



**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
February 10, 2014

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
Baer, Tonya	Office of Public Utility Counsel	Consumer - Residential
Carpenter, Mark	Oncor Electric Delivery Company	Investor Owned Utility
Crowell, Craven	Unaffiliated	Unaffiliated Director
Dalton, Andrew	Valero Services Inc.	Consumer - Industrial
Dreyfus, Mark	Austin Energy	Municipal
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Officers:

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

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

Board Chairman Craven Crowell determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:03 p.m. Agenda Items were addressed in the order below.

Committee Membership (Agenda Item 2)

Board Chairman Crowell noted the Committee Membership list contained in the meeting materials.

Election of Committee Chair; Election of the Committee Vice Chair (Agenda Items 3 & 4)

Board Chairman entertained a motion for the election of the Committee Chair and Committee Vice Chair.

Andrew Dalton nominated the same Committee leadership as the prior year, that is, Karl Pfirmsmann as Committee Chair and Jean Ryall Porter as Committee Vice Chair. Mark Dreyfus seconded the motion. Mr. Pfirmsmann and Ms. Porter were elected as Committee



Chair and Committee Vice Chair, respectively, by unanimous voice vote with no abstentions.

Designation of Committee Secretary (Agenda Item 5)

Chairman Pfirrmann entertained a motion to designate the Committee Secretary.

Mr. Dalton moved to approve Bill Magness or his designee as the Committee Secretary. Mr. Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

November 18, 2013 General Session Meeting Minutes (Agenda Item 6)

Chairman Pfirrmann entertained a motion to approve the November 18, 2013 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 reviewed the proposed modifications to the Committee Charter.

Mr. Dalton moved to approve the modifications to the Committee Charter as presented. Tonya Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.

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

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

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

Chairman Pfirrmann entertained a motion on the election of the CEO and ratification of officers.

Mr. Crowell moved to elect the CEO and to ratify the officers as presented. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Key Performance Indicators (KPIs); Update on 2013 4th Quarter and YTD KPI Performance; and Review 2014 KPI Matrix (Agenda Items 10, 10.1 and 10.2)

Paula Feuerbacher provided an update on the 2013 4th Quarter and Year-to-Date KPIs and responded to questions from the Committee members. Ms. Feuerbacher also reviewed the 2014 KPI Matrix with the Committee and responded to questions and comments from Committee members.

Bylaws Revisions; Board Member Eligibility Requirements (Agenda Items 11 and 11.1)

Bill Magness reviewed the proposed Bylaws revisions on Board member eligibility requirements and responded to questions and comments from the Committee. Based on the Committee's



discussion, Mr. Magness offered to provide revised language to the Committee at the April 2014 Committee meeting.

Annual Status Report from Benefits Committee (Agenda Item 12)

Mr. Manning provided the annual status report from the Benefits Committee.

Board Training Opportunities (Agenda Item 13)

Mr. Magness reviewed Board training opportunities with the Committee and responded to questions and comments from Committee members.

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 2:27 p.m. and reconvened General Session at approximately 3:48 p.m.

Vote on Matters from Executive Session (Agenda Item 15)

There were no voting items from Executive Session.

Adjourn (Agenda Item 16)

After his motion and a second by Mr. Dreyfus, Chairman Pfirrmann adjourned the meeting at approximately 3:49 p.m.

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

Vickie G. Leady
Assistant Corporate Secretary