



Date: February 2, 2015
To: Board of Directors
From: H.B. “Trip” Doggett, President and Chief Executive Officer (CEO)
Subject: Election of Board Chair and Board Vice Chair

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: February 9-10, 2015

Item Number: 2

Issue:

Election of the Chair and Vice Chair of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT).

Background/History:

Section 4.4 of the ERCOT Amended and Restated Bylaws, as approved on September 5, 2014 (Bylaws), provides that the ERCOT Board shall elect a Chair and Vice Chair of the Board annually from the Board’s membership by an act of the Board. Section 4.4 of the Bylaws further provides that the Chair and Vice Chair must be Unaffiliated Directors of the ERCOT Board and that the ERCOT CEO cannot serve as Vice Chair of the ERCOT Board.

Section 7.7 of the Board Policies and Procedures, as approved on August 12, 2014 (BPP), provides that the Board Chair and Vice Chair shall be elected pursuant to the Bylaws and shall “serve in their positions until their respective successors are elected in the following year to avoid a break in service of Board leadership”.

Key Factors Influencing Issue:

- The ERCOT Bylaws require the ERCOT Board to elect a Chair and Vice Chair of the ERCOT Board on an annual basis.
- The February 9-10, 2015 meeting will be the first meeting of the 2015 Board. As such, the election of a Chair and Vice Chair for the 2015 Board would be timely.

Conclusion/Recommendation:

Pursuant to and in compliance with the Bylaws and the BPP, the ERCOT Board should elect the Chair and Vice Chair of the ERCOT Board at its February 9-10, 2015 meeting.



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

WHEREAS, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT, pursuant to Section 4.4 of the ERCOT Amended and Restated Bylaws, as approved on September 5, 2014 to elect a Chair and Vice Chair of the ERCOT Board for the 2015 year;

THEREFORE, be it RESOLVED, that the Board hereby elects _____ as Chair and _____ as Vice Chair of the ERCOT Board to serve for the 2015 year and until their successors are elected.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its February 9-10, 2015 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2015.

Vickie G. Leady
Assistant Corporate Secretary