



**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
December 9, 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 (Proxy for Karl Pfirrmann) |
| Emery, Keith (Vice Chairman) | Tenaska Power Services Co. | Independent Power Marketer |
| Harper, Sam | Chaparral Steel Midlothian, LP | Consumer – Industrial |

Other Board Members:

| Director/ Segment Alternate | Affiliation | Segment |
|--|---|---|
| Lyons, Glen | ExxonMobil Power and Gas Services, Inc. | Consumer – Industrial Segment Alternate |
| Magness, Bill | ERCOT | ERCOT President and Chief Executive Officer (CEO) |

Officers and Guests:

| | |
|---------------|---|
| Hobbs, Kristi | ERCOT Director of Enterprise Risk Management and Strategic Analysis |
| Ledy, Vickie | ERCOT Assistant General Counsel and Assistant Corporate Secretary |
| Spak, Mara | ERCOT Vice President 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)

Keith Emery, HR&G Committee Vice Chairman, determined that a quorum was present and called the HR&G Committee (Committee) meeting to order at approximately 1:30 p.m. Vice Chairman Emery announced that Unaffiliated Director Craven Crowell held the proxy for Unaffiliated Director and Committee Chairman Karl Pfirrmann. Vice Chairman Emery addressed the following Agenda Items in the order below.

October 7, 2019 General Session Meeting Minutes (Agenda Item 2)

Vice Chairman Emery entertained a motion to approve the October 7, 2019 General Session Meeting Minutes (Minutes).

Mr. Crowell moved to approve the Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

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

Mara Spak presented the HR Operations Report. Ms. Spak and Bill Magness responded to questions and comments from Committee members.

Annual Committee Self-Evaluation Survey Results (Agenda Item 4)

Vice Chairman Emery reviewed the Annual Committee Self-Evaluation Survey Results with the Committee. There were no questions or comments from Committee members.

Key Performance Indicator (KPI) Review: Q3 2019 KPI Review; and Recommendation regarding Proposed 2020 ERCOT KPIs (Agenda Items 5, 5.1 and 5.2)

Kristi Hobbs presented the KPI Review which included the Q3 2019 KPI Review and Recommendation regarding Proposed 2020 ERCOT KPIs. Ms. Hobbs and Mr. Magness responded to questions and comments from Committee members.

Sam Harper moved to recommend Board approval of the proposed 2020 ERCOT KPIs as presented. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review of Overall Governance Structure of the Board (Agenda Item 6)

Vice Chairman Emery presented the Overall Governance Structure of the Board. Mr. Emery and Vickie Leady reported there were no proposed changes to the governance structure of the Board. There were no questions or comments from Committee members.

Report on Attendance at Retirement Plan Committee Meeting (Agenda Item 7)

Vice Chairman Emery presented the Report on Attendance at the Retirement Plan Committee Meeting. There were no questions or comments from Committee members.

Other Business (Agenda Item 8)

No other business was discussed at this time.



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

Since no voting items from Executive Session were expected, Vice Chairman Emery noted he would adjourn the meeting immediately upon conclusion of Executive Session. Vice Chairman Emery concluded General Session at approximately 1:53 p.m. to convene Executive Session at approximately 1:56 p.m.

There were no voting items from Executive Session.

Vice Chairman Emery adjourned the meeting upon conclusion of Executive Session at approximately 3:20 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