



**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
June 10, 2019, 2:00 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
Cobos, Lori	Office of Public Utility Counsel	Consumer – Residential
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director
Emery, Keith (Vice Chairman)	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility
Pfirschmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

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
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)

Karl Pfirschmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 2:02 p.m. Chairman Pfirschmann welcomed Public Counsel Lori Cobos to the Human Resources and Governance Committee and reviewed the antitrust admonition. Chairman Pfirschmann addressed the following Agenda Items in the order below.



April 8, 2019 Draft General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the April 8, 2019 General Session Meeting Minutes (Minutes).

Craven Crowell moved to approve the Minutes as presented. Kenny Mercado seconded the motion. The motion passed by unanimous voice vote with three abstentions (Ms. Cobos, Vice Chairman Keith Emery, and Chairman Pfirrmann).

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

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

Review of Q1 2019 Key Performance Indicators (KPIs) (Agenda Item 4)

Kristi Hobbs presented the Q1 2019 Key Performance Indicator Review. There were no questions or comments from Committee members.

Annual Review of Form Ethics Agreements for Directors and Employees (Agenda Item 5)

Vickie Leady presented the Annual Review of Ethics Agreements Forms for ERCOT Employees, Directors and Segment Alternates. Ms. Leady reported that ERCOT Legal did not propose any changes to the ethics agreements at this time. Chairman Pfirrmann asked the Committee for any proposed modifications to be recommended to the Board; there were none.

Other Business (Agenda Item 6)

Chairman Pfirrmann entertained other business. Ms. Hobbs updated the Committee on the upcoming strategic process, including planning for the Segment meetings the weeks of September 9, 2019 and September 16, 2019. Ms. Hobbs reported the next strategic planning presentation will be provided at the August 2019 Committee meeting.

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

Chairman Pfirrmann announced that no voting items from Executive Session were expected; and accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Pfirrmann concluded General Session at approximately 2:12 p.m. to convene Executive Session at approximately 2:22 p.m.

There were no voting items from Executive Session.

Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:23 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 that reads "Vickie G. Leady". The signature is written in a cursive style and is positioned above a horizontal line.

Vickie G. Leady
Assistant Corporate Secretary