



Date: October 6, 2014
To: Board of Directors (Board)
From: Karl Pfirrmann, Human Resources and Governance (HR&G) Committee
Chairman
Subject: Ratification of Officer

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: October 13-14, 2014

Item No.: 3

Issue:

Ratification of Vice President of Human Resources as an Electric Reliability Council of Texas, Inc. (ERCOT) Officer.

Background/History:

Section 8.2 of ERCOT’s Amended and Restated Bylaws, as approved on September 5, 2014 (Bylaws), requires that the ERCOT Board of Directors (Board) ratify ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that officers may be re-elected or re-ratified for consecutive terms without limitation and that all officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal.

At its meeting on October 13, 2014, the HR&G Committee will consider the ratification of Diane M. Williams as an ERCOT Officer with the title of Vice President of Human Resources, effective as of August 1, 2014, and the corresponding change to current ERCOT Officer Charles B. Manning, Jr.’s title from Vice President of Human Resources and Chief Compliance Officer to Vice President and Chief Compliance Officer, both as recommended by H.B. “Trip” Doggett, ERCOT President and CEO.

Key Factors Influencing Issue:

- The Bylaws require the ratification of Officers at least annually.
- ERCOT must have a CEO and other Officers to perform its statutory and corporate functions.

Conclusion/Recommendation:

The HR&G Committee will consider recommending whether, at its October 13-14, 2014 Board meeting, the ERCOT Board should ratify Diane M. Williams as an ERCOT Officer with the title of Vice President of Human Resources, effective as of August 1, 2014, and the corresponding change to current ERCOT Officer Charles B. Manning, Jr.’s title from Vice President of Human Resources and Chief Compliance Officer to Vice President and Chief Compliance Officer, both as recommended by H.B. “Trip” Doggett, ERCOT President and CEO.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, pursuant to Section 8.2 of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall ratify an ERCOT Officer for a term while employed not to exceed one year;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to ratify Diane M. Williams as an ERCOT Officer with the title of Vice President of Human Resources, effective as of August 1, 2014, for a term while employed not to exceed one year, and the corresponding change to current ERCOT Officer Charles B. Manning, Jr.'s title from Vice President of Human Resources and Chief Compliance Officer to Vice President and Chief Compliance Officer;

RESOLVED, the ERCOT Board hereby ratifies Diane M. Williams as Vice President of Human Resources, effective as of August 1, 2014, for a term not to exceed one year, and the corresponding change to current ERCOT Officer Charles B. Manning, Jr.'s title from Vice President of Human Resources and Chief Compliance Officer to Vice President and Chief Compliance Officer.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its October 13-14, 2014 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of October, 2014.

Vickie G. Leady
Assistant Corporate Secretary