



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

7620 Metro Center Drive, Room 168  
Austin, Texas 78744  
February 20, 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:

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
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
Pfirmsmann, Karl V.	Unaffiliated	Unaffiliated Director
Ryall, Jean (Vice Chair)	Constellation Energy Commodities Group	Independent Power Marketer

Guest Board Members and Segment Alternates:

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

Other Guests:

Gage, Theresa	ERCOT Director of External Affairs
Day, Betty	ERCOT Vice President of Business Integration
Feuerbacher, Paula	ERCOT Senior Strategic Projects Advisor
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Manning, Chuck	ERCOT Vice President of Human Resources and Chief Compliance Officer
McIntyre, Ken	ERCOT Director of Standards and Protocol Compliance
Seely, Chad	ERCOT Assistant General Counsel
Smallwood, Aaron	ERCOT Director of Information Technology (IT) Operations
Westbrook, Susan	ERCOT Interim Human Resources Director
Wilkins, Tisa	ERCOT External Relations Specialist



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

Trip Doggett determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:30 p.m. Mr. Doggett announced that there were no proxies and addressed the following Agenda Items in the order below.

**Election of Committee Chair and Vice Chair (Agenda Item 2)**

Mr. Doggett opened the floor for nominations for the Committee Chair and Vice Chair.

**Karl Pfirrmann nominated Andrew Dalton as Committee Chair for 2012 and Jean Ryall as Committee Vice Chair for 2012. Craven Crowell seconded the nominations. The nominations passed by unanimous voice vote with no abstentions.**

**Executive Session (Agenda Items 3 to 7)**

Chairman Dalton adjourned the meeting into Executive Session at approximately 1:35 p.m. and reconvened the meeting at approximately 2:44 p.m.

**Vote on Matters from Executive Session (Agenda Item 8)**

There were no voting items from Executive Session.

**December 12, 2011 Meeting Minutes (Agenda Item 9)**

Chairman Dalton entertained a motion to approve the December 12, 2011 HR&G Committee Meeting Minutes (Minutes).

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

**Annual Review of Committee Charter (Agenda Item 10)**

Chairman Dalton noted the need for an annual review of the Committee Charter and requested feedback from the Committee. Mr. Pfirrmann and Mr. Doggett requested that the Committee clarify the functions of the Committee regarding the review and approval of compensation levels for the CEO and all other corporate officers. Chairman Dalton discussed the historical practice of the Committee in reviewing and approving pay levels for the CEO and any other corporate officers who are under contract and reviewing and making recommendations, but not approving, to the CEO on all other corporate officer pay levels. The Committee agreed that the Charter should clearly note that distinction and requested review of the Charter again in April with that clarification.

**Personnel Update including Human Resources (HR) Operations Report (Report) (Agenda Item 11)**

Chuck Manning provided the Committee members with a Personnel Update and overview of the monthly Report. Chairman Dalton requested that slides four and five of the Report be combined and Mr. Manning responded that the Report would be in a new format in April and would address that concern.



Mr. Manning, Mr. Dalton and Susan Westbrook responded to questions and comments from the Committee members.

**Review of Committee 2011 Self-Evaluation Survey Results (Agenda Item 12)**

Chairman Dalton reviewed the 2011 Self-Evaluation Survey Results, with a specific focus on “No” and “Not Sure” responses in Item Nos. 6, 10, 16, 21 and 25, and along with Paula Feuerbacher, responded to questions and comments from the Committee members.

Mr. Dalton requested that both the Committee and Board have access to various ERCOT trainings and suggested “Lunch and Learns,” as one alternative.

**Recommendation on Ratification of Mission Statement (Agenda Item 13)**

Ms. Feuerbacher provided the Committee with a recommendation on the ratification of the Mission Statement.

**Ms. Givens moved to recommend the ratification of the Mission Statement as presented. Mr. Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Fourth Quarter and 2011 Year End Key Performance Indicators (KPIs) (Agenda Item 14)**

Paula Feuerbacher provided the Committee with the fourth quarter and 2011 year end KPIs and along with Theresa Gage responded to questions and comments from the Committee members.

Ms. Gage will provide the Committee with an update in April on the status of the ERCOT Annual Report and the details contained within the Report.


**Other Business (Agenda Item 15)**

No other business was discussed at this time.

**Adjourn (Agenda Item 16)**

Chairman Dalton adjourned the Committee meeting at approximately 3:26 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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Chad V. Seely  
Assistant General Counsel