



**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
February 11, 2019; 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
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director
Emery, Keith (Vice Chairman)	Tenaska Power Services Co.	Independent Power Marketer
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility
Pfaffmann, 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:

Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Spak, Mara	ERCOT Senior Director, Human Resources
Tamby, Jeyant	ERCOT Senior Vice President and Chief Administrative Officer
Williams, Diane M.	ERCOT Vice President of Human Resources



Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Craven Crowell, Board Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 1:30 p.m. Board Chairman Crowell announced that Glen Lyons, Segment Alternate for the Industrial Consumer Subsegment, was attending in Director Sam Harper's absence and addressed the following Agenda Items in the order below.

Committee Membership (Agenda Item 2)

Mr. Crowell noted the Committee Membership roster for 2019 which was provided in the meeting materials. There were no requested changes to the Committee membership.

Election of Committee Chair and Committee Vice Chair (Agenda Item 3)

Mr. Crowell entertained nominations for Committee Chair and Committee Vice Chair.

Kenny Mercado moved to nominate Karl Pfirrmann as the Committee Chairman and Keith Emery as the Committee Vice Chairman. Glen Lyons seconded the motion. The motion passed by unanimous voice vote with Mr. Pfirrmann and Mr. Emery abstaining individually as to their respective nominations.

Mr. Crowell congratulated Mr. Pfirrmann and Mr. Emery on their election as Committee Chairman and Vice Chairman, respectively, for which they expressed their appreciation to the Committee. Mr. Crowell requested that Chairman Pfirrmann preside over the meeting. Chairman Pfirrmann expressed his appreciation to the Committee.

Designation of Committee Secretary (Agenda Item 4)

Chairman Pfirrmann entertained a motion to designate Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary, as Committee Secretary, or Mr. Seely's designate, such as, Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary.

Peter Cramton moved to designate the Committee Secretary as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.

December 10, 2018 Draft General Session Meeting Minutes (Agenda Item 5)

Chairman Pfirrmann entertained a motion to approve the December 10, 2018 General Session Meeting Minutes (Minutes).

Mr. Mercado moved to approve the Minutes as presented. Vice Chairman Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Recommendation regarding Committee Charter (Agenda Item 6)

Chairman Pfirrmann reported that ERCOT Legal proposed revisions to the Committee Charter. He invited Ms. Leady to explain the changes regarding the Committee Charter, which she did.

Mr. Crowell moved to recommend Board approval of the revisions to the Committee Charter as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Election of Chief Executive Officer and Ratification of Officers (Agenda Item 7)

Chairman Pfirrmann noted the annual election of the Chief Executive Officer and reviewed the list of officers presented for annual ratification.

Mr. Cramton moved to recommend Board election of Bill Magness as Chief Executive Officer as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Vice Chairman Emery moved to recommend Board ratification of the officers as presented. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources (HR) Operations Report (Agenda Item 8)

Chairman Pfirrmann thanked Diane Williams for her contributions to ERCOT and wished her luck for her future endeavors. Chairman Pfirrmann invited Ms. Williams to present the HR Operations Report. There were no questions from Committee members. Mr. Crowell expressed his appreciation for Ms. Williams and for Mara Spak who would be assuming Ms. Williams' responsibilities with the Committee.

Q4 2018 Key Performance Indicator (KPI) Review (Agenda Item 9)

Kristi Hobbs presented the Q4 2018 Key Performance Indicator Review. Ms. Hobbs responded to questions and comments from Committee members.

Annual Review of Governing Documents (Agenda Item 10)

Ms. Leady informed the Committee about the approved amendments to the Bylaws and Articles of Incorporation. Ms. Leady reported on the January 31, 2019 filing of the Certificate of Formation (formerly known as Articles of Incorporation) and the approval of the Bylaws on January 17, 2019, by the Public Utility Commission of Texas.

Ms. Leady informed the Committee of the possibility of amending the Board Policies and Procedures to clarify some of the language later in the year. There were no questions or comments from Committee members.



Board Training Opportunities (Agenda Item 11)

Ms. Leady presented the Board Training Opportunities. She solicited feedback for any other topics that would be preferred by the Committee or Board. Ms. Leady responded to questions and comments regarding training opportunities.

Proposed 2020 Board Meeting and Annual Meeting Schedule (Agenda Item 12)

Mr. Crowell presented the proposed 2020 Board Meeting and Annual Meeting schedule. He 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 April 2019.

Other Business (Agenda Item 13)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 14 and 15)

Since no voting items from Executive Session were expected, Chairman Pfirrmann announced he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 2:05 p.m. to convene Executive Session at approximately 2:15 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:58 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