



**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
August 10, 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
Baer, Tonya (Vice-Chair)	Office of Public Utility Counsel	Consumer - Residential
Crowell, Craven	Unaffiliated	Unaffiliated Director
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Emery, Keith	Tenaska Power Services	Independent Power Marketer
Pfirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Ashley, Kristy	Exelon Corporation	Independent Generator Segment Alternate
Doggett, H.B. "Trip"	ERCOT	President and Chief Executive Officer (CEO)
Porter, Jean Ryall	CCNG Power	Independent Power Marketer Segment Alternate (<i>Present for Agenda Items 11-12</i>)
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate (<i>Present for Agenda Items 11-12</i>)

Officers and Guests:

Cramton, Peter	Unaffiliated Director Candidate
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis



Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Taylor, Sean	ERCOT Controller
Williams, Diane M.	ERCOT Vice President of Human Resources

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

Karl Pfirmann, 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 Pfirmann announced that there were no proxies and that Wade Smith, Investor-Owned Utility Segment Alternate, was attending in Mark Carpenter's absence. He addressed the following Agenda Items in the order below.

Q2 2015 Key Performance Indicator (KPI) Review (Agenda Item 2)

Kristi Hobbs presented the Q2 2015 KPI Review. She highlighted that, due to an accounting change that was made subsequent to the posting of the meeting materials, the negative 2.6 percent variance in the KPI category "Manage spending to be equal to or less than the board-approved expenditure budget for 2015" is now reported as a negative 0.4 percent variance. Sean Taylor responded to questions and comments from Committee members with regard to this budget-related KPI.

Strategic Planning Update (Agenda Item 3)

Ms. Hobbs provided an update on Strategic Planning and Segment sessions which were held in July 2015. She responded to questions and comments from Committee members.

June 8, 2015 General Session Meeting Minutes (Agenda Item 4)

Chairman Pfirmann entertained a motion to approve the June 8, 2015 General Session Meeting Minutes (Minutes).

Keith Emery moved to approve the Minutes as presented. Carolyn Shellman seconded the motion. The motion passed by unanimous voice vote with two abstentions (Vice Chair Tonya Baer and Wade Smith).

Human Resources Operations Report (Agenda Item 5)

Diane Williams provided the Human Resources Operations Report and responded to questions and comments from Committee members.

Chairman Pfirmann recognized Peter Cramton and welcomed him to the Committee meeting. He reported that Mr. Cramton's approval as a new Unaffiliated Board Director was pending before the Public Utility Commission of Texas at its August 14, 2015 meeting.

Review of 401(k) Savings Plan Audit Report (Agenda Item 6)

Chairman Pfirmann and Vickie Leady reported that acceptance of the 401(k) Savings Plan audit report was being considered concurrently at the Finance and Audit Committee meeting. Ms. Leady provided background on the two committees' delegation of duties with regard to the 401(k) Savings Plan audit report and the status of such report. There were no questions or comments from Committee members.



Annual Committee Self-Evaluation (Agenda Item 7)

Chairman Pfirrmann reported that the Annual Committee Self-Evaluation was ready for review and encouraged Committee members to provide feedback to Ms. Leady with regard to proposed changes to the form. Chairman Pfirrmann provided a timeline of completing the form prior to and reviewing the results at the December 2015 Committee meeting.

Recommendation for Ratification of Chief Compliance Officer (Agenda Item 8)

Trip Doggett recommended the ratification of existing officer, Betty Day, as Chief Compliance Officer with the new title of Vice-President of Governance, Risk and Compliance and Chief Compliance Officer, effective as of June 2, 2015.

Tonya Baer moved to recommend for Board approval ratification of existing officer, Betty Day, as Chief Compliance Officer with the new title of Vice-President of Governance, Risk and Compliance and Chief Compliance Officer, effective as of June 2, 2015. Craven Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Update on Chief Security Officer (Agenda Item 9)

Mr. Doggett reported that Ann Delenela, who serves as ERCOT's Director of Critical Infrastructure Security, was given the additional title of Chief Security Officer on July 1, 2015, and provided additional information on Ms. Delenela's new role.

Other Business (Agenda Item 10)

No other business was discussed at this time.

Executive Session

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 1:33 p.m. and reconvened General Session at approximately 2:40 p.m.

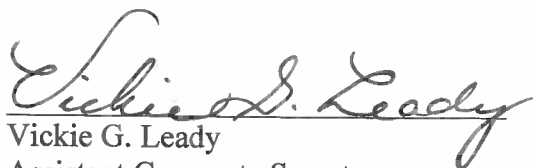
Vote on Matters from Executive Session (Agenda Item 11)

Chairman Pfirrmann moved to approve the personnel matter discussed during Executive Session. Jack Durland seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 12)

Chairman Pfirrmann adjourned the meeting at approximately 2:41 p.m.

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

A handwritten signature in cursive script that reads "Vickie G. Leady".

Vickie G. Leady
Assistant Corporate Secretary