



**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  
June 9, 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:**

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Barker, Laurie	Office of Public Utility Counsel	Consumer – Residential, Alternate Representative for Public Counsel Tonya Baer
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

**Officers and Guests:**

Day, Betty	ERCOT Vice President of Business Planning & Integration ( <i>Not Present for Agenda Items 1 – 3 and 11 – 12</i> )
Ledy, 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)**

Karl Pfaffmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 2:02 p.m. Chairman Pfaffmann announced that Laurie Barker from the Office of Public Utility Counsel was attending as Tonya Baer's Alternate Representative in her absence and addressed the following Agenda Items in the order below.

**April 7, 2014 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfaffmann entertained a motion to approve the April 7, 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 Committee members.

### **Proposed Board Policies and Procedures Revisions (Agenda Item 4)**

After introducing ERCOT Legal Department intern Alice Parker, Bill Magness presented proposed revisions to the Board Policies and Procedures for the Committee's consideration and responded to questions and comments from Committee members. Mr. Magness noted that a Committee vote on such revisions would be likely requested at the Committee's August 2014 meeting.

### **Unaffiliated Director Succession Planning (Agenda Item 5)**

Mr. Magness presented an update on Unaffiliated Director succession planning.

### **Ethics Agreements for ERCOT Employees, Directors, and Segment Alternates (Agenda Item 8)**

Mr. Magness presented the annual review of the Ethics Agreements for ERCOT employees, Directors, and Segment Alternates and recommended no changes to such agreements.

### **Recommendation regarding Proposed Changes to the Benefits Committee Membership and Charter (Agenda Item 9)**

Mr. Magness presented proposed changes to the Benefits Committee membership and corresponding Charter provisions and responded to questions and comments from Committee members.

**Mr. Carpenter moved to approve the proposed changes to the Benefits Committee membership and Charter as presented. Ms. Barker seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **Q1 2014 Key Performance Indicator (KPI) Review (Agenda Item 6)**

Betty Day reviewed the KPIs for the first quarter of 2014.

### **Developing ERCOT Operations Plans in Support of the Strategic Plan (Agenda Item 7)**

Ms. Day presented an update on development of ERCOT Operations Plans in support of the Strategic Plan and responded to questions and comments from Committee members.

### **Other Business (Agenda Item 10)**

No other business was discussed at this time.

### **Executive Session**

Chairman Pfirrmann recessed the General Session of the meeting to convene Executive Session at approximately 2:47 p.m. and reconvened General Session at approximately 3:51 p.m.



**Vote on Matters from Executive Session (Agenda Item 11)**

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

**Adjournment (Agenda Item 12)**

Chairman Pfirrmann adjourned the meeting at approximately 3:55 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/)

A handwritten signature in blue ink that reads "Vickie G. Leady". The signature is fluid and cursive, with the first name "Vickie" being more prominent.

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Vickie G. Leady  
Assistant Corporate Secretary