



Item 10: 2016 ERCOT Board Meeting and Annual Meeting Schedule

Craven Crowell
ERCOT Board Chairman

Board of Directors Meeting
ERCOT Public
August 11, 2015

Summary

- **In 2014, the frequency of regular Board meetings was reduced to six times per year on even-numbered months.**
 - Held the day after Committee meetings
 - One meeting held on same day as the Annual Meeting of Members
- **It would be preferable for the Board to vote on the 2016 Board meeting schedule at the August 11, 2015 Board meeting to allow appropriate planning time for the Board, ERCOT staff and stakeholders.**

Review of 2015 Meeting Schedule

- **The 2015 Board meeting schedule appears to be working well for the Board and ERCOT staff.**
- **The Board has been able to complete its work with this meeting schedule.**
- **In preparation for the development of the 2016 Board meeting schedule, ERCOT management recommends continuing the even-numbered month schedule.**

ERCOT Management Recommendation

- **ERCOT management has advised that meetings on even-numbered months worked well**
 - The odd-numbered month schedule in 2013 created some internal issues with regard to preparation of meeting materials due to holidays, such as, New Year's Day, Spring Break, Fourth of July, Labor Day and Thanksgiving.
 - An April meeting is needed for the approval of the financial statement audit (to save costs) and for debt covenant compliance, which requires audited financial statements by the end of April.
 - An October meeting allows for consideration and approval of certain items that require year-end approval with sufficient planning time before the end of the year.

Proposed 2016 Board/Committee Meeting Schedule

- For 2016, a schedule for a total of six meetings **on the second Tuesday of these months** as follows:

Meeting Month	Proposed 2016 Committee/Board Meeting Schedule	
	Committee Meetings	Board Meetings
February	Mon, February 8	Tues, February 9
April	Mon, April 11	Tues, April 12
June	Mon, June 13	Tues, June 14
August	Mon, August 8	Tues, August 9
October	Mon, October 10	Tues, October 11
December	Mon, December 12	Tues, December 13

Proposed 2016 Annual Meeting Date

- For the Annual Meeting of Members, ERCOT's Bylaws require that:
 - Members shall meet at least annually on a date and at a place to be established by the Board (that is, the Annual Meeting).
 - The Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting.
- When the Board votes to approve the 2016 Annual Meeting, it should be held on the same day as the December 2016 Board meeting, that is, on Tuesday, December 13, 2016, as currently proposed.

Board Vote Requested

A vote by the Board for the 2016 Board meeting schedule and 2016 Annual Meeting is hereby requested.

<VOTE>



Date: August 4, 2015
To: Board of Directors
From: Craven Crowell, ERCOT Board Chairman
Subject: 2016 ERCOT Board Meeting and Annual Meeting Schedule

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: August 11, 2015

Item No.: 10

Issue:

The ERCOT Board of Directors (Board) must set the dates and locations for the 2016 regular meetings of the ERCOT Board and the date for the 2016 Annual Meeting of Members.

Background/History:

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the ERCOT “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of each month when the Board is scheduled to meet, but may be moved by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

The ERCOT Board would meet at ERCOT’s Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 9, 2016;
- April 12, 2016;
- June 14, 2016;
- August 9, 2016;
- October 11, 2016; and
- December 13, 2016.

The ERCOT Board should set the date of the 2016 Annual Meeting of ERCOT Members to be called on the same date as the December 2016 ERCOT Board meeting as required by Section 4.6(a) of the Bylaws.

Please note that this schedule would allow for Board meetings on even-numbered months. Committee meetings are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.



Key Factors Influencing Issue:

ERCOT Bylaws Section 4.6(b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

Conclusion/Recommendation:

At its August 11, 2015 meeting, the ERCOT Board should vote to schedule its regular meetings and the Annual Meeting of Members in the 2016 calendar year, preferably as proposed.



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

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2016 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and Section 1.1 of the ERCOT Board Policies and Procedures.

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that the 2016 Meetings of the ERCOT Board will be held at ERCOT's Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 9, 2016;
- April 12, 2016;
- June 14, 2016;
- August 9, 2016;
- October 11, 2016; and
- December 13, 2016.

THEREFORE be it FURTHER RESOLVED, that the date of the 2016 Annual Meeting of Members will be called on the same date as the December 2016 ERCOT Board meeting.

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