



**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  
February 13, 2017, 1:00 p.m.

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:

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Baer, Tonya (Vice Chair)	Office of Public Utility Counsel	Consumer - Residential
Crowell, Craven	Unaffiliated	Unaffiliated Director
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Magness, Bill	ERCOT	President and Chief Executive Officer
Pfaffmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility

Other Board Members:

<b>Director / Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility Segment Alternate

Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Daniels, Steve	ERCOT Vice President Application Services & IT Operations ( <i>Not Present for Agenda Items 10 – 13</i> )
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Mele, Cheryl	ERCOT Senior Vice President and Chief Operating Officer
Ogelman, Kenan	ERCOT Vice President of Commercial Operations
Williams, Diane M.	ERCOT Vice President of Human Resources



### **Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)**

Craven Crowell, Board Chairman, determined that a quorum was present and called the Human Resources and Governance (HR&G) Committee meeting to order at approximately 1:06 p.m. Board Chairman Crowell addressed the following Agenda Items in the order below.

### **Committee Membership (Agenda Item 2)**

Mr. Crowell noted the Committee Membership for 2017 which was provided in the meeting materials. There were no requested changes to the Committee membership.

### **Election of Committee Chair and Committee Vice Chair (Agenda Item 3)**

Mr. Crowell entertained nominations for Committee Chair and Vice Chair.

**Jack Durland nominated Karl Pfirrmann and Tonya Baer as the 2017 HR&G Committee Chair and Vice Chair, respectively. Wade Smith seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

Mr. Crowell congratulated Mr. Pfirrmann and Ms. Baer on their re-elections as Committee Chair and Vice Chair, respectively, for which Chairman Pfirrmann extended his appreciation and welcomed everyone to the HR&G Committee meeting.

Upon Mr. Pfirrmann's re-election as Committee Chairman, Mr. Crowell requested that Chairman Pfirrmann preside over the meeting.

### **Designation of Committee Secretary (Agenda Item 4)**

Chairman Pfirrmann entertained a motion to designate Chad Seely, ERCOT Vice President, General Counsel and Corporate Secretary, as Committee Secretary and Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary, as Mr. Seely's designate.

**Mr. Smith moved to designate Chad Seely, ERCOT Vice President, General Counsel and Corporate Secretary, as Committee Secretary and Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary, as Mr. Seely's designate. Mr. Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **December 12, 2016 General Session Meeting Minutes (Agenda Item 5)**

Chairman Pfirrmann entertained a motion to approve the December 12, 2016 General Session Meeting Minutes (Minutes).

**Vice Chair Baer moved to approve the Minutes as presented. Mr. Durland seconded the motion. The motion passed by unanimous voice vote with one abstention (Wade Smith).**

**Recommendation regarding Committee Charter (Agenda Item 6)**

Chairman Pfirrmann reported that there were no proposed revisions to the Committee Charter by ERCOT Legal or Committee members.

**Mr. Crowell moved to approve the Committee Charter as presented. Vice Chair Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Recommendation regarding Election of Chief Executive Officer and Ratification of Officers (Agenda Item 7)**

Chairman Pfirrmann noted the annual election of the Chief Executive Officer and reviewed the list of officers presented for ratification.

**Mr. Smith moved to recommend Board approval of the election of Bill Magness as Chief Executive Officer as presented. Mr. Durland seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Mr. Crowell moved to recommend Board approval of the ratification of officers as presented. Mr. Durland seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Human Resources (HR) Operations Report (Agenda Item 8)**

Diane M. Williams presented the HR Operations Report and highlighted year-end data and its comparison to previous years. Ms. Williams responded to questions and comments from the Committee members.

**Q4 2016 Key Performance Indicator Review (Agenda Item 9)**

Betty Day presented the Q4 2016 Key Performance Indicator (KPI) Review. Chairman Pfirrmann highlighted format changes to the KPI chart, which Bill Magness was expected to present the following day at the Board meeting. Chairman Pfirrmann expressed his preference of the new format. Ms. Day and Kenan Ogelman responded to questions and comments from Committee members.

**Annual Review of Governing Documents (Agenda Item 10)**

Chairman Pfirrmann invited Vickie Leady to present the annual review of governing documents. Ms. Leady informed the Committee about expected future amendments to the Bylaws and Articles of Incorporation. Ms. Leady responded to questions and comments from Committee members.

**Other Business (Agenda Item 11)**

No other business was discussed at this time.



**Executive Session; Vote on Matters from Executive Session and Adjournment  
(Agenda Items 12 and 13)**

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 1:27 p.m. to convene Executive Session at approximately 1:37 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 1:50 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http://www.ercot.com/committees/board/hr\\_governance/](http://www.ercot.com/committees/board/hr_governance/)

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Vickie G. Leady  
Assistant Corporate Secretary