



**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  
August 8, 2016, 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
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
Pfirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility

Other Board Members:

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Cochran, Seth	DC Energy Texas LLC	Independent Power Marketer Segment Alternate
Harper, Sam	Chaparral Steel Midlothian LP	Consumer - Industrial Segment Alternate
Mercado, Kenneth	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)**

Karl Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:02 p.m., and noted the antitrust and security admonitions. Chairman Pfirrmann announced that there were no proxies and addressed the following Agenda Items in the order below.

**June 13, 2016 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfirrmann entertained a motion to approve the June 13, 2016 General Session Meeting Minutes (Minutes).

**Peter Cramton moved to approve the Minutes as presented. Carolyn Shellman seconded the motion. The motion passed by unanimous voice vote with one abstention (Wade Smith).**

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

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

**Q2 2016 Key Performance Indicator (KPI) Review (Agenda Item 4)**

Betty Day presented the Q2 2016 KPI Review and responded to questions and comments from Committee members.

**Update on Upcoming Segment Discussions on ERCOT Strategic Initiatives (Agenda Item 5)**

Ms. Day reviewed the ERCOT Strategic Initiatives Update with the Committee members. There were no questions or comments from Committee members.

**Review of 401(k) Savings Plan Audit Report (Agenda Item 6)**

Vickie Leady presented the Review of 401(k) Savings Plan Audit Report. There were no questions or comments from Committee members.

**Task Force on Unaffiliated Director Compensation (Agenda Item 7)**

Chairman Pfirrmann recommended that the Committee appoint Keith Emery to lead a task force of Market Segment Directors to research the subjects of Unaffiliated Director compensation and reimbursement and to provide recommendations to the Committee. Mr. Emery reported that Jack Durland and Clifton Karnei also would agree to serve as members of the task force. Hearing no objection from the Committee members,



Chairman Pfirrmann appointed Mr. Emery, Mr. Durland and Mr. Karnei to serve on this task force. Mr. Emery announced that a recommendation would be brought before the Committee in October 2016. Ms. Leady responded to questions and comments from Committee members.

**Review of Annual Committee Self-Evaluation Process (Agenda Item 8)**

Chairman Pfirrmann discussed the Annual Committee Self-Evaluation Process and responded to questions and comments from Committee members.

**Recommendation regarding 2017 Board Meeting and Annual Meeting Schedule (Agenda Item 9)**

Chairman Pfirrmann entertained a motion for the Recommendation regarding 2017 Board Meeting and Annual Meeting Schedule.

**Mr. Smith moved to recommend Board approval for the 2017 Board Meeting and Annual Meeting Schedule as presented. Vice Chair Tonya Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Other Business (Agenda Item 10)**

No other business was discussed at this time.

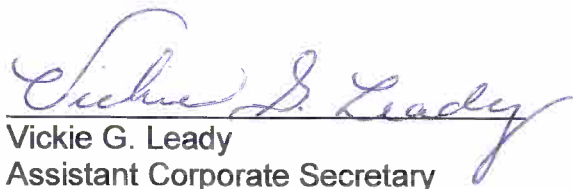
**Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 11 and 12)**

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 1:21 p.m. to convene Executive Session at approximately 1:32 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 1:36 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/)



Vickie G. Leady  
Assistant Corporate Secretary