ierullo responded to questions and comments from the Committee members.

Recommendation regarding Ratification of ERCOT Mission Statement (Agenda Item 5)

Bill Magness advised the Committee members to recommend that the Board ratify the ERCOT Mission Statement as of March 23, 2010, presented originally to the Board for review as part of the 2010-2014 ERCOT Strategic Plan on March 23, 2010, for the purpose of allowing ERCOT to reflect this Mission Statement in its 2010 Internal Revenue Service (IRS) Form 990.



Ms. Doll moved to recommend that the Board ratify the ERCOT Mission Statement, as of March 23, 2010, as presented. Mr. Helton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

PUCT ERCOT Oversight Rule Implementation (Agenda Item 6)

Mr. Magness provided an update on the implementation of the PUCT Rule on ERCOT Oversight to the Committee members and responded to questions and comments from the Committee members.

2011 Meeting Schedule Matters (Agenda Item 7)

Recommendation regarding 2011 Board of Directors Meeting Schedule (Agenda Item 7a)

The HR&G Committee agreed to provide the Board with the same recommendation to eliminate the November 2011 Board and related Committee meetings from the 2011 Board Meeting Schedule which was approved by the HR&G Committee at its May 16, 2011 meeting.

Mr. Magness noted that he and Vickie Leady would be providing the Committee members with a proposed recommendation for the 2012 Board Meeting Schedule for approval in the near future.

2011 Strategic Planning Event (Agenda Item 7b)

Ms. Leady provided an update on the proposed 2011 Board Strategic Planning Event to the Committee members and responded to questions and comments from the Committee members.

The Committee members voiced their support for the scheduling of the 2011 Strategic Planning Event on August 17, 2011 at the ERCOT Taylor Facility with the suggestions made by the Committee members.

2011 Committee Calendar (Agenda Item 7c)

Chairman Dalton presented the newly formatted 2011 HR&G Committee Calendar for Committee member input. No comments or questions were voiced by the Committee members.

Board Training (Agenda Item 8)

Chairman Dalton discussed the Board training opportunities outlined in Mr. Magness' memo with the Committee members and responded to questions and comments from the Committee members.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Executive Session (Agenda Items 10 - 14)

Chairman Dalton adjourned the meeting into Executive Session at approximately 3:21 p.m. and reconvened the Open Session at approximately 3:57 p.m.

Vote on Matters from Executive Session (Agenda Item 15)

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



Adjourn (Agenda Item 16)

Chairman Dalton adjourned the HR&G Committee meeting at approximately 3:59 p.m.

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

Lori Cobos
Committee Secretary