



**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  
February 19, 2018, 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
Crowell, Craven	Unaffiliated	Unaffiliated Director
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer - Industrial
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility
Pfaffmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Other Board Members:

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility Segment Alternate
Frazier, Amanda	Luminant Generation Company, LLC	Independent Generator Segment Alternate
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer - Industrial Segment Alternate



Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Helton, Bob	Technical Advisory Committee (TAC) Chairman
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)**

Craven Crowell, Board Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:03 p.m. Board Chairman Crowell addressed the following Agenda Items in the order below.

**Committee Membership (Agenda Item 2)**

Mr. Crowell noted the Committee Membership roster for 2018 which was provided in the meeting materials. There were no requested changes to the Committee membership.

**Election of Committee Chair and Committee Vice Chair (Agenda Item 3)**

Mr. Crowell entertained nominations for Committee Chair and Committee Vice Chair.

**Keith Emery nominated Karl Pfirrmann and Tonya Baer as Committee Chair and Vice Chair, respectively. Kenny Mercado seconded the motion. The motion passed by unanimous voice vote with Mr. Pfirrmann and Ms. Baer abstaining individually as to their respective nominations.**

Mr. Crowell congratulated Mr. Pfirrmann and Ms. Baer on their re-election as Committee Chair and Vice Chair, respectively, for which Chairman Pfirrmann extended his appreciation and welcomed everyone to the HR&G Committee meeting.

Upon Mr. Pfirrmann’s re-election as Committee Chairman, Mr. Crowell requested that Chairman Pfirrmann preside over the meeting.

**Designation of Committee Secretary (Agenda Item 4)**

Chairman Pfirrmann entertained a motion to designate Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary, as Committee Secretary and Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary, as Mr. Seely’s designate.

**Mr. Crowell moved to designate Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary, as Committee Secretary and Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary, as Mr.**



Seely's designate. Vice Chair Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.

**December 11, 2017 General Session Meeting Minutes (Agenda Item 5)**

Chairman Pfirrmann entertained a motion to approve the December 11, 2017 General Session Meeting Minutes (Minutes).

**Vice Chair Baer moved to approve the Minutes as presented. Sam Harper seconded the motion. The motion passed by unanimous voice vote with one abstention (Keith Emery).**

This agenda item was continued as part of Agenda Item 12 (Other Business) later in the meeting.

**Recommendation regarding Committee Charter (Agenda Item 6)**

Chairman Pfirrmann reported that there were no proposed revisions to the Committee Charter by Committee members. ERCOT Legal proposed an additional modification to the Committee Charter Section 1. d (2) due to a formatting issue which erroneously omitted part of a phrase from the current Charter language (specifically, "recommendation of officers"). ERCOT Legal proposes all such modifications to reflect current practice of the Committee.

**Mr. Emery moved to recommend Board approval of the Committee Charter as presented with ERCOT Legal's additional modification. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Recommendation regarding Election of Chief Executive Officer and Ratification of Officers (Agenda Item 7)**

Chairman Pfirrmann noted the annual election of the Chief Executive Officer and reviewed the list of officers presented for ratification.

**Vice Chair Baer moved to recommended Board approval of the election of Bill Magness as Chief Executive Officer and ratification of officers as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Human Resources (HR) Operations Report (Agenda Item 8)**

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

**Q4 2017 Key Performance Indicator (KPI) Review (Agenda Item 9)**

Betty Day presented the Q4 2017 Key Performance Indicator Review. There were no questions or comments from Committee members.



### **Annual Review of Governing Documents (Agenda Item 10)**

Ms. Leady informed the Committee about expected amendments to the Bylaws and Articles of Incorporation. Ms. Leady responded to questions and comments from Committee members.

### **Update on Annual Technical Advisory Committee (TAC) and Subcommittee Structural/Procedural Review (Agenda Item 11)**

Bob Helton presented an update on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review. Mr. Helton responded to questions and comments from Committee members. Vice Chair Baer thanked Mr. Helton and Liz Jones for their efforts on this matter.

### **Other Business (Agenda Item 12); December 11, 2017 General Session Meeting Minutes (Agenda Item 5) -- *continued***

Ms. Leady requested a new motion on Agenda Item 5, December 11, 2017 General Session Meeting Minutes, to address Mr. Harper's second of the original motion since he later realized that he needed to abstain. Chairman Pfirrmann entertained a subsequent motion to approve the December 11, 2017 General Session Meeting Minutes.

**Vice Chair Baer moved to approve the Minutes as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with two abstentions (Keith Emery and Sam Harper).**

### **Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 13 and 14)**

Since no voting items from Executive Session were expected, Chairman Pfirrmann announced he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 1:51 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 2:02 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/).

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Vickie G. Leady  
Assistant Corporate Secretary