



**The Human Resources & Governance (HR&G)
Committee is expected to consider
HR&G Committee Agenda Item 8:
*Recommendation for
Ratification of Chief Compliance Officer*
at its meeting on August 10, 2015.**

**The Board of Directors is expected to hear the
HR&G Committee's recommendation during
Agenda Item 9.1:
Ratification of Chief Compliance Officer
at the Board meeting on August 11, 2015.**

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



Date: August 4, 2015
To: Board of Directors (Board)
From: H.B. “Trip” Doggett, ERCOT President and Chief Executive Officer
Subject: Ratification of Chief Compliance Officer

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: August 11, 2015

Item No.: 9.1

Issue:

Ratification of Chief Compliance Officer as an Electric Reliability Council of Texas, Inc. (ERCOT) Officer.

Background/History:

Section 8.2 of ERCOT’s Amended and Restated Bylaws, as approved on September 5, 2014 (Bylaws), requires that the ERCOT Board of Directors (Board) ratify ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that officers may be re-elected or re-ratified for consecutive terms without limitation and that all officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal.

On June 2, 2015, Chuck Manning retired from ERCOT as Chief Compliance Officer and Executive Officer. Given ERCOT’s corporate purpose and role in electric reliability, ERCOT management believed it would be best to continue to have a Chief Compliance Officer on staff. Upon his retirement, Mr. Manning’s responsibilities as Chief Compliance Officer were transferred to Betty Day, an ERCOT officer who then held the title of Vice President of Governance, Risk and Compliance. Ms. Day’s current title is now Vice President of Governance, Risk & Compliance and Chief Compliance Officer.

At its meeting on August 10, 2015, the HR&G Committee is expected to consider the ratification of Betty Day as an ERCOT Officer with the additional title of Chief Compliance Officer, that is, as Vice President of Governance, Risk & Compliance and Chief Compliance Officer, effective as of June 2, 2015, as recommended by H.B. “Trip” Doggett, ERCOT President and CEO.

Key Factors Influencing Issue:

- The Bylaws require the ratification of Officers at least annually.
- ERCOT must have a CEO and other Officers to perform its statutory and corporate functions.

Conclusion/Recommendation:

The HR&G Committee will consider recommending whether, at its August 11, 2015 Board meeting, the ERCOT Board should ratify Betty Day as an ERCOT Officer with the title of Vice President of Governance, Risk & Compliance and Chief Compliance Officer, effective as of June 2, 2015, as recommended by Mr. Doggett, ERCOT President and CEO.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, pursuant to Section 8.2 of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall ratify an ERCOT Officer for a term while employed not to exceed one year;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to ratify Betty Day as an ERCOT Officer with the title of Vice President of Governance, Risk & Compliance and Chief Compliance Officer, effective as of June 2, 2015, for a term while employed not to exceed one year;

RESOLVED, the ERCOT Board hereby ratifies Betty Day as Vice President of Governance, Risk & Compliance and Chief Compliance Officer, effective as of June 2, 2015, for a term not to exceed one year.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its August 11, 2015 meeting, the ERCOT Board passed a motion approving the above Resolution by

_____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of August, 2015.

Vickie G. Leady
Assistant Corporate Secretary