



**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  
May 13, 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>
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
Pfirrmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Porter, Jean Ryall (Vice Chair)	CCNG Power LLC	Independent Power Marketer

Guest Board Members and Segment Alternates:

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Ashley, Kristy	Exelon Corporation	Independent Generator Segment Alternate
Doggett, Trip	ERCOT	President and Chief Executive Officer (CEO) ( <i>Present except for Agenda Items 1-5, 8 and 9</i> )

Other Guests:

Day, Betty	ERCOT Vice President of Business Integration ( <i>Present except for Agenda Items 1, 2, 4 and 5</i> )
Feuerbacher, Paula	ERCOT Strategic Projects Senior Advisor
Greer, Clayton	Morgan Stanley
Hobbs, Kristi	ERCOT Manager of Market Rules
Jones, Brad	ERCOT Vice President of Commercial Operations
Jones, Randy	Calpine Corporation
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 ( <i>Present except for Agenda Items 1, 2, 4 and 5</i> )



Priestley, Vanus J.	Macquarie Energy LLC
Taylor III, William J.	Calpine Corporation
Westbrook, Susan	ERCOT Director of Human Resources ( <i>Present except for Agenda Item 3</i> )

**Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)**  
Karl Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 2:33 p.m. Chairman Pfirrmann announced that there no proxies and addressed the following Agenda Items in the order below.

**March 18, 2013 General Session Meeting Minutes (Agenda Item 2)**  
Chairman Pfirrmann entertained a motion to approve the March 18, 2013 General Session Meeting Minutes (Minutes).

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

**Bylaws Review (Agenda Item 4)**  
At Chairman Pfirrmann's request, Bill Magness briefly reviewed three proposals for Bylaws amendments received from Corporate Members which were identified in the meeting materials. Chairman Pfirrmann invited the proponents of the Bylaws amendments to speak to the Committee. Clayton Greer of Morgan Stanley, William J. Taylor III and Randy Jones of Calpine Corporation, and Vanus J. Priestley of Macquarie Energy LLC presented their respective proposals and answered the Committee members' questions. Based on the comments of the proponents and the Committee members, Chairman Pfirrmann noted the consensus of the Committee to expedite the schedule on the recommendation of amendments to the Bylaws and to consider and vote on amendments to the Bylaws at the Committee's next regularly-scheduled meeting in July 2013.

**Recommendation Regarding Committee Charter (Agenda Item 5)**  
At Chairman Pfirrmann's invitation, Mr. Dalton discussed the proposed revisions to the Committee Charter.

**Mr. Dalton moved to approve revisions to the HR&G Committee Charter as presented. Mr. Crowell 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.

**Review of Q1 2013 Key Performance Indicators (KPIs) (Agenda Item 6)**  
Paula Feuerbacher reviewed the Q1 2013 KPIs and responded to questions and comments from Committee members.



**Other Business (Agenda Item 7)**

No other business was discussed at this time.

**Executive Session**

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 3:23 p.m. and reconvened General Session at approximately 4:37 p.m.

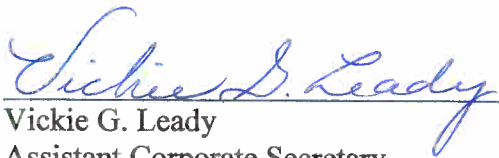
**Vote on Matters from Executive Session (Agenda Item 8)**

Chairman Pfirrmann announced that there were no voting items from Executive Session.

**Adjourn (Agenda Item 9)**

Chairman Pfirrmann adjourned the meeting at approximately 4:38 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/).

  
Vickie G. Leady  
Assistant Corporate Secretary