



**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 18, 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
Bivens, Danny	Office of Public Utility Counsel	Residential Consumer (Alternate Representative for Public Counsel Sheri Givens)
Crowell, Craven	Unaffiliated	Unaffiliated Director
Dalton, Andrew (Chairman)	Valero Services Inc.	Industrial Consumer
Dreyfus, Mark	Austin Energy	Municipal
Pfaffmann, Karl	Unaffiliated	Unaffiliated Director
Ryall, Jean (Vice Chair)	Constellation Energy Commodities Group	Independent Power Marketer

Guest Board Members and Segment Alternates:

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

Other Guests:

Feuerbacher, Paula	ERCOT Strategic Projects Senior Advisor
Ledy, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Manning, Chuck	ERCOT Vice President of Human Resources and Chief Compliance Officer
Westbrook, Susan	ERCOT Director of Human Resources

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

Chairman Andrew Dalton determined that a quorum was present and called the HR&G Committee Meeting (Meeting) to order at approximately 1:14 p.m. Chairman Dalton addressed the following Agenda Items in the order below.



April 16, 2012 Meeting Minutes (Agenda Item 2)

Chairman Dalton entertained a motion to approve the April 16, 2012 HR&G Committee Meeting Minutes (Minutes).

Craven Crowell moved to approve the Minutes as presented. Karl Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources Operations Report (Agenda Item 3)

Chuck Manning provided an overview of the monthly Human Resources Operations Report. Mr. Manning announced that Susan Westbrook had been named Director of Human Resources. The Committee members congratulated Ms. Westbrook on her new position. Mr. Manning and Trip Doggett responded to questions and comments from Committee members.

Review and Recommend Modifications to ERCOT Employee and ERCOT Director/Segment Alternate Ethics Agreements (Agenda Item 4)

Vickie Leadly presented ERCOT Legal's recommendations regarding modifications to the ERCOT Employee and ERCOT Director/Segment Alternate Ethics Agreements.

Mr. Pfirrmann moved to approve ERCOT Legal's recommendations regarding modifications to ERCOT Employee and ERCOT Director/Segment Alternate Ethics Agreements as presented. Mr. Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review of ERCOT Governing Documents and Governance Structure of the Board (Agenda Item 5)

Ms. Leadly and Chairman Dalton provided an overview of the ERCOT Governing Documents and responded to questions and comments from Committee members. Chairman Dalton addressed periodicity of meetings and announced that the Board would address this matter at an upcoming meeting. Chairman Dalton reviewed the governance structure of the Board.

Review Proposed Options for 2012 Board Strategic Planning Event (Agenda Item 6)

Paula Feuerbacher reviewed proposed options for the 2012 Board Strategic Planning Event and responded to questions and comments from Committee members.

2012 Committee Meeting Planner (Agenda Item 7)

Chairman Dalton invited questions on the 2012 Committee Meeting Planner, but there were none.

Other Business (Agenda Item 8)

No other business was discussed at this time.

Executive Session; and Vote on Matters from Executive Session (Agenda Items 9 – 14)

Chairman Dalton adjourned into Executive Session at approximately 1:57 p.m. and announced there were no voting items related to Executive Session other than meeting minutes.



Adjournment (Agenda Item 15)

Chairman Dalton adjourned the Meeting upon conclusion of Executive Session at 3:07 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, reading "Vickie G. Leady", written over a horizontal line.

Vickie G. Leady
Assistant General Counsel and
Assistant Corporate Secretary