



**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
August 11, 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
Dreyfus, Mark	Austin Energy	Municipal (<i>Proxy for Vice Chair Jean Ryall Porter</i>)
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director (<i>Proxy for Craven Crowell</i>)

Officers and Guests:

Dreyer, Jerry	ERCOT Vice President and Chief Information Officer (<i>Not Present for Agenda Items 1 – 4</i>)
Hobbs, Kristi	ERCOT Director of ERM & Strategic Analysis (<i>Not Present for Agenda Items 4 – 9</i>)
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 and Chief Compliance Officer
Schue, Jamie	ERCOT Associate Corporate Counsel
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 1:03 p.m. Chairman Pfirmsmann announced that he held a proxy for Craven Crowell and Mark Dreyfus held a proxy for Vice Chair Jean Ryall Porter, and addressed the following Agenda Items in the order below.

Q2 2014 Key Performance Indicator (KPI) Review (Agenda Item 2)

Kristi Hobbs presented the Second Quarter 2014 Key Performance Indicator Review.



Strategic Planning Update (Agenda Item 3)

Ms. Hobbs presented the Strategic Planning Update and asked the Committee Members to extend thanks to the Market Segments for their participation in recent strategic planning sessions.

June 9, 2014 General Session Meeting Minutes (Agenda Item 4)

Chairman Pfirrmann entertained a motion to approve the June 9, 2014 General Session Meeting Minutes (Minutes).

Mark Dreyfus 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 5)

Chuck Manning presented the HR Operations Report to the Committee members and responded to questions and comments from the Committee members.

Recommendation regarding Proposed Revisions to Board Policies and Procedures (Agenda Item 6)

Bill Magness presented proposed revisions to the Board Policies and Procedures.

Mark Dreyfus moved to approve the revisions to Board Policies and Procedures as presented. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review Human Resources Standards and Internal Controls (Agenda Item 8)

Chuck Manning presented a review of Human Resources Standards and Internal Controls. He and Bill Magness responded to questions and comments from the Committee Members.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Executive Session

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 1:33 p.m. and reconvened General Session at approximately 2:00 p.m.

Review of 401(k) Savings Plan Audit Report (Agenda Item 7)

Susan Westbrook presented a review of the 401(k) Savings Plan Audit Report.

Vote on Matters from Executive Session (Agenda Item 10)

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

Adjournment (Agenda Item 11)

Chairman Pfirrmann adjourned the meeting at approximately 2:01 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