



**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
April 9, 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:

Director	Affiliation	Segment
Baer, Tonya (Vice Chair)	Office of Public Utility Counsel	Consumer - Residential
Cramton, Peter	Unaffiliated	Unaffiliated Director
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
Pfirmsmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility Segment Alternate

Officers and Guests:

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Deller, Art	ERCOT Manager of Market Training
Helton, Bob	Dynegy Inc., Technical Advisory Committee (TAC) Chair
Kettlewell, Bill	ERCOT Market Training Lead
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary



Mele, Cheryl	ERCOT Senior Vice President and Chief Operating Officer
Parish, Kim	ERCOT Market Training Instructional Systems Administrator
Prichard, Lloyd	ERCOT Market Training Instructor Senior
Roberts, Debra	ERCOT Market Training Instructional Designer
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Tschetter, Matt	ERCOT Market Training Instructional Systems Developer
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 welcomed Unaffiliated Director Peter Cramton, who transitioned to the Committee, as ERCOT's newest Unaffiliated Director Terry Bulger is now serving on the Finance and Audit Committee. Chairman Pfirrmann addressed the following Agenda Items in the order below.

February 19, 2018 Draft General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the February 19, 2018 General Session Meeting Minutes (Minutes).

Kenny Mercado moved to approve the Minutes as presented. Vice Chair Tonya Baer seconded the motion. The motion passed by unanimous voice vote with one abstention (Peter Cramton).

Human Resources (HR) Operations Report (Agenda Item 3)

Diane M. Williams presented the HR Operations Report. There were no questions or comments from Committee members.

Benefits Update; Annual Status Report from Retirement Plan Committee; and Health and Welfare Activities (Agenda Items 4, 4.1 and 4.2)

Ms. Williams presented the Benefits Update, including the Annual Status Report from Retirement Plan Committee and Health and Welfare Activities. Ms. Williams responded to questions and comments from Committee members. Vickie Leady highlighted charter requirements for the Retirement Plan Committee and the HR&G Committee, both of which were satisfied with this Benefits Update.

2018 Strategic Goal Update (Agenda Item 5)

Betty Day presented the 2018 Strategic Goal Update. There were no questions or comments from Committee members.

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

Bob Helton presented an update on the Annual TAC and Subcommittee Structural/Procedural Review. Mr. Helton responded to questions and comments from



Committee members. Committee members conveyed appreciation to Mr. Helton for his efforts on this matter.

Proposed Amendments to ERCOT Articles of Incorporation and Bylaws (Agenda Item 7)

Chad V. Seely and Ms. Leady presented the schedule and proposed amendments to ERCOT Articles of Incorporation and Bylaws. Mr. Seely and Ms. Leady responded to questions and comments from Committee members. Ms. Leady reported that ERCOT Legal was expected to submit the proposed amendments for vote at the June 11-12, 2018 HR&G Committee and Board meetings.

ERCOT Legal Presentation for the February 22, 2018 Technical Advisory Committee Meeting; Proposed ERCOT Bylaws Amendments Update, dated February 22, 2018; and ERCOT Legal Memorandum regarding Southern Cross Membership, dated February 15, 2018 (Agenda Items 7.1, 7.1.1 and 7.1.2)

Materials provided for the Committee's reference in relation to the discussion for Agenda Item 7.

ERCOT Legal Presentation for the March 22, 2018 Technical Advisory Committee Meeting; Endorsement of Proposed Amendments to ERCOT Articles of Incorporation and Bylaws, dated March 22, 2018; ERCOT Legal Memorandum regarding Proposed Amendments to ERCOT Articles of Incorporation and Bylaws, dated March 15, 2018; Proposed Amendments to ERCOT Articles of Incorporation; Clean Version; Redlined Version (Agenda Items 7.2, 7.2.1 – 7.2.3, 7.2.3.1 and 7.2.3.2)

Materials provided for the Committee's reference in relation to the discussion for Agenda Item 7.

Stakeholder Comments to Proposed ERCOT Bylaws; Affiliate Definition Comments; Membership Definition Comments; Other Bylaws Comments (Agenda Items 7.2.4, 7.2.4.1 – 7.2.4.3)

Materials provided for the Committee's reference in relation to the discussion for Agenda Item 7.

Market Participant Training Update (Agenda Item 8)

Art Deller presented the Market Participant Training Update. Mr. Deller introduced the Training team, Bill Kettlewell, Lloyd Prichard, Debra Roberts, Matt Tschetter, and Kim Parish to the Committee. Mr. Deller and Mr. Tschetter responded to questions and comments from Committee members.

Other Business (Agenda Item 9)

No other business was discussed at this time.



**Executive Session; Vote on Matters from Executive Session and Adjournment
(Agenda Items 10 and 11)**

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 1:59 p.m. to convene Executive Session at approximately 2:07 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:34 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 that reads "Vickie G. Leady".

Vickie G. Leady
Assistant Corporate Secretary