



## MEMORANDUM

To: Human Resources and Governance (HR&G) Committee  
From: Keith Emery, HR&G Committee Vice Chairman  
Date: December 2, 2019  
Re: Item 6 – Review of Overall Governance Structure of the Board

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Section 2.f(1) (Governance Matters) of the Duties and Responsibilities chart of the current Human Resources and Governance (HR&G) Committee Charter provides that the HR&G Committee will “review the overall governance structure of the Board, including the number, focus and membership of the Board Committees and subcommittees, including periodicity of meetings” periodically, but not less than once every three years.

### Board Committees

Currently the ERCOT Board of Directors (Board) has three committees as follows:

- Nominating Committee, a standing committee of the Board with 14 members as required by the Bylaws and with duties mandated by the Bylaws;
- Finance and Audit Committee, a committee formed at the discretion of the Board with seven members at this time and with duties delegated by the Board through a committee charter; and
- HR&G Committee, a committee also formed at the discretion of the Board with seven members at this time and with duties delegated by the Board through a committee charter.

The Board has the discretion to form other committees as necessary; however, there does not appear to be a need to do so at this time.

### Periodicity of Meetings

The subject of periodicity of meetings was addressed at the October 2019 HR&G Committee meeting.

I look forward to discussing these matters with the Committee at the meeting.