



**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
December 10, 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
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
Pfirmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility Segment Alternate
Cochran, Seth	DC Energy Texas, LLC	Independent Power Marketer Segment Alternate
Magness, Bill	ERCOT	ERCOT President and Chief Executive Officer (CEO) <i>(Not Present for Agenda Items 1-4)</i>
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
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic



	Analysis
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Mele, Cheryl	ERCOT Senior Vice President and Chief Operating Officer
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 (Committee) meeting to order at approximately 1:00 p.m. Chairman Pfirrmann reported that Committee Vice Chair Tonya Baer departed the Office of Public Utility Counsel at the end of November 2018 to join the Texas Commission on Environmental Quality and, as such, was no longer eligible to serve on the Board or its Committees. He thanked Ms. Baer for her dedicated service to the Committee and addressed the following Agenda Items in the order below.

October 8, 2018 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the October 8, 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 one abstention (Keith Emery).

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

Diane Williams presented the HR Operations Report. Ms. Williams, Betty Day, and Cheryl Mele responded to questions and comments from Committee members.

Annual Committee Self-Evaluation Survey Results (Agenda Item 4)

Chairman Pfirrmann reviewed the Annual Committee Self-Evaluation Survey Results with the Committee. Chairman Pfirrmann, Craven Crowell, and Vickie Leady responded to questions and comments from Committee members.

Key Performance Indicator (KPI) Review; Q3 2018 KPI Review; and Recommendation regarding Proposed 2019 ERCOT KPIs (Agenda Items 5, 5.1 and 5.2)

Betty Day presented the KPI Review, Q3 2018 KPI Review and Recommendation regarding Proposed 2019 ERCOT KPIs. Ms. Day, Ms. Mele, Kristi Hobbs, and Chairman Pfirrmann responded to questions and comments from Committee members.

Mr. Crowell moved to recommend Board approval of the proposed 2019 ERCOT KPIs as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Other Business (Agenda Item 6)

No other business was discussed at this time.

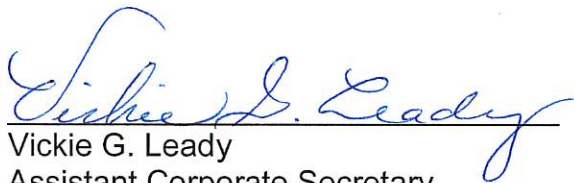
Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 7 and 8)

Since no voting items from Executive Session were expected, Chairman Pfirrmann noted he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 1:58 p.m. to convene Executive Session at approximately 2:08 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 3:05 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 blue ink, which appears to read "Vickie G. Leady". The signature is written in a cursive style and is positioned above a horizontal line.

Vickie G. Leady
Assistant Corporate Secretary