



**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  
February 9, 2015

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:

| <b>Director</b>               | <b>Affiliation</b>               | <b>Segment</b>             |
|-------------------------------|----------------------------------|----------------------------|
| Baer, Tonya<br>(Vice Chair)   | Office of Public Utility Counsel | Consumer – Residential     |
| Carpenter, Mark               | Oncor Electric Delivery Company  | Investor-Owned Utility     |
| Crowell, Craven               | Unaffiliated                     | Unaffiliated Director      |
| Durland, Jack                 | Valero Services, Inc.            | Consumer – Industrial      |
| Emery, Keith                  | Tenaska Power Services           | Independent Power Marketer |
| Pffirmann, Karl<br>(Chairman) | Unaffiliated                     | Unaffiliated Director      |

Officers and Guests:

|                    |   |
|--------------------|---|
| Day, Betty         | ERCOT Vice President of Business Planning & Integration                               |
| Leady, Vickie      | ERCOT Assistant General Counsel and Assistant Corporate Secretary                     |
| Magness, Bill      | ERCOT General Counsel, Sr. VP – Governance, Risk and Compliance & Corporate Secretary |
| Manning, Chuck     | ERCOT Chief Compliance Officer and Executive Advisor                                  |
| Williams, Diane M. | ERCOT Vice President of Human Resources   |

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

Craven Crowell, Board Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 10:33 a.m. Board Chairman Crowell announced that there were no proxies for the meeting. Agenda items were addressed in the order below.

**Committee Membership (Agenda Item 2)**

Board Chairman Crowell noted the 2015 Committee Members who were identified in the meeting materials.

**Election of Committee Chair and Committee Vice Chair (Agenda Item 3)**

Board Chairman Crowell called for nominations for the Committee Chair and Vice Chair.



**Mark Carpenter nominated Karl Pfirrmann and Tonya Baer as Committee Chairman and Committee Vice Chair, respectively. Jack Durland seconded the nominations. Mr. Pfirrmann and Ms. Baer were elected as Committee Chairman and Committee Vice Chair, respectively, by unanimous voice vote with no abstentions.**

Board Chairman Crowell congratulated Committee Chairman Pfirrmann and Committee Vice Chair Baer on their election.

**Designation of Committee Secretary (Agenda Item 4)**

Chairman Pfirrmann entertained a motion to designate a Committee Secretary.

**Mr. Carpenter moved to approve Bill Magness or his designee as the Committee Secretary. Keith Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**December 8, 2014 General Session Meeting Minutes (Agenda Item 5)**

Chairman Pfirrmann entertained a motion to approve the December 8, 2014 General Session Meeting Minutes (Minutes).

**Mr. Crowell moved to approve the Minutes as presented. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Recommendation regarding Committee Charter (Agenda Item 6)**

Chairman Pfirrmann noted that ERCOT Legal was not proposing any changes to the Committee Charter.

**Mr. Carpenter moved to approve the HR&G Committee Charter as presented. Vice Chair Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Human Resources (HR) Operations Report (Agenda Item 7)**

Diane Williams provided the Committee members with the HR Operations Report and responded to questions and comments from the Committee members.

Chairman Pfirrmann welcomed new Committee members, Mr. Emery and Mr. Durland.

**Recommendation regarding Election of Chief Executive Officer and Ratification of Officers (Agenda Item 8)**

Chairman Pfirrmann entertained a motion on the recommendation regarding the election of the CEO and ratification of officers.

**Mr. Crowell moved to recommend that the Board elect the CEO and ratify the officers as presented. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.**



#### **Q4 and YTD 2014 Key Performance Indicator (KPI) Review (Agenda Item 9)**

Betty Day reviewed the Q4 and YTD 2014 KPIs and responded to questions and comments from Committee members.

#### **Recommendation regarding Proposed Bylaws Amendment (Agenda Item 10)**

Mr. Magness reviewed the proposed Bylaws revisions regarding Segment Alternates for the Industrial and Large Commercial Consumer Subsegments. He responded to questions and comments from the Committee members.

**Mr. Carpenter moved to recommend that the Board approve the Bylaws Amendment as presented. Mr. Durland seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

#### **Recommendation regarding Proposed Revisions to Benefits Committee Charter (Agenda Item 11)**

Ms. Williams reviewed the proposed revisions to the Benefits Committee Charter. Ms. Williams and Mr. Magness responded to questions and comments from the Committee members.

**Mr. Carpenter moved to recommend that the Board approve the Benefits Committee Charter as presented. Mr. Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

#### **Annual Status Report from Benefits Committee (Agenda Item 12)**

Ms. Williams provided the annual status report from the Benefits Committee.

#### **Other Business (Agenda Item 13)**

No other business was discussed at this time.

#### **Executive Session**

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 10:50 a.m. and reconvened General Session at approximately 12:34 p.m.

#### **Vote on Matters from Executive Session (Agenda Item 14)**

Chairman Pfirrmann announced that there were no voting items from Executive Session.

#### **Adjournment (Agenda Item 15)**

After a motion by Vice Chair Baer and a second by Mr. Crowell, Chairman Pfirrmann adjourned the meeting at approximately 12:35 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http://www.ercot.com/committees/board/hr\\_governance/](http://www.ercot.com/committees/board/hr_governance/)

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Vickie G. Leady  
Assistant Corporate Secretary