



**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
January 14, 2013

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
Crowell, Craven	Unaffiliated	Unaffiliated Director
Dalton, Andrew	Valero Services Inc.	Consumer – Industrial
Dreyfus, Mark	Austin Energy	Municipal
Givens, Sheri	Office of Public Utility Counsel	Consumer – Residential
Pfirschmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

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:

Dreyer, Jerry	ERCOT Vice President and Chief Information Officer
Feuerbacher, Paula	ERCOT Strategic Projects Senior Advisor
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Manning, Chuck	ERCOT Vice President of Human Resources and Chief Compliance Officer
Ögelman, Kenan	CPS Energy, Technical Advisory Committee (TAC) Chair
Westbrook, Susan	ERCOT Director of Human Resources

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

Trip Doggett determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:36 p.m. Agenda items were addressed in the order below.



Confirm Committee Membership (Agenda Item 2)

Mr. Doggett confirmed the membership of the Committee – specifically, Craven Crowell, Andrew Dalton, Mark Dreyfus, Sheri Givens, Karl Pfirrmann and Jean Ryall Porter.

Election of Committee Chair (Agenda Item 3)

Mr. Doggett called for nominations for Committee Chair.

Mr. Dalton nominated Karl Pfirrmann as Committee Chair. Mr. Crowell seconded the nomination. Mr. Pfirrmann was elected as Committee Chair by unanimous voice vote with no abstentions.

Chairman Pfirrmann thanked Mr. Dalton for his prior years of service as Committee Chairman.

Election of Committee Vice Chair (Agenda Item 4)

Chairman Pfirrmann called for nominations for Committee Vice Chair.

Mr. Dalton nominated Jean Ryall Porter as Committee Vice Chair. Ms. Givens seconded the motion. Ms. Porter was elected as Committee Vice Chair by unanimous voice vote with no abstentions.

Designation of Committee Secretary (Agenda Item 5)

Chairman Pfirrmann called for the designation of Committee Secretary.

Mr. Dalton moved to designate ERCOT's Corporate Secretary or his designee as Committee Secretary. Ms. Givens seconded the motion. The motion passed by unanimous voice vote with no abstentions.

December 10, 2012 Draft General Session Meeting Minutes (Agenda Item 6)

Chairman Pfirrmann entertained a motion to approve the December 10, 2012 General Session Meeting Minutes (Minutes).

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

Recommendation regarding Committee Charter (Agenda Item 7)

Chairman Pfirrmann requested that Committee members review the Committee Charter for any modifications and recommended that the Committee vote on any such modifications at the Committee's March 2013 meeting. The Committee members discussed the Committee Charter and some of its provisions.

Human Resources (HR) Operations Report (Agenda Item 8)

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



Recommendation Regarding Election of Chief Executive Officer and Ratification of Officers (Agenda Item 9)

Chairman Pfirrmann called for a motion to elect the Chief Executive Officer and ratify other officers.

Mr. Dalton moved to approve the election of the Chief Executive Officer and the ratification of officers as presented. Ms. Givens seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Fourth Quarter and 2012 Year-End Key Performance Indicators (KPIs) (Agenda Item 10)

Paula Feuerbacher reviewed the Fourth Quarter and 2012 Year-End KPIs with the Committee.

2013 Bylaws Revision Review Process (Agenda Item 11)

Bill Magness reviewed the 2013 Bylaws revision review process with the Committee and responded to questions and comments from the Committee members.

Recommendation Regarding Technical Advisory Committee (TAC) Structure (Agenda Item 12)

Chairman Pfirrmann invited Kenan Ögelman to provide an overview of TAC's periodic review of its structure. Mr. Ögelman provided such an overview and responded to questions from Committee members. The Committee members discussed the Committee and Board's role with regard to this review process. Chairman Pfirrmann called for a motion to recommend changes to the TAC structure as presented.

Mr. Dalton moved to recommend that the Board approve the modifications to the TAC Structure as presented. Ms. Givens seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Future Agenda Items (Agenda Item 13)

There was no discussion of future agenda items at this time.

Other Business (Agenda Item 14)

No other business was discussed at this time.

Executive Session

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 2:30 p.m. and reconvened the meeting into General Session at approximately 3:40 p.m.

Vote on Matters from Executive Session (Agenda Item 15)

There were no voting items from Executive Session.

Adjournment (Agenda Item 16)

Chairman Pfirrmann adjourned the meeting at approximately 3:41 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 "Vickie G. Leady". The signature is written in a cursive style and is positioned above a horizontal line.

Vickie G. Leady
Assistant Corporate Secretary