



**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
October 10, 2016, 1:30 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
Pfirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Mercado, Kenneth	CenterPoint Energy, Inc.	Investor-Owned Utility Segment Alternate

Officers and Guests:

Brandt, Adrienne	CPS Energy, Technical Advisory Committee (TAC) Chair
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 1:30 p.m. Chairman Pfirrmann noted the Antitrust and Security Admonitions.

Chairman Pfirrmann announced that, due to the resignation of Unaffiliated Director Jorge Bermudez and the Finance and Audit (F&A) Committee Charter requirement that a minimum of two Unaffiliated Directors serve on the F&A Committee, Unaffiliated Director Craven Crowell had transferred from the HR&G Committee to the F&A Committee to satisfy the F&A Committee Charter requirement. Chairman Pfirrmann addressed the following Agenda Items in the order below.

August 8, 2016 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the August 8, 2016 General Session Meeting Minutes (Minutes).

Peter Cramton moved to approve the Minutes as presented. Keith Emery 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 and responded to questions and comments from Committee members.

ERCOT Strategic Goals; Update on 2016 Strategic Goals and Review of 2017 Strategic Goals (Agenda Items 4, 4.1 and 4.2)

At Chairman Pfirrmann's request, Betty Day presented the ERCOT Strategic Goals, Update on 2016 Strategic Goals and Review of 2017 Strategic Goals and responded to questions and comments from Committee members.

Annual Committee Self-Evaluation (Agenda Item 5)

Chairman Pfirrmann reported that no major changes had been proposed to the annual Committee Self-Evaluation form. Vickie Leady announced it would be available to the Committee via Diligent Boardbooks shortly after the October 2016 Committee meeting. Chairman Pfirrmann encouraged Committee members to complete the form by the November 4, 2016 deadline.

Recommendation regarding Periodicity of Meetings (Agenda Item 6)

Ms. Leady presented the Recommendation regarding Periodicity of Meetings and noted there was no requirement to bring this item before the Board for approval if the Committee did not propose any changes. She reported that ERCOT's Recommendations for Periodicity of Governing Board Meetings filing, Project No. 27706 with the Public Utility Commission of Texas, will be filed by year's end. After discussion and hearing no requests for changes, Chairman Pfirrmann directed Ms. Leady to proceed with the filing as proposed.



Report on Annual Technical Advisory Committee (TAC) and Subcommittee Structural/ Procedural Review (Agenda Item 7)

Adrienne Brandt presented the Report on Annual TAC and Subcommittee Structural/ Procedural Review and responded to questions and comments from Committee members.

Other Business (Agenda Item 8)

No other business was discussed at this time.

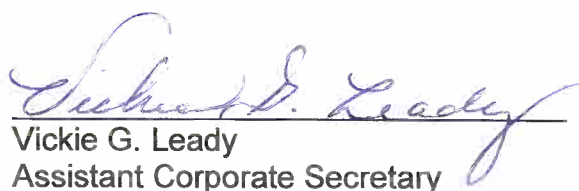
Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 9 and 10)

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 2:01 p.m. to convene Executive Session at approximately 2:14 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 3:00 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