



**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
August 12, 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
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
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility (<i>Not Present for Agenda Items 1 and 2</i>)
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
Cochran, Seth	DC Energy Texas, LLC	Independent Power Marketer Segment Alternate

Officers and Guests:

Boren, Ann	ERCOT Manager of Market Rules and Stakeholder Support
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Lange, Clif	South Texas Electric Cooperative, Inc., Technical Advisory Committee (TAC) Vice Chair



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 Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 2:01 p.m. Chairman Pfirrmann announced that Glen Lyons, Segment Alternate for the Industrial Consumer Subsegment, was attending in Director Sam Harper's absence, noted the Antitrust Admonition, and addressed the following Agenda Items in the order below.

June 10, 2019 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the June 10, 2019 General Session Meeting Minutes (Minutes).

Craven Crowell moved to approve the Minutes as presented. Vice Chairman Keith Emery seconded the motion. The motion passed by unanimous voice vote with one abstention (Mr. Lyons).

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

Mara Spak presented the HR Operations Report. There were no questions and comments from Committee members at this time.

Review of 401(k) Savings Plan Audit Report (Agenda Item 4)

Ms. Spak presented the Review of 401(k) Savings Plan Audit Report. She reported that the Finance and Audit (F&A) Committee was expected to vote to recommend acceptance of this report of an unqualified audit opinion at its concurrent meeting. Ms. Spak explained that the HR&G Committee reviews this audit report pursuant to its Charter. There were no questions or comments from Committee members.

Chairman Pfirrmann suggested that a Committee member attend the next ERCOT Retirement Plan Committee meeting, currently scheduled for November 7, 2019, and contact him regarding a request to attend.

Board Strategic Planning Discussion (Agenda Item 5)

Kristi Hobbs presented the Board Strategic Planning Discussion. There were no questions or comments from Committee Members at this time.

2019 Strategic Goal Update and Review of Q2 2019 Key Performance Indicators (KPIs) (Agenda Item 6)

Ms. Hobbs presented the 2019 Strategic Goal Update and Review of Q2 2019 KPIs. Jeyant Tamby and Ms. Hobbs answered questions from Committee members.



Update on Annual TAC/TAC Subcommittee Structural and Procedural Review (Agenda Item 7)

Clif Lange presented the Update on Annual TAC/TAC Subcommittee Structural and Procedural Review. He answered questions and comments from Committee members.

Review of Annual Committee Self-Evaluation Process (Agenda Item 8)

Chairman Pfirrmann discussed the Annual Committee Self-Evaluation Process. Vickie Leady reported that the F&A Committee was also reviewing its questionnaire and ERCOT staff would refine the questionnaires based on the Committees' feedback. Chairman Pfirrmann and Ms. Leady answered questions and comments from Committee members.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 10 and 11)

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 2:36 p.m. to convene Executive Session at approximately 2:40 p.m.

There were no voting items from Executive Session. Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 2:43 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