



**The Human Resources & Governance (HR&G)
Committee is expected to consider
HR&G Committee Agenda Item 7:
*Recommendation regarding
Election of Chief Executive Officer and
Ratification of Officers*
at its meeting on February 8, 2016.**

**The Board of Directors is expected to hear the
HR&G Committee's recommendation on this
matter as part of the HR&G Committee Report at
the Board meeting on February 9, 2016.**

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



Date: February 2, 2016
To: Board of Directors
From: Human Resources and Governance (HR&G) Committee Chair
Subject: Election of Chief Executive Officer (CEO) and Ratification of Officers

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: February 9, 2016

Item No.: 12.2

Issue:

Election of the CEO and ratification of Officers of Electric Reliability Council of Texas, Inc. (ERCOT).

Background/History:

Sections 8.2 and 4.10(b) and (c) of ERCOT’s Amended and Restated Bylaws, as approved on August 17, 2015 (Bylaws), requires that the ERCOT Board of Directors (Board) elect the CEO of ERCOT and ratify the remaining 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. Section 7.1 of the Bylaws provides in part that “[t]he CEO shall serve as President of ERCOT.”

At its meeting on February 8, 2016, the HR&G Committee will consider the election of CEO and ratification of Officers as recommended by Bill Magness, ERCOT President and CEO.

Key Factors Influencing Issue:

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

Conclusion/Recommendation:

The HR&G Committee will consider recommending whether, at its February 9, 2016 Board meeting, the ERCOT Board should elect Bill Magness as President and CEO of ERCOT, while employed for a term not to exceed one year, and should ratify the following ERCOT Officers for the 2016 year, while employed for a term not to exceed one year:

Jerry Dreyer – Senior Vice President and Chief Information Officer;
Cheryl Mele – Senior Vice President and Chief Operating Officer;
Chad Seely – Vice President, General Counsel and Corporate Secretary;
Betty Day – Vice President, Governance, Risk & Compliance and Chief Compliance Officer;
Theresa Gage – Vice President, External Affairs and Corporate Communications;
Kenan Ögelman – Vice President, Commercial Operations;
Michael Petterson – Vice President and Chief Financial Officer;
Woody Rickerson – Vice President, Grid Planning and Operations;



Diane M. Williams – Vice President, Human Resources; and
Vickie Leady – Assistant General Counsel and Assistant Corporate Secretary.



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

WHEREAS, pursuant to Sections 8.2 and 4.10(b) and (c) of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall elect the ERCOT Chief Executive Officer (CEO) and ratify other ERCOT Officers for a term while employed not to exceed one year;

WHEREAS, Section 7.1 of the Bylaws provides in part that the ERCOT CEO shall serve as President of ERCOT; and

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to elect a President and CEO and ratify other ERCOT Officers for the 2016 year for a term while employed not to exceed one year;

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby elects Bill Magness to serve as ERCOT President and CEO for a term while employed not to exceed one year; and

RESOLVED FURTHER, the ERCOT Board hereby ratifies the following other ERCOT Officers for the 2016 year for a term while employed not to exceed one year:

- Jerry Dreyer – Senior Vice President and Chief Information Officer;
- Cheryl Mele – Senior Vice President and Chief Operating Officer;
- Chad Seely – Vice President, General Counsel and Corporate Secretary;
- Betty Day – Vice President, Governance, Risk & Compliance and Chief Compliance Officer;
- Theresa Gage – Vice President, External Affairs and Corporate Communications;
- Kenan Ögelman – Vice President, Commercial Operations;
- Michael Petterson – Vice President and Chief Financial Officer;
- Woody Rickerson – Vice President, Grid Planning and Operations;
- Diane M. Williams – Vice President, Human Resources; and
- Vickie Leady – Assistant General Counsel and Assistant Corporate Secretary.

CORPORATE SECRETARY’S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its February 9, 2016 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2016.

Vickie G. Leady
Assistant Corporate Secretary