



**DRAFT 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  
September 16, 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 the Public Utility Counsel	Consumer – Residential/Small Commercial ( <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:

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
Ogelman, Kenan	CPS Energy, Technical Advisory Committee (TAC) Chairman
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 1:02 p.m. Chairman Pfirmsmann announced that Danny Bivens was serving as the Alternate Representative for the Office of Public Utility Counsel in Sheri Givens’ absence and called attention to the Antitrust Admonition. Chairman Pfirmsmann addressed the following Agenda Items in the order below.

**July, 15, 2013 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfirmsmann entertained a motion to approve the July 15, 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 no abstentions.**

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

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

**Status Report regarding Bylaws Amendments (Agenda Item 4)**

Bill Magness reviewed the Status Report regarding the Bylaws Amendments with the Committee members and responded to questions and comments.

**Board Policies and Procedures Revisions (Agenda Item 5)**

Chairman Pfirrmann and Mr. Magness provided an overview for the proposed approach on revisions to the Board Policies and Procedures. Mr. Magness responded to questions and comments on this topic. At the invitation of Chairman Pfirrmann, Kenan Ogelman reported that TAC would be considering modifications to the TAC Appeal provisions of the Board Policies and Procedures as part of TAC's annual review of its activities.

**Other Business (Agenda Item 8)**

Chairman Pfirrmann reviewed the Committee's tasks from the Board's discussions at the Board Strategic Planning Event held during the prior day and responded to questions and comments.

**Recommendation regarding ERCOT Employee and Director/Segment Alternate Ethics Agreements (Agenda Item 6)**

Mr. Magness reviewed ERCOT Legal's recommendations regarding modifications to the ERCOT Employee Ethics Agreement and confirmation of the existing ERCOT Director/Segment Alternate Ethics Agreement.

**Mark Dreyfus moved to recommend approval of modifications to the ERCOT Employee Ethics Agreement and confirmation of the existing ERCOT Director/Segment Alternate Ethics Agreement as presented. Mr. Dalton seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Annual Committee Self-Evaluation (Agenda Item 7)**

Chairman Pfirrmann reviewed the process for the Committee's annual self-evaluation.

**Executive Session**

Chairman Pfirrmann adjourned the General Session of the meeting into Executive Session at approximately 1:51 p.m. and reconvened General Session at approximately 2:43 p.m.

**Vote on Matters from Executive Session (Agenda Item 9)**

Chairman Pfirrmann reported that there were matters from Executive Session which required the Committee's vote.



**Adjournment (Agenda Item 10)**

After a motion to adjourn the meeting by Mr. Dalton and a second by Vice Chair Jean Ryall Porter with all Committee members in favor, Chairman Pfirrmann adjourned the meeting at approximately 2:45 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committees/board/hrgovernance/>.

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Vickie G. Leady  
Assistant Corporate Secretary