



**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 16, 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
Helton, Bob	Dynegy Inc., Technical Advisory Committee (TAC) Vice Chair
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Williams, Diane M.	ERCOT Vice President, Human Resources

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, noted the antitrust admonition, and addressed the following Agenda Items in the order below.



August 7, 2017 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the August 7, 2017 General Session Meeting Minutes (Minutes).

Craven Crowell moved to approve the Minutes as presented. Vice Chair Tonya Baer 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 the Committee members.

ERCOT Strategic Goals, Update on 2017 Strategic Goals, and Review of 2018 Strategic Goals (Agenda Items 4 – 4.2)

Chairman Pfirrmann commended Betty Day and her staff on their outstanding work initiatives and segment outreach efforts with regard to the strategic goals.

Ms. Day presented the ERCOT Strategic Goals, Update on 2017 Strategic Goals and Review of 2018 Strategic Goals. There were no questions or comments from Committee members.

Review of Annual Committee Self-Evaluation Questionnaire (Agenda Item 5)

Chairman Pfirrmann presented the Review of Annual Committee Self-Evaluation Questionnaire. He and Vickie Leady reported that there were no requests for edits to date, but Committee members could propose edits to the questionnaire if desired. No additional edits were proposed by Committee members.

Report on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review (Agenda Item 6)

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

Schedule and Initial Proposed Amendments for ERCOT Bylaws (Agenda Item 7)

Chairman Pfirrmann commended Chad V. Seely, Ms. Leady and Jonathan Levine for their work in researching and preparing materials on a matter related to the "Affiliate" definition in the ERCOT Bylaws. Mr. Seely presented the Schedule and Initial Proposed Amendments for ERCOT Bylaws.

Recommendation regarding Periodicity of Meetings (Agenda Item 8)

Ms. Leady presented the Recommendation regarding Periodicity of Meetings and informed Committee members that if the Committee is not requesting modifications to the current meeting structure, a vote would not be necessary. Chairman Pfirrmann entertained discussion on proposed modifications to the periodicity of meetings. Hearing no proposed modifications from Committee members, he noted the



Committee's consensus for ERCOT Legal to proceed with the filing with the Public Utility Commission of Texas.

Unaffiliated Director Succession Planning (Agenda Item 9)

Chairman Pfirrmann presented the Unaffiliated Director Succession Planning. There were no questions or 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 1:51 p.m. to convene Executive Session at approximately 1:56 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:40 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/

A handwritten signature in cursive script, reading "Vickie G. Leady". The signature is written in black ink and is positioned above the printed name and title.

Vickie G. Leady
Assistant Corporate Secretary