



**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 16, 2012

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
Crowell, Craven	Unaffiliated	Unaffiliated Director
Dalton, Andrew (Chairman)	Valero Services Inc.	Industrial Consumer
Dreyfus, Mark	Austin Energy	Municipal
Givens, Sheri	Office of Public Utility Counsel	Residential Consumer
Pfaffmann, Karl V.		Unaffiliated Director
Ryall, Jean (Vice Chairman)	Constellation Energy Commodities Group	Independent Power Marketer

Guest Board Members and Segment Alternates:

Director	Affiliation	Segment
Clemenhausen, Barbara	Topaz Power Holdings LLC	Independent Generator Segment Alternate
Doggett, Trip	ERCOT	President and Chief Executive Officer (CEO)

Other Guests:

Botkin, Shelly	ERCOT Manager of Government Relations
Day, Betty	ERCOT Vice President of Business Integration
Dreyer, Jerry	ERCOT Vice President and Chief Information Officer
Gage, Theresa	ERCOT Director of External Affairs
Feuerbacher, Paula	ERCOT Strategic Projects Senior Advisor
Hailu, Ted	ERCOT Director of Client Services
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Manning, Chuck	ERCOT Vice President of Human Resources and Chief Compliance Officer
Roark, Dottie	ERCOT Manager of Corporate Communication



Seely, Chad	ERCOT Assistant General Counsel
Westbrook, Susie	ERCOT Interim Director of Human Resources
Wilkins, Tisa	ERCOT External Relations Specialist

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

Chairman Dalton determined that a quorum was present and called the HR&G Committee Meeting (Meeting) to order at approximately 1:00 p.m. Chairman Dalton announced that there were no proxies and addressed the following Agenda Items in the order below.

Convene to Executive Session

Chairman Dalton adjourned into Executive Session at approximately 1:01 p.m. and announced that General Session would resume at 2:30 p.m.

Vote on Matters from Executive Session (Agenda Item 8)

After reconvening General Session at 2:33 p.m., Chairman Dalton entertained a motion to approve a matter from Executive Session.

Karl Pfirrmann moved to approve the recommendation regarding the 2012 Performance Goals and Objectives for the CEO (Agenda Item 4). Craven Crowell seconded the motion. The motion passed by voice vote with no abstentions.

February 20, 2012 Meeting Minutes (Agenda Item 9)

Chairman Dalton entertained a motion to approve the February 20, 2012 HR&G Committee Meeting Minutes (Minutes).

Sheri Givens moved to approve the Minutes as presented. Mr. Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Personnel Update including Human Resources (HR) Operations Report (Agenda Item 10)

Chuck Manning provided the Committee members with a Personnel Update and overview of the monthly Human Resources (HR) Operations Report. There were no questions or comments from the Committee members.

Recommendation regarding Committee Charter (Agenda Item 11)

Chairman Dalton asked the Committee if they had any modifications to make to the Committee Charter. Ms. Givens requested that on page one, item ten, the word "organization" be changed to "ERCOT," as that was the sole use of the word "organization" in the Committee Charter. The Committee agreed with the proposed change.

Ms. Givens moved to approve the Committee Charter as amended. Mr. Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Report on Quarter One 2012 Key Performance Indicators (KPIs) (Agenda Item 12)

Paula Feuerbacher provided the Committee with a report on the 2012 Quarter One KPIs. Ms. Feuerbacher, Trip Doggett and Jerry Dreyer responded to questions and comments from the Committee members.

Annual Status Report Concerning 2011 Activities of the Benefits Committee (Agenda Item 13)

Susan Westbrook provided the Committee with a status report concerning 2011 activities of the Benefits Committee and responded to questions and comments from the Committee members.

Mr. Pfirrmann moved to approve the status report concerning 2011 activities of the Benefits Committee. Mr. Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Status of ERCOT 2011 Annual Report (Agenda Item 14)

Theresa Gage provided the Committee with a status of the ERCOT 2011 Annual Report and responded to comments from the Committee members.

Government Relations Update (Agenda Item 15)

Ms. Gage provided the Committee with the Government Relations Update. There were no questions or comments from the Committee members.

Annual Review of Board Policies and Procedures (Agenda Item 16)

Chairman Dalton conducted the annual review of the Board Policies and Procedures. There were no questions or comments from the Committee members.

Board Training Resources and National Association of Corporate Directors Membership for 2012 (Agenda Item 17)

Bill Magness brought to the Committee's attention, the various outlets and resources Board members have for training and membership. Mr. Magness, Mr. Doggett and Ted Hailu responded to questions and comments from the Committee members.

Chairman Dalton suggested that ERCOT provide Board members with thirty minute training sessions during lunch on any Board-related topics that may require additional explanation.

Board Briefing Alternatives (Agenda Item 18)

Chairman Dalton polled the Committee on the effectiveness of the board briefing calls, currently in place. The Committee indicated they were in favor of keeping the board briefing calls as they currently stand.

Chairman Dalton suggested a periodic review of the effectiveness of the board briefing calls.

2012 Committee Meeting Planner (Agenda Item 19)

Chairman Dalton brought the 2012 Committee Meeting Planner to the Committee's attention. There were no questions or comments from the Committee members.



Future Agenda Items (Agenda Item Agenda Item 19a)

No future agenda items were discussed at this time.

Other Business (Agenda Item 20)

No other business was discussed at this time.

Adjourn (Agenda Item 21)

Chairman Dalton adjourned the Meeting at 3:14 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 blue ink that reads "Chad Seely". The signature is written over a horizontal line.

Chad Seely
Assistant General Counsel