



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Vickie Leady, Assistant General Counsel and Assistant Corporate Secretary
Date: March 27, 2017
Re: Item 6 – Board Training Opportunities

The current HR&G Committee Charter provides in part that the Committee shall consider Board training opportunities that could enhance the Board's performance.

We are committed to providing the Board with education and training opportunities that Board members would find useful in the execution of their responsibilities.

This training takes two forms:

- (a) Training in specialized ERCOT market and operations issues; and
- (b) Training focused on topics pertinent to issues facing the Board's oversight of the ERCOT corporation.

For the Committee's consideration, we present the following updates and requests for any feedback on both types of training.

- (a) **Market and Operations Training.**
ERCOT has several ERCOT market training programs available to the Board for no charge. A list of some of the available training courses may be found on ERCOT's website at <http://www.ercot.com/services/training>.
- (b) **Other Training Scheduled for Finance and Audit Committee.**
The Finance and Audit Committee is expected to have three training sessions this year, typically scheduled for the beginning of the relevant meeting, which HR&G Committee members are invited to attend and which are identified as follows:

Meeting Date	Educational Topic
April 3, 2017	Clarification and Recodification of Service Organization Control Audit Standards, presented by Schellman & Company, ERCOT's service organization control auditors
August 7, 2017	Day Ahead and Real-Time Market Operation, presented by ERCOT training staff

October 16, 2017	Current Issues Confronting Finance and Audit Committees, presented by Baker Tilly, ERCOT's independent financial auditor
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(c) Possible Future Educational Topics for the HR&G Committee or Board.

For the Committee's consideration, we offer the following possible future educational topics in 2017 for presentation to either the Committee or Board:

- IRS Form 990 Review;
- ERCOT Governance Roles and Responsibilities;
- ERCOT Membership Overview; and
- Retirement Plan Governance Overview.

Other topics that may be timely later in 2017 or thereafter include health care reform (as any significant developments occur) and Bylaws review if an amendment is expected (as discussed at the February 13, 2017 meeting). In addition, please note that one of ERCOT's outside legal firms, Ogletree Deakins, is available as a resource for certain human resources-related topics.

We would welcome feedback for any other topics that you believe the Committee or entire Board should consider at their meetings.

I look forward to the Committee's discussion of this matter.