



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
August 6, 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
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
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate

Officers and Guests:

Coleman, Diana	Office of Public Utility Counsel, Technical Advisory Committee (TAC) Vice Chair
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer
Helton, Bob	ENGIE Resources, LLC, 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 there were no proxies. He addressed the following Agenda Items in the order below.

June 11, 2018 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the June 11, 2018 General Session Meeting Minutes (Minutes).

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

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

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

Review of 401(k) Savings Plan Audit Report (Agenda Item 4)

At Ms. Williams' request, Vickie Leady presented the Review of the 401(k) Savings Plan Audit Report. Ms. Leady reported that the Finance and Audit (F&A) Committee had just voted to recommend acceptance of the audit report at their concurrent meeting. She explained that the HR&G Committee reviews this audit report pursuant to its charter. Ms. Leady and Ms. Williams answered questions and comments from Committee members.

Review of Q2 2018 Key Performance Indicators (KPIs) (Agenda Item 5)

Betty Day presented the Review of the Q2 2018 KPIs. Ms. Day answered questions and comments from Committee members.

Strategic Planning Update (Agenda Item 6)

Kristi Hobbs presented the Strategic Planning Update. There were no questions or comments from Committee members.

Proposed Amendments to ERCOT Governing Documents (Agenda Item 7)

Ms. Leady informed the Committee about the proposed amendments to the ERCOT Articles of Incorporation and Bylaws. Ms. Leady highlighted a couple of key substantive changes, reviewed the expected procedural schedule, and responded to questions and comments from Committee members.



Craven Crowell thanked ERCOT Legal for their efforts in completing the proposed amendments.

Recommendation regarding Proposed Amendments to the ERCOT Articles of Incorporation (Agenda Item 7.1)

Vice Chair Tonya Baer moved to approve the amendments to the ERCOT Articles of Incorporation as presented. Mr. Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Proposed Amendments to the ERCOT Bylaws (Agenda Item 7.2)

Vice Chair Baer moved to approve the amendments to the ERCOT Bylaws as presented. Kenny Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding 2019 Board Meeting and Annual Meeting Schedule (Agenda Item 8)

Chairman Pfirrmann entertained a motion for the recommendation regarding 2019 Board Meeting and Annual Meeting Schedule.

Mr. Emery moved to approve the 2019 Board Meeting and Annual Meeting Schedule as presented. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Crowell reminded the Committee members that the 2020 Board Meeting schedule was expected to be approved earlier next year, that is, in April 2019.

Review of Annual Committee Self-Evaluation Process (Agenda Item 9)

Chairman Pfirrmann discussed the Annual Committee Self-Evaluation Process. He invited Ms. Leady to explain the process of review regarding the questionnaire, which she did. Ms. Leady reported that no major changes had been proposed to the annual Committee Self-Evaluation form to date. She answered questions and comments from Committee members.

Chairman Pfirrmann entertained discussion on this matter and requested Committee feedback on any potential edits. He reported that this agenda item also would be considered in October 2018 for the Committee's recommendation to the Board with the Board voting at their October meeting.

Other Business (Agenda Item 10)

Chairman Pfirrmann entertained other business. Bob Helton reported the upcoming structural/procedural review by TAC and solicited feedback from the Committee members. Vice Chair Baer requested to be involved in the review.



Ms. Leady and Committee members thanked Mr. Helton, Diana Coleman and TAC for their input and support regarding the proposed amendments to the Bylaws and Articles of Incorporation.

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 2:30 p.m. to convene Executive Session at approximately 2:45 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:46 p.m.

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

Vickie G. Leady
Assistant Corporate Secretary