



**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
April 18, 2016

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
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Emery, Keith	Tenaska Power Services	Independent Power Marketer
Pffirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director <i>(Proxy for Wade Smith except for Agenda Items 1, 2, 6 and 6.1)</i>
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility <i>(Present for Agenda Items 1, 2, 6 and 6.1 only)</i>
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Magness, Bill	President and Chief Executive Officer (CEO)	ERCOT <i>(Present for Agenda Items 1-6)</i>

Officers and Guests:

Bigbee, Nathan	ERCOT Assistant General Counsel
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and CCO
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Mele, Cheryl	ERCOT Vice President and Chief Operating Officer



Williams, Diane	ERCOT Vice President of Human Resources
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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 2:02 p.m. Chairman Pfirrmann announced that Phil Williams, Municipal Segment Alternate, was attending in the absence of Municipal Segment Director, Carolyn Shellman. Chairman Pfirrmann addressed the following Agenda Items in the order below.

February 8, 2016 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the February 8, 2016 General Session Meeting Minutes (Minutes).

Peter Cramton moved to approve the Minutes as presented. Vice Chair Tonya Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Benefits Committee; Recommendation regarding Proposed Revisions to Benefits Committee Charter (Agenda Items 6 and 6.1)

Vickie Leady began to present the proposed revisions to Benefits Committee Charter.

Due to technical difficulties with the audio for the webcast, the meeting was recessed from about approximately 2:04 p.m. until 2:23 p.m. For those who may not have been able to hear the webcast audio from the outset of the meeting, Chairman Pfirrmann recapped the agenda items previously discussed, which were Agenda Items 1, 2, and 6, and reported that Agenda Items 6, 6.1, 6.2 and 6.3 were taken out of order and presented after Agenda Item 2 in order to accommodate Wade Smith's travel schedule. Chairman Pfirrmann announced that he would hold the proxy for Mr. Smith upon his departure.

Ms. Leady presented the proposed revisions to Benefits Committee Charter and responded to questions and comments from Committee members.

Mr. Cramton moved to approve the proposed revisions to the Benefits Committee Charter as presented. Keith Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Smith excused himself from the meeting room.

Annual Status Report from Benefits Committee and Benefits Review (Agenda Items 6.2 and 6.3)

Diane Williams presented the Annual Status Report from Benefits Committee and the Benefits Review and responded to questions and comments from Committee members.



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

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

Strategic Planning Overview; Update regarding Strategic Goals and Initiatives; and Strategic Planning Update (Agenda Items 4, 4.1 and 4.2)

Betty Day presented the Strategic Planning Overview, including the Update regarding Strategic Goals and Initiatives, and Strategic Planning Update. Ms. Day responded to questions and comments from Committee members.

Review of ERCOT Antitrust Policies (Agenda Item 5)

Nathan Bigbee presented the Review of ERCOT Antitrust Policies and responded to questions and comments from Committee members.

Board Training Opportunities (Agenda Item 7)

Chairman Pfirrmann provided an update on Board training opportunities and solicited Committee member requests for any specific areas of training.

Other Business (Agenda Item 8)

Chairman Pfirrmann reported that, due to an expected conflict with the Gulf Coast Power Association (GCPA) fall conference in October 2017, an agenda item would be brought before the Committee at the next meeting to discuss a modification of the October 2017 Board meeting date to accommodate Board members and ERCOT staff's attendance at the GCPA meeting.

Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 9 and 10)

Chairman Pfirrmann announced that no voting items from Executive Session were expected; and, accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 2:56 p.m. to convene Executive Session at approximately 2:58 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 3:12 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