



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
April 7, 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
Dreyfus, Mark	Austin Energy	Municipal
Pfaffmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director (<i>Proxy for Andrew Dalton for Items 4 – 10</i>)
Porter, Jean Ryall (Vice Chair)	CCNG Power, LLC	Independent Power Marketer

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Doggett, H.B. "Trip"	ERCOT	President and Chief Executive Officer (CEO) (<i>Not present for Items 1 – 5 and 9 – 10</i>)
Smith, Wade	American Electric Power Service Corporation	Investor Owned Utility Segment Alternate

Officers and Other Guests:

Day, Betty	ERCOT Vice President of Business Integration (<i>Not present for Items 7 – 10</i>)
Gage, Theresa	ERCOT Director of Corporate Communications (<i>Not present for Items 4 – 10</i>)
Jones, Brad	ERCOT Vice President of Commercial Operations (<i>Not present for Items 1 – 4 and 9 – 10</i>)
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary (<i>Not present for Items 9 – 10</i>)
Manning, Chuck	ERCOT Vice President of Human Resources and Chief Compliance Officer



Stephenson, Randa	Lone Star Transmission, Technical Advisory Committee (TAC) Chair (<i>Not present for Items 1 – 5 and 9 – 10</i>)
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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 1:31 p.m., and addressed the following Agenda Items in the order below.

February 10, 2014 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the February 10, 2014 General Session Meeting Minutes (Minutes).

Craven Crowell moved to approve the Minutes as presented. Mark Carpenter 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.

The HR Operations Report was continued later in the meeting.

After receiving notice from Andrew Dalton, Chairman Pfirrmann announced that he held Mr. Dalton's proxy for the remainder of the meeting.

Recommendation regarding Bylaws Amendment regarding Board Member Eligibility Requirements (Agenda Item 4)

Bill Magness presented the proposed Bylaws Amendment regarding Board member eligibility requirements and responded to questions and comments from the Committee.

Mark Dreyfus moved to recommend for Board approval the Bylaws Amendment as presented. Tonya Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Proposed Revisions to CS5.18 Conflict of Interest Corporate Standard (Agenda Item 5)

Mr. Magness presented the proposed revisions to the Conflict of Interest Corporate Standard and responded to questions and comments from the Committee.

Mr. Carpenter moved to recommend for Board approval the Conflict of Interest Corporate Standard as presented. Mr. Dreyfus seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review of ERCOT Operations Plans, Adjustments to Strategic Plan and Key Performance Indicator (KPI) Development (Agenda Item 6)

Betty Day presented information on ERCOT Operations Plans, Adjustments to the Strategic Plan, and KPI Development. Ms. Day and H.B. "Trip" Doggett responded to questions and comments from the Committee.



National Association of Corporate Directors (NACD) Membership (Agenda Item 7)

Mr. Magness presented information on NACD Membership and responded to questions and comments from the Committee.

Other Business (Agenda Item 8)

In response to an inquiry from Chairman Pfirrmann about Human Resources (HR) standards and internal controls, Mr. Doggett and Mr. Magness suggested that ERCOT Staff could deliver a report at a Committee meeting later in the year.

Executive Session

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 2:44 p.m. and reconvened General Session at approximately 3:35 p.m.

Vote on Matters from Executive Session (Agenda Item 9)

Chairman Pfirrmann indicated that the sole voting matter during Executive Session was approval of the minutes from the previous Committee meeting and there were no other voting matters related to Executive Session items.

Human Resources Operations Report (Agenda Item 3) – *continued*

The Committee viewed an ERCOT recruiting video which is available on the ERCOT public website. Mr. Crowell and Chairman Pfirrmann commended staff on the quality of the video.

Adjourn (Agenda Item 10)

Chairman Pfirrmann adjourned the meeting at approximately 3:44 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