



**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
October 13, 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
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
Porter, Jean Ryall (Vice Chair)	CCNG Power, LLC	Independent Power Marketer

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Ashley, Kristy	Exelon Corporation	Independent Generator Segment Alternate
Doggett, H.B. "Trip"	ERCOT	President and Chief Executive Officer (CEO)

Officers and Guests:

Baron, Steven	Steven Baron Consulting and Legal Services
Day, Betty	ERCOT Vice President of Business Planning & Integration
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 and Chief Compliance Officer
Stephenson, Randa	Lower Colorado River Authority, Technical Advisory Committee (TAC) Chair (Present for Agenda Items 1 and 6 Only)
Williams, Diane	ERCOT Vice President of Human Resources



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

Karl Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 10:02 a.m. Chairman Pfirrmann announced that Laurie Barker of the Office of Public Utility Counsel was attending as the Alternate Representative for Public Counsel Tonya Baer and reminded the Committee of the antitrust admonition. He addressed the following Agenda Items in the order below.

Report on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review (Agenda Item 6)

Randa Stephenson presented the Report on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review. Ms. Stephenson thanked the ERCOT staff for their assistance with the Report. Craven Crowell thanked Ms. Stephenson for her leadership and the Technical Advisory Committee's strategic alignment efforts. Ms. Stephenson and Trip Doggett responded to questions and comments from the Committee members.

August 11, 2014 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the August 11, 2014 General Session Meeting Minutes (Minutes).

Mark Carpenter moved to approve the Minutes as presented. Mark Dreyfus seconded the motion. The motion passed by unanimous voice vote with two abstentions (Mr. Crowell and Jean Ryall Porter).

Recommendation regarding Ratification of Officer (Agenda Item 3)

Trip Doggett presented his recommendation for the ratification of Diane Williams as an officer with the title of Vice President of Human Resources, effective as of August 1, 2014. Chairman Pfirrmann welcomed Ms. Williams to the meeting and to ERCOT. He also thanked Chuck Manning for his prior service overseeing the Human Resources Department.

Ms. Porter moved that the HR&G Committee recommend the ratification of Diane Williams as an 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, as presented, to the Board. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Ms. Williams expressed her pleasure to serve at ERCOT.

Human Resources (HR) Operations Report (Agenda Item 4)

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

Recommendation regarding Periodicity of Meetings (Agenda Item 5)

Bill Magness presented the Recommendation regarding Periodicity of Meetings.



Update regarding 2015 Key Performance Indicators (Agenda Item 7)

Chairman Pfirrmann noted ERCOT's efforts to align its key performance indicators with its strategic direction and goals. He further noted that he asked Tonya Baer to lead a research task force to assist ERCOT staff with this endeavor. Betty Day then presented the Update regarding 2015 Key Performance Indicators and responded to questions and comments from Committee members.

Review of ERCOT Antitrust Policies (Agenda Item 8)

Mr. Magness provided some background information on ERCOT's antitrust policies and introduced Steven Baron. Mr. Baron presented the Review of ERCOT Antitrust Policies. Mr. Baron and Mr. Magness responded to questions and comments from the Committee members.

Annual Committee Self-Evaluation (Agenda Item 9)

Chairman Pfirrmann and Vickie Leady reviewed the process for the completion of the Annual Committee Self-Evaluation survey. Chairman Pfirrmann provided the Committee members with two additional weeks to provide comments to the survey prior to its issuance.

Other Business (Agenda Item 10)

No other business was discussed at this time.

Executive Session

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 11:07 a.m. and reconvened General Session at approximately 11:35 a.m.

Vote on Matters from Executive Session (Agenda Item 11)

Chairman Pfirrmann announced that there were no voting items from Executive Session other than approval of the Executive Session minutes from the prior meeting.

Adjournment

Chairman Pfirrmann adjourned the meeting at approximately 11:36 a.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". The signature is fluid and cursive, with the first name "Vickie" being more prominent than the last name "Leady".

Vickie G. Leady
Assistant Corporate Secretary