



**The Human Resources & Governance (HR&G)
Committee is expected to consider
HR&G Committee Agenda Item 5:
*Board of Directors and Committee
Meeting Scheduling*
at its meeting on April 13, 2015.**

**The Board of Directors is also expected to consider
this matter as part of the HR&G Committee
Report at the Board meeting on April 14, 2015.**

**Attached are the Board and Committee materials
in relation to these agenda items.**



To: ERCOT Board of Directors
From: Bill Magness, General Counsel, Senior Vice President of Governance, Risk and Compliance & Corporate Secretary
Date: April 6, 2015
Re: Item 9.1 - Board of Directors and Committee Meeting Scheduling

Current Board of Directors (Board) and Committee Meeting Schedule

For regularly-scheduled meetings, the Board currently meets on the second Tuesday of each even-numbered month and the Finance and Audit (F&A) and Human Resources and Governance (HR&G) Committee meet concurrently on the preceding Monday, typically during the afternoon. The Nominating Committee meets as needed during that Monday or Tuesday. The typical schedule is illustrated in the chart below:

Current Meeting Schedule		
Time	Monday Meetings	Tuesday Meetings
AM		Board
PM	F&A/HR&G	
Variable	Nominating, as needed	Nominating, as needed

Proposed Meeting Schedule for Consideration

In recent months, the Board meeting schedule was occasionally changed to accommodate the need for Nominating Committee meetings. This schedule change typically involved moving the Board's Executive Session discussion to Monday afternoon. Some have identified the Monday afternoon Executive Session scheduling as a more convenient, productive alternative for the overall meeting schedule.

In an effort to assess the best approach to scheduling for the Board and its Committees, we would appreciate the Board's feedback regarding a proposed Board and Committee schedule for regularly-scheduled meetings as follows:

- The F&A and HR&G Committees would meet concurrently on Monday morning;
- The Board meeting would be convened on Monday afternoon, beginning with a brief General Session (that is, for the call to order, announcement of proxies and perhaps approval of the minutes) and the Executive Session, and then would be recessed until Tuesday morning;
- The Board meeting would continue on Tuesday morning for all General Session agenda items (except the minutes if they were approved on the prior day) until the meeting was concluded;



- The Nominating Meeting, if needed to be convened, would meet either on that Monday or Tuesday, depending on the length of the meeting.

The proposed schedule is illustrated in the chart below:

Proposed Meeting Schedule		
Time	Monday Meetings	Tuesday Meetings
AM	F&A/HR&G	Board: All other General Session agenda items
PM	Board: Opening General Session (Call to Order, Proxies, and Minutes) and Executive Session (<i>recessed until Tuesday</i>)	
Variable	Nominating, as needed	Nominating, as needed

The HR&G Committee will be discussing this topic at its meeting on April 13, 2015, and the HR&G Committee Chair will provide a report at the April 14, 2015 Board meeting.

We look forward to the HR&G Committee and Board’s feedback.