



**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
December 7, 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
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
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate

Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Hobbs, Kristi	ERCOT
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Magness, Bill	ERCOT General Counsel, Senior Vice President – Governance, Risk and Compliance & Corporate Secretary
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
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 1:01 p.m. Chairman Pfirrmann noted the Antitrust and Security Admonitions and addressed the following Agenda Items in the order below.

October 12, 2015 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the October 12, 2015 General Session Meeting Minutes (Minutes).

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

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

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

Goals and Key Performance Indicators (KPIs) Review; Q3 2015 ERCOT KPI Review; Update: Strategic Goals and Supporting Initiatives (Agenda Items 4, 4.1 and 4.2)

Betty Day presented the Goals and Key Performance Indicators (KPIs) Review, including review of the Q3 2015 ERCOT KPIs and an update on the Strategic Goals and Supporting Initiatives. Ms. Day responded to questions and comments from Committee members.

Recommendation regarding Proposed 2016 ERCOT KPIs (Agenda Item 4.3)

Ms. Day reviewed the proposed changes to the 2016 ERCOT KPIs. Ms. Day and Kristi Hobbs responded to questions and comments from Committee members.

Mr. Carpenter moved to approve the 2016 ERCOT KPIs as presented. Vice Chair Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Annual Committee Self-Evaluation Survey Results (Agenda Item 5)

Chairman Pfirrmann expressed his appreciation to Committee members for their participation in the annual self-evaluation survey. He reported that one question was inadvertently omitted from the survey, specifically, "The Committee annually reviews and approves performance goals and objectives with respect to the compensation of the CEO." In response to Chairman Pfirrmann's poll, all Committee members responded affirmatively in support of such question by show-of-hands vote. Chairman Pfirrmann and Vickie Leady responded to questions and comments from Committee members on the survey. Chairman Pfirrmann noted the Committee's consensus that the Committee review the Committee Charter in February 2016 to determine which questions will be included in the 2016 Self-Evaluation Survey as these questions are based on the Charter requirements.



Recommendation regarding Request for Modification of April 2016 Board Meeting Schedule (Agenda Item 6)

Chairman Pfirrmann presented the request for modification of April 2016 Board Meeting schedule. After discussion, Chairman Pfirrmann noted the consensus of the Committee that the Board consider whether to change the April Board meeting schedule from April 11-12, 2016 to April 18-19, 2016, due to an unusual scheduling conflict with the Gulf Coast Power Association's 2016 Spring Conference.

Unaffiliated Director Succession Update (Agenda Item 7)

Chairman Pfirrmann provided an update on Unaffiliated Director succession. He reported that Unaffiliated Director Jorge Bermudez's second term expires on June 30, 2016, and that Mr. Bermudez has provided his notice of intent to seek re-election for his third and final term on the Board.

ERCOT Operations Training Overview (Agenda Item 8)

Woody Rickerson presented the ERCOT Operations Training Overview. Mr. Rickerson and Bill Magness responded to questions and comments from Committee members.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 10 and 11)

Chairman Pfirrmann announced that no voting items from Executive Session were expected and that, accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded the General Session at approximately 1:51 p.m. and, since there were no voting items from Executive Session, adjourned the meeting upon conclusion of Executive Session at approximately 2:55 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