



**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  
October 8, 2018, 2:30 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:

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Baer, Tonya (Vice Chair)	Office of Public Utility Counsel	Consumer – Residential
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility
Pfaffmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Other Board Members:

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
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:

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	ENGIE Resources, LLC, 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 2:30 p.m. Chairman Pfirrmann addressed the following Agenda Items in the order below.

**August 6, 2018 General Session Meeting Minutes (Agenda Item 2)**

Chairman Pfirrmann entertained a motion to approve the August 6, 2018 General Session Meeting Minutes (Minutes).

**Kenny Mercado moved to approve the Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

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

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

**2018 Strategic Goal Update (Agenda Item 4)**

Betty Day presented the 2018 Strategic Goal Update. Ms. Day responded to comments from Committee members.

**Strategic Planning Update (Agenda Item 5)**

Kristi Hobbs presented the Strategic Planning Update. Ms. Hobbs responded to questions and comments from Committee members. Chairman Pfirrmann and Committee members thanked ERCOT and Ms. Hobbs for their work on the Strategic Planning process.

**Report on Annual TAC and Subcommittee Structural/Procedural Review (Agenda Item 7)**

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.

**Review of Annual Committee Self-Evaluation Questionnaire (Agenda Item 6)**

Chairman Pfirrmann reported on one proposed change to the annual Committee Self-Evaluation Questionnaire. Chairman Pfirrmann announced the questionnaire would be available to the Committee shortly after the October 2018 Committee meeting. Chairman Pfirrmann encouraged Committee members to complete the form by the November 16, 2018 deadline.



### **Periodicity of Meetings (Agenda Item 8)**

Vickie Leady reviewed the Periodicity of Meetings and informed Committee members that if the Committee is not requesting modifications to the current meeting schedule, a vote would not be necessary. She reported that ERCOT had filed the requisite report with the Public Utility Commission of Texas based on the Board's prior approval of the meeting schedule for the 2019 year. There were no questions or comments from Committee members.

### **Unaffiliated Director Succession Planning (Agenda Item 9)**

Chairman Pfirrmann presented the Unaffiliated Director Succession Planning. Chairman Pfirrmann responded to questions and comments from Committee members. Craven Crowell noted that a meeting of the Nominating Committee was expected to be called in February 2019 as part of the planning process for the upcoming expiration of certain Unaffiliated Director terms.

### **Unaffiliated Director Compensation Review (Agenda Item 10)**

Chairman Pfirrmann presented the Unaffiliated Director Compensation Review. There were no questions or comments from Committee members.

### **Other Business (Agenda Item 11)**

No other business was discussed at this time.

### **Executive Session**

Chairman Pfirrmann adjourned the meeting into Executive Session at approximately 3:10 p.m. and reconvened General Session at approximately 4:37 p.m.

### **Vote on Matters from Executive Session (Agenda Item 12)**

**Peter Cramton moved to recommend Board approval of the personnel matter discussed during Executive Session. Kenny Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **Adjournment (Agenda Item 13)**

Chairman Pfirrmann adjourned the meeting at approximately 4:39 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/)

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Vickie G. Leady  
Assistant Corporate Secretary