



**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
June 13, 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
Mercado, Kenneth	CenterPoint Energy, Inc.	Investor-Owned Utility Segment Alternate
Pfaffmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Magness, Bill	President and Chief Executive Officer (CEO)	ERCOT

Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer (<i>Not Present for Agenda Items 7-11</i>)
Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer (<i>Present for Agenda Item 7</i>)



Gage, Theresa	ERCOT Vice President of External Affairs & Corporate Communications
Hailu, Ted	ERCOT Director of Client Services
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
White, Shirley	ERCOT Lead Human Resources Business Partner

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, called the HR&G Committee meeting to order at approximately 2:01 p.m., and noted the antitrust and security admonitions. Chairman Pfirrmann announced that Kenneth Mercado, Investor-Owned Utility Segment Alternate, was attending in the absence of Investor-Owned Utility Segment Director, Wade Smith. Chairman Pfirrmann addressed the following Agenda Items in the order below.

April 18, 2016 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the April 18, 2016 General Session Meeting Minutes (Minutes).

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

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

Shirley White presented the HR Operations Report and responded to questions and comments from Committee members.

Key Performance Indicators (KPIs) and Strategic Planning Sessions; Review of Q1 2016 KPIs; and Board Strategic Planning Discussion (Agenda Items 4, 4.1 and 4.2)

Betty Day presented the Q1 2016 KPIs and Board Strategic Planning Update and responded to questions and comments from Committee members.

Annual Review of Ethics Agreements Forms for ERCOT Employees, Directors and Segment Alternates (Agenda Item 5)

Vickie Leady presented the Annual Review of Ethics Agreements Forms for ERCOT Employees, Directors and Segment Alternates and responded to questions and comments from Committee members. Ms. Leady reported that ERCOT Legal did not propose any changes to the ethics agreements at this time. Chairman Pfirrmann asked the Committee for any proposed modifications; there were none.

Proposed 2017 Board Meeting and Annual Meeting Schedule (Agenda Item 6)

Chairman Pfirrmann presented the Proposed 2017 Board Meeting and Annual Meeting Schedule and entertained discussion, highlighting the recommendation to continue with the second Tuesday of even months for Board meetings with exceptions in April and



October. He announced that this proposed schedule would be brought before the Committee and the Board in August for vote.

Recommendation regarding Ratification of Officer (Agenda Item 7)

Bill Magness presented the Recommendation regarding Ratification of Officer. Mr. Magness and Jerry Dreyer provided historical background on the Information Technology (IT) department restructuring over the past few years and Steve Daniels' role and responsibilities.

Vice Chair Baer moved to recommend for Board approval the ratification of Steve Daniels as an ERCOT officer with the title of Vice President of Application Services and IT Operations, effective May 16, 2016. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Market Training Update (Agenda Item 8)

Ted Hailu presented the Market Training Update and 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, accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 2:32 p.m. to convene Executive Session at approximately 2:40 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:46 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