



**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 3, 2017, 2:00 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:

Director	Affiliation	Segment
Baer, Tonya (Vice Chair)	Office of Public Utility Counsel	Consumer - Residential
Crowell, Craven	Unaffiliated	Unaffiliated Director <i>(Proxy for Karl Pfirrmann, Chairman)</i>
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
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
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Mele, Cheryl	ERCOT Senior Vice President and Chief Operating Officer
Williams, Diane M.	ERCOT Vice President of Human Resources

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

Tonya Baer, HR&G Committee Vice Chair, determined that a quorum was present and called the Human Resources and Governance (HR&G) Committee meeting to order at approximately 2:00 p.m. Vice Chair Baer announced that Chairman Pfirrmann has



provided his proxy to Craven Crowell. She addressed the following Agenda Items in the order below.

February 13, 2017 General Session Meeting Minutes (Agenda Item 2)

Vice Chair Baer entertained a motion to approve the February 13, 2017 General Session Meeting Minutes (Minutes).

Jack Durland moved to approve the Minutes as presented. Mr. Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

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

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

Benefits Update; Annual Status Report from Retirement Plan Committee and Benefits Review (Agenda Items 4, 4.1 and 4.2)

Ms. Williams presented the Annual Status Report from Retirement Plan Committee and Benefits Review. Ms. Williams responded to questions and comments from Committee members. Vickie Leady highlighted charter requirements for the Retirement Plan Committee and the HR&G Committee, both of which were satisfied with this Benefits Update.

2017 Strategic Goal Update (Agenda Item 5)

Betty Day presented the 2017 Strategic Goal Update. There were no questions or comments from Committee members. Ms. Day reported that Q1 Key Performance Indicators (KPI) update will be presented at the June 2017 meeting.

Board Training Opportunities (Agenda Item 6)

Ms. Leady presented the Board Training Opportunities and solicited feedback for any other topics that would be preferred by the Committee or Board. She presented four educational topics for the Committee's consideration. Chair Baer noted the Committee's consensus to schedule training on ERCOT Membership Overview, ERCOT Governance Roles and Responsibilities and a third session on relevant current topics to be determined later.

Other Business (Agenda Item 7)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 8 and 9)

Vice Chair Baer announced that no voting items from Executive Session were expected; and, accordingly, she would adjourn the meeting immediately upon conclusion of Executive Session. Vice Chair Baer concluded General Session at approximately 2:25 p.m. to convene Executive Session at approximately 2:27 p.m.

There were no voting items from Executive Session.



Vice Chair Baer adjourned the meeting upon conclusion of Executive Session at approximately 2:33 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