



**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  
March 18, 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:

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Bivens, Danny	Office of Public Utility Counsel	Consumer – Residential ( <i>Alternate Representative for Public Counsel Sheri Givens</i> )
Crowell, Craven	Unaffiliated	Unaffiliated Director
Dalton, Andrew	Valero Services Inc.	Consumer – Industrial
Dreyfus, Mark	Austin Energy	Municipal
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Porter, Jean Ryall (Vice Chair)	CCNG Power, LLC	Independent Power Marketer

Other Guests:

Goodman, Dale	ERCOT Director of Training and Professional Development
Ledy, 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
McIntyre, Kenneth	ERCOT Director of Standards and Protocol Compliance
Westbrook, Susan	ERCOT Director of Human Resources

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

Karl Pfirmsmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 2:30 p.m. Chairman Pfirmsmann announced that Danny Bivens was attending as the Alternate Representative for Public Counsel Sheri Givens in her absence. Chairman Pfirmsmann addressed the following Agenda Items in the order below.

**January 14, 2013 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfirmsmann entertained a motion to approve the January 14, 2013 General Session Meeting Minutes (Minutes).



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

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

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

**2013 Bylaws Revision Review (Agenda Item 4)**

At Chairman Pfirrmann's request, Bill Magness reviewed his memorandum related to the 2013 Bylaws Revision Review with the Committee, including the review and revision process, the proposed schedule for such review and revision and the initial proposed revisions. Mr. Magness and Committee members discussed proposed revisions.

Mr. Manning introduced Kenneth McIntyre, ERCOT Director of Standards and Protocol Compliance, and Dale Goodman, ERCOT Director of Training and Professional Development, to the Committee.

**Recommendation Regarding Committee Charter (Agenda Item 5)**

Chairman Pfirrmann entertained discussion on the proposed revisions to the Committee Charter. Chairman Pfirrmann, Mr. Dreyfus, Andrew Dalton and Vickie Leady discussed potential revisions to the Charter. Based on the comments received, Chairman Pfirrmann suggested deferring the vote on the approval of the Committee Charter to the May 2013 Committee meeting to allow for further revisions as discussed.

**Annual Status Report from Benefits Committee (Agenda Item 6)**

Susan Westbrook reviewed the Annual Status Report from the Benefits Committee. Ms. Westbrook and Mr. Manning responded to questions and comments from Committee Members.

**Consideration of Board Training Opportunities (Agenda Item 7)**

Chairman Pfirrmann led a discussion on potential Board training opportunities. Mr. Goodman reviewed existing market-related and other training opportunities. Mr. Goodman and Mr. Magness responded to questions and comments from Committee members.

**2013 Meeting Planner (Agenda Item 8)**

Chairman Pfirrmann noted the proposed scheduling coordination between the proposed dates for certain agenda items in the Meeting Planner and the Committee Charter.

**Other Business (Agenda Item 9)**

No other business was discussed at this time.

**Executive Session**

Chairman Pfirrmann adjourned Executive Session at approximately 3:32 p.m. and reconvened General Session at approximately 4:40 p.m.



**Vote on Matters from Executive Session (Agenda Item 10)**

Chairman Pfirrmann entertained a motion on one matter discussed during Executive Session.

**Mr. Dalton moved to recommend that the Board ratify the officers as discussed during Executive Session. Vice Chair Jean Ryall Porter seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Adjourn (Agenda Item 11)**

Chairman Pfirrmann adjourned the meeting at approximately 4:43 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/).

A handwritten signature in blue ink that reads "Vickie G. Leady".

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Vickie G. Leady  
Assistant Corporate Secretary