



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

7620 Metro Center Drive, Room 168  
Austin, Texas 78744  
December 10, 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<br>(Chairman) | Valero Services Inc.             | Consumer - Industrial            |
| Dreyfus, Mark                | Austin Energy                    | Municipal – Proxy for Jean Ryall |
| Givens, Sherri               | Office of Public Utility Counsel | Consumer - Residential           |
| Pfirmsmann, Karl             | Unaffiliated                     | Unaffiliated Director            |

Guest Board Members and Segment Alternates:

| <b>Director/<br/>Segment Alternate</b> | <b>Affiliation</b>       | <b>Segment</b>   |
|--|--------------------------|--|
| Clemenhausen, Barbara                  | Topaz Power Holdings LLC | Independent Generator ( <i>except for Agenda Items 1 and 2</i> ) |

Other Guests:

|                    |  |
|--------------------|--|
| Feuerbacher, Paula | ERCOT Strategic Projects Senior Advisor                              |
| Leady, 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 General Session to Order, Announce Proxies and Segment Alternates (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 1:02 p.m. He announced that Jean Ryall, Director for the Independent Power Marketer Segment, had provided her proxy to Mark Dreyfus, Director for the Municipal Segment.



**November 12, 2012 General Session Meeting Minutes (Agenda Item 2)**

Chairman Dalton entertained a motion to approve the November 12, 2012 General Session Meeting Minutes (Minutes).

**Karl Pfirrmann moved to approve the Minutes as presented. Craven Crowell seconded the motion. The motion passed by unanimous voice vote with one abstention (Sheri Givens).**

**Human Resources (HR) Operations Report (Agenda Item 3)**

Chuck Manning provided the HR Operations Report and responded to questions and comments from Committee members.

**Recommendation Regarding Potential Modifications to Technical Advisory Committee (TAC) Structure (Agenda Item 4)**

Chairman Dalton reported that any potential modifications to the TAC structure would likely be ready for discussion at the January or March 2013 Committee meeting and responded to questions and comments from Committee members.

**Bylaws Review (Agenda Item 5)**

Chairman Dalton noted that the Bylaws Review would be a standing agenda item through the Legislative Session and discussed potential topics for consideration. He responded to questions and comments from Committee members.

**Committee 2012 Self-Evaluation Survey Results (Agenda Item 6)**

Chairman Dalton reviewed the Committee 2012 Self-Evaluation Survey Results and responded to questions and comments from Committee members.

**Proposed Committee 2012 Meeting Planner (Agenda Item 7)**

Chairman Dalton noted the proposed Committee 2012 Meeting Planner provided in the meeting materials.

**Other Business (Agenda Item 8)**

Chairman Dalton requested that Committee members return their 2013 Committee Preference Forms which had been circulated to Committee members.

**Executive Session**

Chairman Dalton adjourned the meeting into Executive Session at approximately 1:28 p.m. and reconvened General Session at approximately 2:12 p.m.

**Vote on Matters from Executive Session (Agenda Item 9)**

Chairman Dalton called for a vote on matters discussed during Executive Session.

**Ms. Givens moved to approve the Personnel matter as discussed during Executive Session. Mr. Dreyfus seconded the motion. The motion passed by unanimous voice vote with no abstentions.**



**Chairman Dalton moved to approve the Contract matter as discussed during Executive Session. Mr. Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Adjournment (Agenda Item 10)**

Chairman Dalton adjourned the meeting at approximately 2:14 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http://www.ercot.com/committees/board/hr\\_governance/](http://www.ercot.com/committees/board/hr_governance/).

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Vickie G. Leady  
Assistant Corporate Secretary