

**The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 7:**

***Recommendation regarding  
2020 Board Meeting and  
Annual Meeting Schedule***

**at its meeting on April 8, 2019.**

**The Board of Directors is expected to hear this matter as part of the HR&G Committee Report at the Board meeting on April 9, 2019.**

**Attached are the Board materials in relation to this agenda item.**



**Date:** April 8, 2019  
**To:** Board of Directors  
**From:** Craven Crowell, ERCOT Board Chairman  
**Subject:** 2020 ERCOT Board Meeting and Annual Meeting Schedule

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** April 9, 2019

**Item No.:** 11.2

**Issue:**

The ERCOT Board of Directors (Board) must set the dates and locations for the 2020 regular meetings of the ERCOT Board and the date for the 2020 Annual Meeting of Members.

**Background/History:**

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the ERCOT “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of the month when the Board is scheduled to meet, but may be moved or held by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

The ERCOT Board would meet at ERCOT’s Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 11, 2020;
- April 14, 2020;
- June 9, 2020;
- August 11, 2020;
- October 13, 2020; and
- December 8, 2020.

The ERCOT Board should set the date of the 2020 Annual Meeting of ERCOT Members to be called on the same date as the December 2020 ERCOT Board meeting as required by Section 4.6(a) of the Bylaws.

Please note that this schedule would allow for Board meetings on even-numbered months. Committee meetings are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.



The February 12, 2019 Board presentation on the 2020 ERCOT Board Meeting and Annual Meeting Schedule is attached as *Attachment A* for additional background and reference. The Human Resources & Governance (HR&G) Committee considered the scheduling conflicts noted in the presentation at its February 11, 2019 meeting, but did not object to maintaining the schedule as proposed in this template. The HR&G Committee will consider this proposed schedule for recommendation at its April 8, 2019 meeting.

**Key Factors Influencing Issue:**

ERCOT Bylaws Section 4.6(b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

**Conclusion/Recommendation:**

At its April 9, 2019 meeting, the ERCOT Board should vote to schedule its regular meetings and the Annual Meeting of Members in the 2020 calendar year, preferably as proposed.



**ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**  
**BOARD OF DIRECTORS RESOLUTION**

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2020 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and Section 1.1 of the ERCOT Board Policies and Procedures.

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that the 2020 Meetings of the ERCOT Board will be held at ERCOT's Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 11, 2020;
- April 14, 2020;
- June 9, 2020;
- August 11, 2020;
- October 13, 2020; and
- December 8, 2020.

THEREFORE be it FURTHER RESOLVED, that the date of the 2020 Annual Meeting of Members will be called on the same date as the December 2020 ERCOT Board meeting.

**CORPORATE SECRETARY'S CERTIFICATE**

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its April 9, 2019 meeting, the ERCOT Board passed a motion approving the above Resolution by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of April 2019.

\_\_\_\_\_  
Vickie G. Leady  
Assistant Corporate Secretary



**Item 16.3:  
Proposed 2020 ERCOT Board Meeting and  
Annual Meeting Schedule**

*Craven Crowell*  
ERCOT Board Chairman

Board of Directors Meeting

ERCOT Public  
February 12, 2019

# Summary

- Since 2014, regular Board meetings have been scheduled for six times per year during even-numbered months, typically on the second Tuesday of the meeting month.
  - Held the day after Committee meetings
  - One meeting held on same day as the Annual Meeting of Members
- It would be preferable for the Board to vote on the 2020 Board meeting schedule at the April 9, 2019 Board meeting to allow appropriate planning time for the Board, ERCOT staff and stakeholders.
- For the future, it has been suggested that the proposed Board meeting schedule for the coming year be reviewed in the prior year at the February Board meeting with the Board to vote at the April Board meeting.



# Review of Current Meeting Schedule

- The current Board meeting schedule appears to be working well for the Board and ERCOT staff.
- The Board has been able to complete its work with this meeting schedule.
- In preparation for the development of the 2020 Board meeting schedule, ERCOT management recommends continuing the even-numbered month schedule.

# ERCOT Management Recommendation

- ERCOT management has advised that meetings on even-numbered months worked well.
  - The odd-numbered month schedule in 2013 created some internal issues with regard to preparation of meeting materials due to holidays, such as, New Year’s Day, Spring Break, Fourth of July, Labor Day and Thanksgiving.
  - An April meeting is needed for the approval of the financial statement audit (to save costs) and for debt covenant compliance, which requires audited financial statements by the end of April.
  - An October meeting allows for consideration and approval of certain items that require year-end approval with sufficient planning time before the end of the year.



# Proposed 2020 Board / Committee Meeting Schedule

- For 2020, a schedule for a total of six meetings on the second Tuesday of these months (with potential conflicts shown in red) as follows:

Meeting Month	Proposed 2020 Committee/Board Meeting Schedule	
	Committee Meetings	Board Meetings
February	Mon, February 10	Tues, February 11
April	Mon, April 13	Tues, April 14
June	Mon, June 8	Tues, June 9
August	Mon, August 10	Tues, August 11
October	Mon, October 12	Tues, October 13
December	Mon, December 7	Tues, December 8 (Annual Meeting)



# Potential Schedule Conflicts in 2020

Three potential schedule conflicts in 2020 have been identified:

- **February**

- Regular Board schedule: February 10-11
- NARUC conference: February 9-12
- President's Day: February 17

- **April**

- Regular Board schedule: April 13-14
- Passover: April 9-15
- Easter: April 12

- **October**

- Regular Board schedule: October 12-13
- Columbus Day: October 12

# Proposed 2020 Annual Meeting Date

- For the Annual Meeting of Members, ERCOT's Bylaws require that:
  - Members shall meet at least annually on a date and at a place to be established by the Board (that is, the Annual Meeting).
  - The Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting.
- When the Board votes to approve the 2020 Annual Meeting, it should be held on the same day as the December 2020 Board meeting, that is, on Tuesday, December 8, 2020, as currently proposed.

## Board Vote at Next Meeting

This item is intended for review and discussion at this time.

A vote by the Board for the 2020 Board meeting schedule and 2020 Annual Meeting is expected to be requested at the April 2019 Board meeting.