



**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  
April 8, 2019

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>
Cochran, Seth	DC Energy Texas, LLC	Independent Power Marketer Segment Alternate
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director <i>(Proxy for Karl Pfirrmann, Chairman)</i>
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility

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:

Deller, Art	ERCOT Manager of Market Training
Gage, Theresa	ERCOT Vice President of External Affairs and Corporate Communications
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis
Ledy, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Spak, Mara	ERCOT Senior Director of Human Resources
Tamby, Jeyant	ERCOT Senior Vice President & Chief Administrative Officer



**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 he held a proxy for Unaffiliated Director and Committee Chairman Karl Pfirrmann and that Seth Cochran, Segment Alternate for the Independent Power Marketer Segment, was attending in Committee Vice Chairman Keith Emery's absence and addressed the following Agenda Items in the order below.

**February 11, 2019 General Session Meeting Minutes (Agenda Item 2)**

Mr. Crowell entertained a motion to approve the February 11, 2019 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 (Sam Harper).**

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

Mara Spak presented the HR Operations Report. There were no questions or comments from Committee members.

**Benefits Update; Annual Status Report from Retirement Plan Committee; and Health and Welfare Activities (Agenda Items 4, 4.1 and 4.2)**

Ms. Spak presented the Benefits Update, including the Annual Status Report from Retirement Plan Committee and Health and Welfare Activities. Ms. Spak responded to questions and comments from Committee members.

**Market Participant Training Update (Agenda Item 5)**

Art Deller presented the Market Participant Training Update. Mr. Deller responded to questions and comments from Committee members.

**Recommendation regarding Modifications to Board Policies and Procedures (Agenda Item 6)**

Kristi Hobbs presented the Recommendation regarding Modifications to Board Policies and Procedures. Ms. Hobbs and Vickie Leady responded to questions and comments from Committee members.

**Mr. Mercado moved to recommend the modifications to Board Policies and Procedures for Board approval as presented. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.**



**Recommendation regarding Proposed 2020 Board Meeting and Annual Meeting Schedule (Agenda Item 7)**

Mr. Crowell presented the Recommendation regarding the Proposed 2020 Board Meeting and Annual Meeting Schedule. Mr. Crowell noted that the 2021 schedule will be reviewed in February 2020 and to be considered for vote in April 2020.

**Mr. Mercado moved to recommend the 2020 Board Meeting and Annual Meeting Schedule for Board approval as presented. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Other Business (Agenda Item 8)**

Mr. Crowell entertained other business. Ms. Hobbs provided an update regarding the Strategic Plan reporting schedule. Ms. Hobbs requested the reporting schedule be changed from April and October to August and February in order to align the strategic objectives and KPI's for consistency. Ms. Hobbs reported the next strategic planning report will be provided at the August Committee meeting.

**Executive Session; Vote on Matters from Executive Session and Adjournment (Agenda Items 9 and 10)**

Mr. Crowell announced that no voting items from Executive Session were expected; and accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Mr. Crowell concluded General Session at approximately 2:03 p.m. to convene Executive Session at approximately 2:07 p.m.

There were no voting items from Executive Session.

Mr. Crowell adjourned the meeting upon conclusion of Executive Session at approximately 2:16 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