



**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 11, 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:

<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
Durland, Jack	Valero Services, Inc.	Consumer - Industrial
Pfirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility

Other Board Members:

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Mercado, Kenny	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
Gage, Theresa	ERCOT Vice President of External Affairs and Corporate Communications
Helton, Bob	Dynegy Inc., Technical Advisory Committee (TAC) Acting Chair
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 1:00 p.m. Chairman Pfirrmann announced that there were no proxies. He addressed the following Agenda Items in the order below.

### **October 16, 2017 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfirrmann entertained a motion to approve the October 16, 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 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.

### **Proposed Amendments for ERCOT Bylaws (Agenda Item 4)**

Vickie Leady presented an update on the proposed amendments to the ERCOT Bylaws. There were no questions or comments from Committee members.

### **Annual Committee Self-Evaluation Survey Results (Agenda Item 5)**

Chairman Pfirrmann reviewed the Annual Committee Self-Evaluation Survey Results with the Committee. Chairman Pfirrmann and Ms. Leady responded to questions and comments from Committee members.

### **Key Performance Indicator (KPI) Review; Q3 2017 KPI Review; and Recommendation regarding Proposed 2018 ERCOT KPIs (Agenda Items 6, 6.1 and 6.2)**

Betty Day presented the KPI Review, Q3 2017 KPI Review and Recommendation regarding Proposed 2018 ERCOT KPIs. Chairman Pfirrmann requested future reviews include a caveat to explain quarters which failed to meet KPI targets to provide a more holistic review of year-end metrics. Ms. Day agreed that this would be provided in future reviews. Ms. Day and Cheryl Mele responded to questions and comments from Committee members.

Discussion of the Recommendation regarding Proposed 2018 ERCOT KPIs continued later in the meeting.

### **Update on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review (Agenda Item 7)**

Bob Helton presented the Update on Annual Technical Advisory Committee 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.

**Recess**

Chairman Pfirrmann adjourned the General Session briefly at approximately 1:30 p.m. and reconvened General Session at approximately 1:37 p.m. to address an outstanding voting item.

**Recommendation regarding Proposed 2018 ERCOT KPIs (Agenda Item 6.2) – continued**

Vice Chair Baer moved to recommend Board approval of the proposed 2018 ERCOT KPIs as presented. Mr. Durland seconded the motion. The motion passed by unanimous voice vote with no abstentions

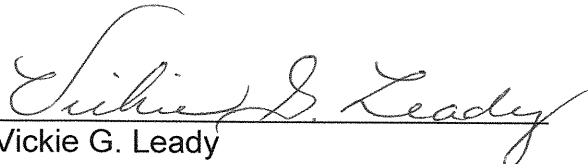
**Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 9 and 10)**

Since no voting items from Executive Session were expected, Chairman Pfirrmann noted he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 1:39 p.m. to convene Executive Session at approximately 1:42 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:30 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