



**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
October 12, 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
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
Pfirschmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director (<i>Proxy for Vice Chair Tonya Baer</i>)
Shellman, Carolyn	CPS Energy	Municipal

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Porter, Jean Ryall	CCNG Power, LLC	Independent Power Marketer Segment Alternate (<i>Not Present for Agenda Items 1 and 2</i>)
Doggett, H.B. “Trip”	ERCOT	President and Chief Executive Officer (CEO)
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate

Officers and Guests:

Botkin, Shelly	ERCOT Director of Corporate Communications and Government Relations (<i>Not Present for Agenda Items 6 – 14</i>)
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Gage, Theresa	ERCOT Vice President of External Affairs & Corporate Communications (<i>Not Present for Agenda Items 11 – 14</i>)
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



Stephenson, Randa	Lower Colorado River Authority (LCRA), TAC Chair
Tamby, Jeyant	ERCOT Interim Chief Operating Officer
Williams, Diane	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 1:03 p.m. Chairman Pfirrmann noted the Antitrust and Security Admonitions and announced that he held the proxy for HR&G Committee Vice Chair, Tonya Baer with the Office of Public Utility Counsel. He addressed the following Agenda Items in the order below.

August 10, 2015 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the August 10, 2015 General Session Meeting Minutes (Minutes).

Jack Durland moved to approve the Minutes as presented. Carolyn Shellman seconded the motion. The motion passed by unanimous voice vote with one abstention (Mark Carpenter).

ERCOT Strategic Goals; Update on 2015 Strategic Goals; and Review of 2016 Strategic Goals (Agenda Items 3, 3.1 and 3.2)

Betty Day presented the ERCOT Strategic Goals, Update on 2015 Strategic Goals and Review of 2016 Strategic Goals and responded to questions and comments from Committee members. Ms. Day noted that the proposed 2016 Key Performance Indicators would be presented at the December 2015 Committee meeting. Chairman Pfirrmann acknowledged his appreciation of Trip Doggett and ERCOT staff for the work and progress made on the strategic planning initiative.

Human Resources (HR) Operations Report (Agenda Item 4)

Diane Williams presented the HR Operations Report and responded to questions and comments from Committee members.

Review of ERCOT's High-Level Policy Messages (Agenda Item 5)

Shelly Botkin presented the Review of ERCOT's High-Level Policy Messages. Ms. Botkin, Mr. Doggett and Bill Magness responded to questions and comments from Committee members. Mr. Doggett also reported that the Governor's staff recently toured the Taylor facilities; and Mr. Magness provided highlights of the tour.

Recommendation regarding Periodicity of Meetings (Agenda Item 6)

Mr. Magness presented the Recommendation regarding Periodicity of Meetings. There were no questions or comments from Committee members.

Recommendation regarding Ratification of New Officers for 2015 (Agenda Item 7)

Mr. Doggett presented the Recommendation regarding Ratification of New Officers for 2015. Mr. Doggett responded to questions and comments from Committee members.



Ms. Shellman moved to recommend for Board approval the Ratification of New Officers for 2015, as presented. Keith Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Update on Electronic Voting (Agenda Item 8)

Mr. Magness presented the Update on Electronic Voting and reported that ERCOT Legal recommended no changes to the current process at this time. He responded to questions and comments from Committee members.

Annual Committee Self-Evaluation (Agenda Item 9)

Chairman Pfirrmann reported there were no requested changes from Committee members to the Annual Committee Self-Evaluation form. Vickie Leady announced it would be available via Diligent Boardbooks shortly after the October Board meeting. Chairman Pfirrmann encouraged Committee members to complete the form by the November 11, 2015 deadline.

Report on Market Participant Training Metrics (Agenda Item 10)

Ted Hailu presented the Report on Market Participant Training Metrics and responded to questions and comments from Committee members.

Report on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review (Agenda Item 11)

Randa Stephenson presented the Report on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review. Ms. Stephenson and Mr. Magness responded to questions and comments from Committee members.

Other Business (Agenda Item 12)

No other business was discussed at this time.

Executive Session

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 1:44 p.m. and reconvened General Session at approximately 2:43 p.m.

Vote on Matters from Executive Session (Agenda Item 13)

Chairman Pfirrmann entertained a motion on the Personnel item discussed in Executive Session.

Mr. Durland moved to recommend for Board approval the Personnel item discussed in Executive Session. Mr. Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Adjournment (Agenda Item 14)

Chairman Pfirrmann adjourned the meeting at approximately 2:44 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