



**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
November 12, 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 Segment Alternate
Crowell, Craven	Unaffiliated	Unaffiliated Director
Dalton, Andrew (Chairman)	Valero Services Inc.	Industrial Consumer
Dreyfus, Mark	Austin Energy	Municipal
Pfirmann, Karl	Unaffiliated	Unaffiliated Director
Ryall, Jean (Vice-Chairman)	CCNG Power, LLC	Independent Power Marketer

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Doggett, H.B. "Trip"	ERCOT	President and Chief Executive Officer (CEO)

Other Guests:

Feuerbacher, Paula	ERCOT Strategic Projects Sr. Advisor
Magness, Bill	ERCOT Vice-President, General Counsel and Corporate Secretary
Priestly, Vanus	Macquarie Energy LLC
Seely, Chad V.	ERCOT Assistant General Counsel
Westbrook, Susan	ERCOT Director of Human Resources



Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Tab 1)

Andrew Dalton, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 3:00 p.m. Chairman Dalton announced that Danny Bivens was attending as the Alternate Representative for the Office of Public Utility Counsel in Sheri Given's absence. Chairman Dalton addressed the following Agenda Items in the order below.

Election of Committee Vice-Chair (Agenda Tab 2)

Chairman Dalton reported that due to Jean Ryall's change of employment and her subsequent re-election to the Board, the Committee is seeking election of a Committee Vice-Chair.

Chairman Dalton moved to re-elect Jean Ryall as the HR&G Committee Vice-Chair for a term to run through year end 2012. Craven Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

July 16, 2012 Draft General Session Meeting Minutes (Agenda Tab 3)

Chairman Dalton entertained a motion to approve the July 16, 2012 Draft General Session Meeting Minutes (Minutes).

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

Human Resources (HR) Operations Report (Agenda Tab 4)

Susan Westbrook, ERCOT Director of Human Resources, provided the HR Operations Report and responded to questions and comments from Committee members.

Key Performance Indicators (KPIs) (Agenda Tab 5)

Paula Feuerbacher, ERCOT Strategic Projects Sr. Advisor, presented the KPIs and responded to questions and comments from Committee members.

Third Quarter 2012 KPI Update (Agenda Tab 5.1)

Ms. Feuerbacher provided the 2012 KPI Update and responded to questions and comments from Committee members.

Recommendation regarding Proposed 2013 KPIs (Agenda Tab 5.2)

Chairman Dalton entertained a motion regarding the Proposed 2013 KPIs.

Mr. Pfirrmann moved to approve the Proposed 2013 KPIs as presented. Chairman Dalton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

ERCOT 2013-2017 Strategic Plan Update (Agenda Tab 6)

Craven Crowell, Board Chairman, provided the Committee with an update to the 2013 – 2017 Strategic Plan.



Periodicity of Meetings (Agenda Tab 7)

Bill Magness, ERCOT Vice-President, General Counsel and Corporate Secretary, presented a report on the periodicity of meetings and entertained discussion. He responded to questions and comments from Committee members.

2012 Bylaws Revision Review (Agenda Tab 8)

Mr. Magness entertained discussion regarding the 2012 Bylaws revision review. Vanus Priestly, with Macquarie Energy LLC, provided comments with regard to his recommended changes to the 2012 Bylaws. Chairman Dalton stated that no action would be taken on this agenda item. However, Committee members discussed a timeline for potential changes to the Bylaws in 2013 in order to have sufficient notice for 2014 ERCOT Membership. Chairman Dalton requested that the Bylaw discussion on potential changes begin at the January 2013 HR&G Committee meeting.

Unaffiliated Director Succession Planning (Agenda Tab 9)

Chairman Dalton reported on the Unaffiliated Director Succession Planning and entertained discussion by Committee members.

Unaffiliated Director Compensation (Agenda Tab 10)

Chairman Dalton reported on the Unaffiliated Director Compensation and entertained discussion by Committee members.

Review Committee Self-Assessment Survey Questionnaire (Agenda Tabs 11, 11.1 and 11.2)

Chairman Dalton reviewed the Committee Self-Assessment Survey Questionnaire, the 2011 Survey Responses and the 2012 Proposed Survey Form with Committee members.

Other Business (Agenda Tab 12)

No other business was discussed at this time.

Executive Session

Chairman Dalton adjourned the meeting into Executive Session at approximately 3:55 p.m.

Adjourn (Agenda Tab 14)

Since there were no Voting Items from Executive Session, the Committee meeting was adjourned at approximately 3:55 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 V. Seely". The signature is written over a horizontal line.

Chad V. Seely

Assistant General Counsel