



**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  
April 13, 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 (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
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal

Other Board Members:

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Doggett, H.B. "Trip"	ERCOT	President and Chief Executive Officer (CEO)

Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance
Jones, Brad	ERCOT Sr. Vice President and Chief Operating Officer
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Magness, Bill	ERCOT General Counsel, Sr. Vice President – Governance, Risk and Compliance & Corporate Secretary
Manning, Charles	ERCOT Chief Compliance Officer and Executive Advisor
Williams, Diane	ERCOT Vice President of Human Resources

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

Karl Pfirmsmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:03 p.m. Chairman Pfirmsmann



announced that there were no proxies and addressed the following Agenda Items in the order below.

**February 9, 2015 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfirrmann entertained a motion to approve the February 9, 2015 General Session Meeting Minutes (Minutes).

**Craven Crowell moved to approve the Minutes as presented. Tonya Baer, 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. Ms. Williams, Trip Doggett and Chuck Manning responded to questions and comments from the Committee members.

**ERCOT Strategic Planning Process Review; ERCOT Strategic Goal Update; and Upcoming Segment Sessions and Request for Feedback (Agenda Items 4, 4.1 and 4.2)**

Chairman Pfirrmann provided a brief overview of the ERCOT Strategic Planning Process and Betty Day reviewed the process in greater detail. Ms. Day provided the ERCOT Strategic Goal Update and reviewed the upcoming Segment sessions and request for feedback with the Committee members. Chairman Pfirrmann and Mr. Crowell commended ERCOT staff for their contributions to the Strategic Planning process.

**Board of Directors and Committee Meeting Scheduling (Agenda Item 5)**

Chairman Pfirrmann and Bill Magness reviewed a proposed schedule for meetings of the Board and its Committees. The Committee members discussed Board and Committee scheduling. Chairman Pfirrmann noted that he expected that this matter would continue to be considered by the Committee.

**Other Business (Agenda Item 6)**

No other business was discussed at this time.

**Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items and 7 and 8)**

Chairman Pfirrmann announced that no voting items from Executive Session were expected; accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded the General Session at approximately 1:45 p.m. and, since there were no voting items from Executive Session, adjourned the meeting upon conclusion of Executive Session at approximately 2:50 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