



**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
December 12, 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:

Director	Affiliation	Segment
Baer, Tonya (Vice Chair)	Office of Public Utility Counsel (OPUC)	Consumer - Residential
Cramton, Peter	Unaffiliated	Unaffiliated Director
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Emery, Keith	Tenaska Power Services	Independent Power Marketer
Mercado, Kenneth	CenterPoint Energy Inc.	Investor Owned Utility Segment Alternate
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate

Officers and Guests:

Botkin, Shelly	ERCOT Director of Corporate Communications and Governmental Relations
Daniels, Stephen	ERCOT Vice President of Application Services and IT Operations (<i>Not Present for Agenda Items 8 – 10</i>)
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer (<i>Not Present for Agenda Items 8 – 10</i>)
Gage, Theresa	ERCOT Vice President of External Affairs and Corporate Communications
Hailu, Ted	ERCOT Director of Client Services (<i>Not Present for Agenda Items 8 – 10</i>)
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis



Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Mele, Cheryl	ERCOT Senior Vice President and Chief Operating Officer
Orr, Rob	ERCOT Sr. Governmental Relations Specialist
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations (<i>Not Present for Agenda Items 8 – 10</i>)
Searcy, Robbie	ERCOT Manager of Corporate Communications
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 1:03 p.m. Chairman Pfirrmann noted the Antitrust and Security Admonitions.

Chairman Pfirrmann announced that Kenneth Mercado, Investor-Owned Utility Segment Alternate, was attending in the absence of Investor-Owned Utility Segment Director Wade Smith, and Phil Williams, Municipal Segment Alternate, was attending in the absence of Municipal Segment Director Carolyn Shellman. Chairman Pfirrmann addressed the following Agenda Items in the order below.

October 10, 2016 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the October 10, 2016 General Session Meeting Minutes (Minutes).

Vice Chair Tonya Baer moved to approve the Minutes as presented. Jack Durland seconded the motion. The motion passed by unanimous voice vote with no abstentions.

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

Diane Williams presented the HR Operations Report. There were no questions or comments from Committee members.

Market Participant Training Update (Agenda Item 4)

Ted Hailu presented the Market Participant Training Update and responded to questions and comments from Committee members. Mr. Hailu noted that another update would be provided to the Committee in June 2017.

Review of ERCOT's High-Level Policy Messages (Agenda Item 5)

Shelly Botkin presented the Review of ERCOT's High-Level Policy Messages and introduced Robbie Searcy, ERCOT Manager of Corporate Communications. Ms. Botkin presented an overview of the outreach efforts led by Ms. Searcy and her team. Committee members provided positive feedback on the daily news updates received from the Corporate Communications staff. Ms. Botkin and Ms. Searcy responded to questions and comments from Committee members.



Review of ERCOT's Governmental Relations Efforts (Agenda Item 6)

Ms. Botkin presented the Review of ERCOT's Governmental Relations Efforts and introduced Rob Orr, ERCOT Senior Governmental Relations Specialist. Committee members responded with positive feedback on the legislative updates provided by the Governmental Relations staff. Ms. Botkin responded to questions and comments from Committee members.

Key Performance Indicator (KPI) Review; Q3 2016 KPI Review; and Recommendation regarding Proposed 2017 ERCOT KPIs (Agenda Items 7, 7.1 and 7.2)

Betty Day presented the KPI Review, Q3 2016 KPI Review and Recommendation regarding Proposed 2017 ERCOT KPIs. Ms. Day and Stephen Daniels responded to questions and comments from Committee members.

Phil Williams moved to recommend Board approval of the proposed 2017 ERCOT KPIs as presented. Vice Chair Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation of Task Force on Unaffiliated Director Compensation (Agenda Item 8)

Keith Emery presented the Recommendation of Task Force on Unaffiliated Director Compensation. Mr. Emery reported that the periodicity of review of Unaffiliated Director compensation as provided in the Committee Charter seemed appropriate. He further reported that the task force was not recommending any changes to Unaffiliated Director compensation or expense reimbursement at this time. Mr. Emery thanked the other members of the task force, Mr. Durland and Clifton Karnei, for their participation.

Annual Committee Self-Evaluation Survey Results (Agenda Item 9)

Vice Chair Baer and Chairman Pfirrmann thanked Committee members for their participation in the Self-Evaluation Survey. Chairman Pfirrmann led a discussion regarding the comments; and he and Ms. Williams responded to questions and comments from Committee members.

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)

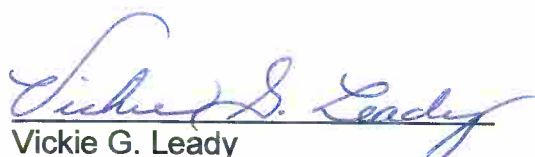
Chairman Pfirrmann announced that no voting items from Executive Session were expected; and, accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 1:42 p.m. to convene Executive Session at approximately 2:00 p.m.



There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:55 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