



**The Human Resources & Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 9: *Recommendation regarding Election of Chief Executive Officer and Ratification of Officers* at its meeting on January 14, 2013.**

**The Board of Directors is expected to hear the HR&G Committee's recommendation on this matter as part of the HR&G Committee Report at the Board meeting on January 15, 2013.**

**Attached are the Board materials in relation to these agenda items.**



**Date:** January 8, 2013  
**To:** Board of Directors  
**From:** Human Resources and Governance (HR&G) Committee Chairman  
**Subject:** Election of Chief Executive Officer (CEO) and Ratification of Other Officers

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** January 15, 2013

**Item No.:** 14.1

**Issue:**

Election of the CEO and ratification of other Officers of Electric Reliability Council of Texas, Inc. (ERCOT).

**Background/History:**

Section 8.2 of ERCOT's Amended and Restated Bylaws, as approved on April 16, 2010 (Bylaws), requires that the ERCOT Board of Directors (Board) elect the CEO of ERCOT and ratify the remaining ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that officers may be re-elected or re-ratified for consecutive terms without limitation and that all officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal. Section 7.1 of the Bylaws provides in part that "[t]he CEO shall serve as President of ERCOT."

At its meeting on January 14, 2013, the HR&G Committee will consider the election of CEO and ratification of other Officers as recommended by H.B. "Trip" Doggett, ERCOT President and CEO.

**Key Factors Influencing Issue:**

- The Bylaws require the election of the ERCOT CEO and ratification of other Officers at least annually.
- ERCOT must have a CEO and other Officers to perform its statutory and corporate functions.

**Conclusion/Recommendation:**

The HR&G Committee will consider recommending whether, at its January 15, 2013 Board meeting, the ERCOT Board should re-elect H.B. "Trip" Doggett as President and CEO of ERCOT, while employed for a term not to exceed one year, and should ratify the following ERCOT Officers for the 2013 year, while employed for a term not to exceed one year:

Betty Day – Vice President of Business Integration;  
Jerry Dreyer – Vice President and Chief Information Officer;  
Bill Magness – Vice President, General Counsel and Corporate Secretary;  
Charles B. Manning, Jr. – Vice President of Human Resources and Chief Compliance Officer;  
Michael Petterson – Vice President of Finance and Treasury;  
Mark Ruane – Vice President of Credit and Enterprise Risk Management;  
Kent Saathoff – Vice President of Grid Operations and System Planning; and  
Vickie Leady – Assistant Corporate Secretary.



**ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**  
**BOARD OF DIRECTORS RESOLUTION**

WHEREAS, pursuant to Section 8.2 of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall elect the ERCOT Chief Executive Officer (CEO) and ratify other ERCOT Officers for a term while employed not to exceed one year;

WHEREAS, Section 7.1 of the Bylaws provides in part that the ERCOT CEO shall serve as President of ERCOT;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to elect a President and CEO and ratify other ERCOT Officers for the 2013 year for a term while employed not to exceed one year;

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby elects H.B. “Trip” Doggett to serve as ERCOT President and CEO for a term while employed not to exceed one year;

RESOLVED FURTHER, the ERCOT Board hereby ratifies the following other ERCOT Officers for the 2013 year for a term while employed not to exceed one year:

- Betty Day – Vice President of Business Integration;
- Jerry Dreyer – Vice President and Chief Information Officer;
- Bill Magness – Vice President, General Counsel and Corporate Secretary;
- Charles B. Manning, Jr. – Vice President of Human Resources and Chief Compliance Officer;
- Michael Petterson – Vice President of Finance and Treasury;
- Mark Ruane – Vice President of Credit and Enterprise Risk Management;
- Kent Saathoff – Vice President of Grid Operations and System Planning; and
- Vickie Leady – Assistant Corporate Secretary.

**CORPORATE SECRETARY’S CERTIFICATE**

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its January 15, 2013 meeting, the ERCOT Board passed a motion approving the above Resolution by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of January, 2013.

\_\_\_\_\_  
Vickie G. Leady  
Assistant Corporate Secretary