



**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
October 7, 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 |
|---------------------------------|----------------------------------|-----------------------------------------------------------------------|
| Carpenter, Mark | Oncor Electric Delivery Company | Investor-Owned Utility Segment Alternate |
| Cobos, Lori | Office of Public Utility Counsel | Consumer – Residential <i>(Not Present for Agenda Items 1 - 3)</i> |
| 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 |
| Pfirmsmann, Karl (Chairman) | Unaffiliated | Unaffiliated Director |

Other Board Members:

| Director/ Segment Alternate | Affiliation | Segment |
|----------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------|
| Cochran, Seth | DC Energy Texas, LLC | Independent Power Marketer Segment Alternate <i>(Not Present for Agenda Items 1 - 5)</i> |
| Lyons, Glen | ExxonMobil Power and Gas Services, Inc. | Consumer – Industrial Segment Alternate |

Officers and Guests:

| | |
|-------------|---------------------------------------------------------------|
| Boren, Ann | ERCOT Manager of Market Rules and Stakeholder Support |
| Helton, Bob | ENGIE Resources LLC, Technical Advisory Committee (TAC) Chair |



| | |
|-----------------|---------------------------------------------------------------------|
| Hobbs, Kristi | ERCOT Director of Enterprise Risk Management and Strategic Analysis |
| Hughes, Lindsey | ERCOT Director Corporate Communications and Government Relations |
| Leady, Vickie | ERCOT Assistant General Counsel and Assistant Corporate Secretary |
| Spak, Mara | ERCOT Vice President 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 1:30 p.m. Chairman Pfirrmann announced that Mark Carpenter, Segment Alternate for the Investor-Owned Utility Segment, was attending in Director Kenny Mercado's absence, noted the Antitrust Admonition, and addressed the following Agenda Items in the order below.

August 12, 2019 General Session Meeting Minutes (Agenda Item 2)

Chairman Pfirrmann entertained a motion to approve the August 12, 2019 General Session Meeting Minutes (Minutes).

Peter Cramton moved to approve the Minutes as presented. Craven Crowell 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. Ms. Spak responded to questions and comments from Committee members.

Strategic Planning Discussion (Agenda Item 4)

Kristi Hobbs presented the Strategic Planning Update. There were no questions or comments from Committee members. Chairman Pfirrmann thanked all of the Segments for their Strategic Planning input and also thanked Bill Magness and Kristi Hobbs for their efforts.

Review of Annual Committee Self-Evaluation Questionnaire (Agenda Item 5)

Chairman Pfirrmann presented the Review of Annual Committee Self-Evaluation Questionnaire. He and Vickie Leady reported two proposed changes to the annual Committee Self-Evaluation Questionnaire and responded to Committee members' questions and comments. Ms. Leady announced the questionnaire would be available to the Committee shortly after the October 2019 Committee meeting and the expected deadline for Committee members to complete the form would be November 15, 2019.



Report on Annual Technical Advisory Committee and Subcommittee Structural/Procedural Review (Agenda Item 6)

Bob Helton presented an update on the Annual TAC and Subcommittee Structural/Procedural Review. Mr. Helton responded to questions and comments from Committee members.

Recommendation regarding Periodicity of Meetings (Agenda Item 7)

Chairman Pfirrmann and Ms. Leady reviewed the Periodicity of Meetings and informed Committee members that the Committee meeting schedule for 2020 was approved in April 2019. Ms. Leady reported that ERCOT would be filing the requisite report with the Public Utility Commission of Texas based on the Board's prior approval of the 2020 Board meeting schedule. There were no questions or comments from Committee members.

Unaffiliated Director Succession Planning (Agenda Item 8)

Chairman Pfirrmann presented the Unaffiliated Director Succession Planning. Mr. Crowell noted that there was no update since the August 2019 Nominating Committee meeting. There were no questions or comments from Committee members.

Recommendation regarding Ratification of Officers (Agenda Item 9)

Chairman Pfirrmann presented the Recommendation regarding Ratification of Officers. Chairman Pfirrmann announced promotions for Sean Taylor to Vice President and Chief Financial Officer and Mara Spak to Vice President of Human Resources.

Mr. Crowell moved to recommend for Board approval the ratification of Sean Taylor as an ERCOT officer with the title of Vice President and Chief Financial Officer and the ratification of Mara Spak as an ERCOT officer with the title of Vice President of Human Resources, effective October 1, 2019. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Business (Agenda Item 10)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 11 and 12)

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 1:57 p.m. to convene executive Session at approximately 2:05 p.m.

There were no voting items from Executive Session. Chairman Pfirrmann adjourned the meeting at approximately 3:25 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, reading "Vickie G. Leady". The signature is written in a cursive style and is positioned above a horizontal line.

Vickie G. Leady
Assistant Corporate Secretary