

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 9:

***Recommendation regarding
2017 Board Meeting and
Annual Meeting Schedule***

at its meeting on August 8, 2016.

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

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



**Item 10.1:
2017 ERCOT Board Meeting and Annual
Meeting Schedule**

Craven Crowell
ERCOT Board Chairman

Board of Directors Meeting

ERCOT Public
August 9, 2016

Summary

- Since 2014, regular Board meetings have been scheduled for six times per year during even-numbered months, typically on the second Tuesday of the meeting month.
 - Held the day after Committee meetings
 - One meeting held on same day as the Annual Meeting of Members
- It would be preferable for the Board to vote on the 2017 Board meeting schedule at the August 9, 2016 Board meeting to allow appropriate planning time for the Board, ERCOT staff and stakeholders.

Review of 2016 Meeting Schedule

- The 2016 Board meeting schedule appears to be working well for the Board and ERCOT staff.
- The Board has been able to complete its work with this meeting schedule.
- In preparation for the development of the 2017 Board meeting schedule, ERCOT management recommends continuing the even-numbered month schedule.

ERCOT Management Recommendation

- ERCOT management has advised that meetings on even-numbered months worked well
 - The odd-numbered month schedule in 2013 created some internal issues with regard to preparation of meeting materials due to holidays, such as, New Year's Day, Spring Break, Fourth of July, Labor Day and Thanksgiving.
 - An April meeting is needed for the approval of the financial statement audit (to save costs) and for debt covenant compliance, which requires audited financial statements by the end of April.
 - An October meeting allows for consideration and approval of certain items that require year-end approval with sufficient planning time before the end of the year.

Proposed 2017 Board / Committee Meeting Schedule

- For 2017, a schedule for a total of six meetings **on the second Tuesday of these months (except April and October)** as follows:

| Meeting Month | Proposed 2017 Committee/Board Meeting Schedule | |
|---------------|--|---------------------------------------|
| | Committee Meetings | Board Meetings |
| February | Mon, February 13 | Tues, February 14 |
| April | Mon, April 3 | Tues, April 4 |
| June | Mon, June 12 | Tues, June 13 |
| August | Mon, August 7 | Tues, August 8 |
| October | Mon, October 16 | Tues, October 17 |
| December | Mon, December 11 | Tues, December 12 (Annual Meeting) |

Proposed April and October 2017 Meeting Dates

- There are two occurrences in the proposed meeting schedule which would not fall on the second Tuesday of an even-numbered month – April and October 2017
- April 2017: Propose Board meeting for the 1st Tuesday
 - Passover falls on the 2nd Tuesday and preceding Monday
 - Easter falls on the Sunday preceding the 3rd Tuesday and GCPA's Spring Conference in Houston falls on this week
- October 2017: Propose Board meeting for the 3rd Tuesday
 - GCPA's Fall Conference in Austin occurs during the 2nd Tuesday and preceding Monday
- Stakeholder meetings can be adjusted for both changes

Proposed 2017 Annual Meeting Date

- For the Annual Meeting of Members, ERCOT's Bylaws require that:
 - Members shall meet at least annually on a date and at a place to be established by the Board (that is, the Annual Meeting).
 - The Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting.
- When the Board votes to approve the 2017 Annual Meeting, it should be held on the same day as the December 2017 Board meeting, that is, on Tuesday, December 12, 2017, as currently proposed.

Board Vote

This proposed 2017 Board Meeting and Annual Meeting schedule was considered by the Human Resources and Governance Committee and the Board at their respective June 2016 meetings.

This proposed schedule requires a Board vote to be implemented.

<Board Vote>



Date: August 2, 2016
To: Board of Directors
From: Craven Crowell, ERCOT Board Chairman
Subject: 2017 ERCOT Board Meeting and Annual Meeting Schedule

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: August 9, 2016

Item No.: 10.1

Issue:

The ERCOT Board of Directors (Board) must set the dates and locations for the 2017 regular meetings of the ERCOT Board and the date for the 2017 Annual Meeting of Members.

Background/History:

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the ERCOT “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of each month when the Board is scheduled to meet, but may be moved by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

The ERCOT Board would meet at ERCOT’s Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 14, 2017
- April 4, 2017
- June 13, 2017
- August 8, 2017
- October 17, 2017; and
- December 12, 2017.

The ERCOT Board should set the date of the 2017 Annual Meeting of ERCOT Members to be called on the same date as the December 2017 ERCOT Board meeting as required by Section 4.6(a) of the Bylaws.

Please note that this schedule would allow for Board meetings on even-numbered months. Committee meetings are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.



Key Factors Influencing Issue:

ERCOT Bylaws Section 4.6(b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

Conclusion/Recommendation:

At its August 9, 2016 meeting, the ERCOT Board should vote to schedule its regular meetings and the Annual Meeting of Members in the 2017 calendar year, preferably as proposed.



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

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2017 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and Section 1.1 of the ERCOT Board Policies and Procedures.

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that the 2017 Meetings of the ERCOT Board will be held at ERCOT's Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 14, 2017
- April 4, 2017
- June 13, 2017
- August 8, 2017
- October 17, 2017; and
- December 12, 2017.

THEREFORE be it FURTHER RESOLVED, that the date of the 2017 Annual Meeting of Members will be called on the same date as the December 2017 ERCOT Board meeting.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its August 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 August 2016.

Vickie G. Leady
Assistant Corporate Secretary