



**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
December 8, 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
Pfirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Porter, Jean Ryall (Vice Chair)	CCNG Power, LLC	Independent Power Marketer

Officers and Guests:

Botkin, Shelly	ERCOT Government Relations Manager
Day, Betty	ERCOT Vice President of Business Planning & Integration
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
Searcy, Robbie	ERCOT Communications Manager
Williams, Diane M.	ERCOT Vice President of Human Resources

Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Karl Pfirmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:12 p.m. and reminded Committee members of the antitrust admonition. Chairman Pfirmann addressed the following Agenda Items in the order below.

October 13, 2014 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirmann entertained a motion to approve the October 13, 2014 General Session Meeting Minutes (Minutes).



Craven Crowell moved to approve the Minutes as presented. Jean Ryall Porter, HR&G Committee Vice Chair, seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources (HR) Operations Report (Agenda Item 3)

Diane Williams provided the Committee members with the HR Operations Report.

Review of ERCOT's High-Level Policy Messages (Agenda Item 4)

Robbie Searcy presented the Review of ERCOT's High-Level Policy Messages to the Committee members.

Review of ERCOT's Governmental Relations Efforts (Agenda Item 5)

Shelly Botkin presented the Review of ERCOT's Governmental Relations Efforts to the Committee members.

Q3 2014 Key Performance Indicator (KPI) Review (Agenda Item 6)

Betty Day presented the Q3 2014 KPI Review to the Committee members.

Recommendation regarding Proposed 2015 KPIs (Agenda Item 7)

Chairman Pfirmann and Tonya Baer reported on the process related to the development of the proposed 2015 KPIs. Ms. Day reported generally on and provided a summary of the proposed changes to the KPIs.

Antitrust Analysis Update (Agenda Item 8)

Bill Magness provided the Antitrust Analysis Update to the Committee members.

Proposed Bylaws Amendment regarding Segment Alternates for the Industrial and Large Commercial Consumer Subsegments (Agenda Item 9)

Mr. Magness reviewed the history of the proposed Bylaws amendment regarding Segment Alternates for the Industrial and Large Commercial Consumer Subsegments. Chairman Pfirmann requested that this topic be placed on the Committee's February 2015 agenda as a voting item.

Annual Committee Self-Evaluation Survey Results (Agenda Item 10)

Chairman Pfirmann reviewed the results of the annual Committee self-evaluation survey. The Committee discussed the survey results.

Other Business (Agenda Item 11)

No other business was discussed at this time.

Executive Session

Chairman Pfirmann announced that no voting items from Executive Session were expected, and accordingly he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirmann adjourned the meeting into Executive Session at approximately 1:30 p.m. for discussion of Executive Session matters.



Vote on Matters from Executive Session (Agenda Item 12)

There were no voting items from Executive Session.

Adjournment (Agenda Item 13)

Chairman Pfirrmann adjourned the meeting upon the conclusion of Executive Session at approximately 2:02 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/

A handwritten signature in blue ink that reads "Vickie G. Leady".

Vickie G. Leady
Assistant Corporate Secretary