



**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 June 8, 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 June 9, 2015.**

**Attached are the Board 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:** June 1, 2015  
**Re:** Item 10.1 - Board of Directors and Committee Meeting Scheduling

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At the April 2015 Human Resources and Governance (HR&G) Committee and Board of Directors (Board) meetings, the topic of Board and Committee meeting scheduling was discussed. In summary, the Committee and Board discussed the possibility of moving the Board's executive session meetings to a Monday afternoon schedule, while moving the Committee meetings to Monday morning. For ease of reference, the memo related to the April Board agenda item is provided as Attachment A.

The idea to change the schedule arose from meetings held earlier in 2015, when the need to schedule Nominating Committee meetings resulted in the Board's executive sessions being held on Monday afternoon, rather than, as has been the practice, on Tuesday afternoon after the Board's general session.

Since the discussion in April by the Committee and Board, ERCOT Legal has discussed the proposal with ERCOT staff and members of the Board. Our observation is that no strong consensus has developed for a change in the schedule, and that some Board members would find the change inconvenient due to the need to make changes in travel arrangements.

ERCOT Legal makes no recommendation on the proposal, and looks forward to the Committee's discussion of the issue. Whether the Committee decides to act on the proposal at this time or not, ERCOT Legal will be happy to provide additional information or seek additional input to assist the Committee.



**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.