



**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
June 12, 2017, 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	Consumer - Residential
Crowell, Craven	Unaffiliated	Unaffiliated Director
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility

Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer
Lasher, Warren	ERCOT Senior Director of System Planning
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
White, Shirley	ERCOT Lead Human Resources Business Partner
Wilkins, Tisa	ERCOT Regulatory Legal Specialist

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

Karl Pfirmsmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee General Session meeting to order at approximately 1:00 p.m. Chairman Pfirmsmann announced that there were no proxies and addressed the following Agenda Items in the order below.



Committee Education on ERCOT Membership (Agenda Item 2)

Vickie Leady and Tisa Wilkins presented the Committee Education on ERCOT Membership. Ms. Leady, Ms. Wilkins, Betty Day and Warren Lasher responded to questions and comments from Committee members.

April 3, 2017 General Session Meeting Minutes (Agenda Item 3)

Chairman Pfirrmann entertained a motion to approve the April 3, 2017 General Session Meeting Minutes (Minutes).

Jack Durland moved to approve the Minutes as presented. Wade Smith seconded the motion. The motion passed by unanimous voice vote with one abstention (Chairman Pfirrmann).

Human Resources (HR) Operations Report (Agenda Item 4)

Shirley White presented the HR Operations Report. Ms. White invited Jerry Dreyer to provide information on ERCOT contractors. Mr. Dreyer explained that the number of contractors increased due to the resources needed to support Information Technology projects. Mr. Dreyer responded to questions and comments from Committee members.

Review of Q1 2017 Key Performance Indicators (KPIs) (Agenda Item 5)

Betty Day presented the Review of 2017 Key Performance Indicators (KPIs) and responded to questions and comments from Committee members.

Ms. Day updated the Committee on the upcoming strategic planning process, including moving the Segment meetings from the summer to September due to scheduling conflicts. Ms. Day received consensus from Committee members with regard to the proposed September timeline.

Mr. Dreyer elaborated on the KPI variance mentioned earlier by Ms. Day in her presentation and noted this KPI, in the area of retail processing availability, was recently revised this year.

Proposed 2018 Board Meeting and Annual Meeting Schedule (Agenda Item 6)

Chairman Pfirrmann presented the Proposed 2018 Board Meeting and Annual Meeting Schedule. He invited Ms. Leady to explain the changes for the February and August meetings dates, which she did.

Chairman Pfirrmann entertained discussion on this matter and requested Committee feedback on any potential conflicts. He reported that this agenda item would be brought back in August for the Committee's recommendation to the Board with the Board voting at their August meeting.

Other Business (Agenda Item 7)

Chairman Pfirrmann entertained other business. Ms. Leady presented an update on ERCOT's petitions before the Public Utility Commission of Texas (PUCT) for approval of Unaffiliated Directors Craven Crowell, Judy Walsh and Karl Pfirrmann. Ms. Leady



reported that the proposed orders approving all three Unaffiliated Directors would be filed the following day on June 14, 2017, pursuant to the deadline in these three dockets and reported that there had been no objections or interveners to date. She also noted that PUCT Staff had recommended staggering of terms the next time an Unaffiliated Directors is selected to fill a vacancy.

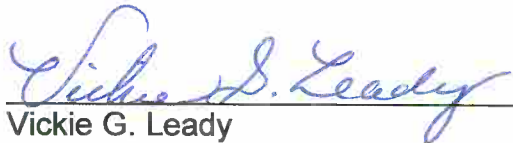
Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 8 and 9)

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 1:53 p.m. to convene Executive Session at approximately 1:58 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:18 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