



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
June 11, 2018, 1:30 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
Coleman, Diana	Office of Public Utility Counsel	Consumer – Residential – Alternate Representative for Public Counsel Tonya Baer (Vice Chair)
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
Pffirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility Segment Alternate
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate

Officers and Guests:

Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer
Gleason, Brandon	ERCOT Senior Corporate Counsel
Helton, Bob	Technical Advisory Committee (TAC) Chair
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis



Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
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 1:30 p.m. Chairman Pfirrmann announced that Diana Coleman of the Office of Public Utility Counsel was serving as the Alternate Representative for Public Counsel Tonya Baer, Committee Vice Chair, and addressed the following Agenda Items in the order below.

April 9, 2018 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the April 9, 2018 General Session Meeting Minutes (Minutes).

Craven Crowell moved to approve the Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with one abstention (Diana Coleman).

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

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

Review of Q1 2018 Key Performance Indicators (KPIs) (Agenda Item 4)

Kristi Hobbs presented the Q1 2018 Key Performance Indicator Review. Ms. Hobbs and Mr. Dreyer responded to questions and comments from Committee members.

Status of Proposed Amendments to ERCOT Governing Documents (Agenda Item 5)

Vickie Leady informed the Committee about the status of the proposed amendments to the Bylaws and Articles of Incorporation. Ms. Leady responded to questions and comments from Committee members. The discussion of this agenda item was continued later in the meeting.

Proposed 2019 Board Meeting and Annual Meeting Schedule (Agenda Item 6)

Mr. Crowell presented the Proposed 2019 Board Meeting and Annual Meeting Schedule. He explained the change for the 2020 schedule to be reviewed in February 2019 and to be considered for vote in April 2019.

Chairman Pfirrmann entertained discussion on this matter and requested Committee feedback on any potential conflicts. Mr. Crowell reported that this agenda item would be brought for Committee and Board vote in August 2018.



Recommendation regarding Proposed Modifications to Form Employee Ethics and Confidentiality Agreement and Form Ethics Agreement for Directors and Segment Alternates (Agenda Item 7)

Brandon Gleason presented the Recommendation regarding Modifications to Form Employee Ethics and Confidentiality Agreement (Employee Ethics Agreement) and Form Ethics Agreement for Directors and Segment Alternates (Directors Ethics Agreement). Mr. Gleason and Ms. Leady responded to questions and comments from Committee members.

Chairman Pfirrmann entertained a motion for the Recommendation regarding Modifications to Form Employee Ethics Agreement and Form Directors Ethics Agreement.

Peter Cramton moved to recommend Board approval for the Form Employee Ethics Agreement and Form Directors Ethics Agreement as presented. Keith Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Board Training Opportunities (Agenda Item 8)

Chairman Pfirrmann presented the Board Training Opportunities. He solicited feedback for any other topics that would be preferred by the Committee or Board and invited Ms. Leady to provide additional feedback, which she did. Ms. Leady responded to questions and comments regarding training opportunities.

Other Business (Agenda Item 9); Technical Advisory Committee (TAC):

Chairman Pfirrmann entertained other business. Bob Helton, TAC Chair, provided an update with the restructuring of Commercial Operations Subcommittee (COPS) and Retail Market Subcommittee (RMS), which was officially implemented on June 1, 2018. He thanked the Committee, TAC, and ERCOT staff for their dedication and assistance. Committee members commended Mr. Helton on his leadership efforts.

Status of Proposed Amendments to ERCOT Governing Documents (Agenda Item 5) - continued

In response to a prior question, Ms. Leady provided an update regarding the deferral by Southern Cross Transmission, LLC (Southern Cross) of its request to modify a market segment definition in the Bylaws.

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 2:09 p.m. to convene Executive Session at approximately 2:17 p.m.

There were no voting items from Executive Session.



Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:19 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