



**Date:** February 4, 2014  
**To:** ERCOT Board of Directors  
**From:** Bill Magness, Vice President, General Counsel and Corporate Secretary  
**Subject:** Committee Member Preferences and Assignments for 2014

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Attached for your review is the 2014 Committee Preferences and Assignments list. The 2014 Committee Member Preference form was provided to Directors at the ERCOT Board of Directors meeting on December 10, 2013. As noted on the attached list, Segment Alternates serve on the Committees selected by their respective Segment Directors.

### **Human Resources and Governance Committee**

The Board Members listed under the Human Resources and Governance Committee (HR&G) indicated HR&G as their preferred committee. The HR&G Charter provides in pertinent part that, "The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of representatives from at least two Market Segments and one or more of the Unaffiliated Board members." The noted HR&G composition complies with the HR&G Charter. The HR&G Chair and Vice Chair are scheduled to be elected at the February 10, 2014 HR&G meeting.

### **Finance and Audit Committee**

The Board Members listed under the Finance and Audit Committee (F&A) indicated F&A as their preferred committee. The F&A Charter provides in pertinent part that, "The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of at least five Board members, at least three of which are from Market Segments and two or more of which must be Unaffiliated Board members." The noted F&A composition complies with the F&A Charter. The F&A Chair and Vice Chair are scheduled to be elected at the February 10, 2014 F&A meeting.

### **Nominating Committee**

The Board Members listed under the Nominating Committee (Nominating) are members of Nominating pursuant to Section 4.3(b)(1) of the Bylaws, which require that Nominating shall consist of all of the voting Directors, other than the ERCOT Chief Executive Officer (CEO) (that is, all of the Board other than the ERCOT CEO and Public Utility Commission Chair). The noted Nominating composition complies with the Bylaws. Pursuant to the Bylaws, the Nominating Chair and Vice Chair will be the Board Chair and Vice Chair absent a request for election of these positions by the Committee.

If you have any questions about the 2014 Committee Preferences or Assignments, please let me or Vickie Leaday, ERCOT Assistant General Counsel and Assistant Corporate Secretary, know.



## **ERCOT Board of Directors Committee Preferences and Assignments for 2014**

### **Human Resources & Governance (HR&G) Committee**

1. Tonya Baer
2. Mark Carpenter (Segment Alternate: Wade Smith)
3. Craven Crowell
4. Andrew Dalton
5. Mark Dreyfus (Segment Alternate: Carolyn Shellman)
6. Karl Pfirrmann
7. Jean Ryall Porter (Segment Alternate: Brad Cox)

### **Finance & Audit (F&A) Committee**

1. Jorge Bermudez
2. Shannon Bowling (Segment Alternate: Read Comstock)
3. Nick Fehrenbach
4. Michehl Gent
5. Kevin Gresham (Segment Alternate: Kristy Ashley)
6. Clifton Karnei (Segment Alternate: Michael Packard)
7. Judy Walsh

### **Nominating Committee**

1. Tonya Baer
2. Jorge Bermudez
3. Shannon Bowling (Segment Alternate: Read Comstock)
4. Mark Carpenter (Segment Alternate: Wade Smith)
5. Craven Crowell
6. Andrew Dalton
7. Mark Dreyfus (Segment Alternate: Carolyn Shellman)
8. Nick Fehrenbach
9. Michehl Gent
10. Kevin Gresham (Segment Alternate: Kristy Ashley)
11. Clifton Karnei (Segment Alternate: Michael Packard)
12. Karl Pfirrmann
13. Jean Ryall Porter (Segment Alternate: Brad Cox)
14. Judy Walsh