



**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
June 8, 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:

| Director | Affiliation | Segment |
|--------------------------------|----------------------------------|--|
| Barker, Laurie | Office of Public Utility Counsel | Consumer – Residential <i>(Alternate Representative for Vice Chair and Public Counsel Tonya Baer)</i> |
| 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:

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

Officers and Guests:

| | |
|--------------------|--|
| Day, Betty | ERCOT Vice President of Governance, Risk and Compliance |
| Hailu, Ted | ERCOT Director of Client Services |
| Leady, Vickie | ERCOT Assistant General Counsel and Assistant Corporate Secretary |
| Magness, Bill | ERCOT General Counsel, Senior Vice President – Governance, Risk and Compliance & Corporate Secretary |
| Williams, Diane M. | 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 3:00 p.m. Chairman Pfirrmann announced that Laurie Barker from the Office of Public Utility Counsel was attending on behalf of Public Counsel Tonya Baer and addressed the following Agenda Items in the order below.

April 13, 2015 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the April 13, 2015 General Session Meeting Minutes (Minutes).

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

Convene Executive Session; Reconvene General Session

Chairman Pfirrmann recessed General Session briefly to convene Executive Session from approximately 3:02 p.m. to approximately 3:18 p.m. Chairman Pfirrmann reconvened General Session at approximately 3:20 p.m. and announced that the Committee would reconvene in Executive Session later in the meeting.

Human Resources (HR) Operations Report (Agenda Item 3)

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

ERCOT Market Training Plan (Agenda Item 4)

Ted Hailu presented the ERCOT Market Training Plan and responded to questions and comments from Committee members.

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

Bill Magness reviewed the Board of Directors and Committee Meeting Scheduling materials. Mr. Magness reported that ERCOT Legal made no recommendation to modify the meeting schedule. After discussion, Chairman Pfirrmann announced that the meeting schedule could be revisited, if desired, during the following year, but that there did not appear to be interest in modifying the meeting schedule at this time.

Unaffiliated Director Succession Planning (Agenda Item 6)

Mr. Magness presented an update on Unaffiliated Director succession planning and responded to questions and comments from Committee members. Based on Committee discussion, Chairman Pfirrmann suggested that the Committee take no action at this time and revisit this matter in the coming year.

Q1 2015 Key Performance Indicator (KPI) Review (Agenda Item 7)

Betty Day reviewed the KPIs for the first quarter of 2015 and responded to questions and comments from Committee members.



Update on Upcoming Segment Discussions on ERCOT Strategic Initiatives (Agenda Item 8)

Ms. Day presented an update on the Upcoming Segment Discussions on ERCOT Strategic Initiatives, expected to be held in July 2015. Chairman Pfirrmann encouraged Director participation in these discussions.

Ethics Agreements for ERCOT Employees, Directors, and Segment Alternates (Agenda Item 9)

Mr. Magness presented the annual review of the Ethics Agreements for ERCOT employees, Directors, and Segment Alternates, and recommended no changes to such agreements.

Review of Self-Evaluation Process (Agenda Item 10)

Chairman Pfirrmann reviewed the process for the completion of the Annual Committee Self-Evaluation survey and responded to comments from Committee members.

Other Business (Agenda Item 11)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 11 and 12)

Chairman Pfirrmann announced that no voting items from Executive Session were expected other than approval of the Executive Session minutes from the prior meeting; accordingly, he would adjourn the meeting upon conclusion of Executive Session. Chairman Pfirrmann concluded the General Session at approximately 4:09 p.m. and, since there were no voting items from Executive Session, adjourned the meeting upon conclusion of Executive Session at approximately 5:10 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/

Vickie G. Leady
Assistant Corporate Secretary