



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

7620 Metro Center Drive, Room 206
Austin, Texas 78744
September 19, 2011 at 3:30 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
Dalton, Andrew (Chairman)	Valero Services, Inc.	Industrial Consumer
Doll, Laura	Unaffiliated	Unaffiliated Director
Gent, Michehl	Unaffiliated	Unaffiliated Director
Givens, Sheri	Office of Public Utility Counsel	Residential Consumer
Helton, Bob	International Power America Services, Inc.	Independent Generator
Ryall, Jean (Vice Chair)	Constellation Energy Commodities Group	Independent Power Marketer

Guest Board Members and Segment Alternates:

Director	Affiliation	Segment
Bowling, Shannon	Cirro Energy	Independent Retail Electric Provider (REP) Segment Alternate
Brown, Jeff	Shell Energy North America (US)	Independent Power Marketer Segment Alternate
Bermudez, Jorge	Unaffiliated	Unaffiliated Director
Crowder, Calvin	AEP Service Corp.	Investor Owned Utility
Doggett, Trip	ERCOT	President and Chief Executive Officer (CEO)
Dreyfus, Mark	Austin Energy	Municipal
Espinosa, Miguel	Unaffiliated	Unaffiliated Director
Hendrick, Eric	Stream Energy	Independent REP
Nelson, Donna	Public Utility Commission of Texas (PUCT)	Chairman

Other Guests:

Ierullo, Bruno	ERCOT Director of Human Resources
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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
Ogelman, Kenan	CPS Energy, Technical Advisory Committee (TAC) Vice Chair
Westbrook, Susan	ERCOT Assistant General Counsel

Due to scheduling, the HR&G Committee took the agenda items in the following order.

Executive Session (Agenda Items 10 - 14)

Andrew Dalton, HR&G Committee Chairman, adjourned the meeting into Executive Session at approximately 3:10 p.m. and adjourned to Open Session at approximately 3:35 p.m.

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

Mr. Dalton determined that a quorum was present and called the HR&G Committee meeting to order at approximately 3:37 p.m. Chairman Dalton announced that there were no proxies.

Vote on Matters from Executive Session (Agenda Item 15)

Mr. Helton moved to approve the personnel contract matter discussed during executive session. Mr. Gent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Gent moved to recommend to the Board that the Board ratify Jerry Dreyer as Vice President and Chief Information Officer, as discussed during executive session. Mr. Helton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Approval of August 15, 2011 Meeting Minutes (Agenda Item 2)

Chairman Dalton entertained a motion to approve the August 15, 2011 HR&G Committee Meeting Minutes (Minutes).

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

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

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

Conflict of Interest Corporate Standard (Agenda Item 4)

Susan Westbrook provided an update on the Conflict of Interest Corporate Standard to the Committee members. No comments or questions were voiced by the Committee members.

Review of Employee and Directors Ethics Agreements (Agenda Item 5)

Ms. Westbrook provided an update on the Employee and Directors Ethics Agreements to the Committee members. She responded to comments and questions from the Committee members.



Status regarding ERCOT Board Policies and Procedures (Agenda Item 6)

Bill Magness provided status on the ERCOT Board Policies and Procedures to the Committee members, and reported that he anticipated providing recommendations for changes at the October meeting. He noted that a task force of Board members wished to provide input for the Committee's consideration. No comments or questions were voiced by the Committee members.

Review Governance Structure of the Board and Board Committees, including TAC and the Periodicity of Meetings (Agenda Items 7 and 7a)

Mr. Magness discussed ERCOT executive management's proposed Board and Board Committee meeting schedule for 2012. Mr. Magness and Mr. Doggett responded to comments and questions from the Committee. The Committee also discussed the need to review the compensation structure for Unaffiliated Board members in light of a reduced number of meetings.

2011 Committee Calendar (Agenda Item 8)

Chairman Dalton asked the Committee if there were any comments or questions regarding the 2011 Committee Calendar. No comments or questions were voiced by the Committee members.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Adjourn (Agenda Item 16)

Chairman Dalton adjourned the HR&G Committee meeting at approximately 4:23 p.m.

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

A handwritten signature in cursive script that reads "Susan M. Westbrook". The signature is written in dark ink and is positioned above a horizontal line.

Susan M. Westbrook
Assistant General Counsel