



**DRAFT GENERAL SESSION MINUTES OF THE
URGENT HUMAN RESOURCES & GOVERNANCE COMMITTEE MEETING
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
Urgent Human Resources & Governance Committee Meeting By Teleconference
August 11, 2020 at 9:00 a.m.

Pursuant to notice duly given and after determination that a quorum was present, the urgent 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 by teleconference on the above-referenced date.

Meeting Attendance:

Committee Members:

Director	Affiliation	Segment
Carpenter, Mark (Vice Chairman)	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori	Office of Public Utility Counsel	Consumer – Residential
Cochran, Seth	DC Energy Texas, LLC	Independent Power Marketer
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Pfaffmann, Karl (Chairman)	Unaffiliated	Unaffiliated Director

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Bulger, Terry	Unaffiliated	Unaffiliated Director
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer Segment Alternate
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate



Magness, Bill	ERCOT	ERCOT President and Chief Executive Officer (CEO)
Ross, Edward (Ned)	Direct Energy	Independent Retail Electric Provider
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate

Officers and Guests:

Helton, Bob	ENGIE Resources LLC. Technical Advisory Committee (TAC) Chair	
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis	
Ledy, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary	
Levine, Jonathan	ERCOT Senior Corporate Counsel	
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer	
Seely, Chad V.	ERCOT Vice President, General Counsel and 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)

Karl Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the urgent HR&G Committee meeting to order by teleconference at approximately 9:02 a.m. At Chairman Pfirrmann’s request, Chad Seely, ERCOT Corporate Secretary, conducted a roll call of Committee members, guest Board members and Segment Alternates and confirmed that a quorum was present.

Chairman Pfirrmann addressed certain administrative matters and reminded everyone that all meeting materials may be found on ERCOT’s website, that is, at ERCOT.com/committees/board/hr_governance/ at the meeting link for August 11, 2020 under “Key Documents.”

Chairman Pfirrmann noted the antitrust and security admonitions and announced that ERCOT had outlined the reason for this urgent HR&G Committee meeting in ERCOT’s *Notice of August 10 and August 11, 2020 Urgent Teleconference Meetings of the ERCOT Nominating, Finance and Audit, and Human Resources and Governance Committees and Board of Directors*, which was filed with the Public Utility Commission of Texas on Monday, August 3, 2020, in Project Nos. 50664 and 27706. He also noted that ERCOT provided instructions for public comment on the agenda for this meeting, which was posted publicly on Monday, August 3, 2020, and that to date, no person had requested to provide public comment.



Chairman Pfirrmann addressed the following Agenda Items in the order below.

Human Resources (HR) Operations Report (Agenda Item 2)

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

Benefits Update; Health and Welfare Activities; and Annual Status Report from Retirement Plan Committee (Agenda Items 3, 3.1 and 3.2)

Ms. Spak presented the Benefits Update, including Health and Welfare Activities and the Annual Status Report from the Retirement Plan Committee. Ms. Spak, Jeyant Tamby, and Bill Magness responded to questions and comments from Committee members. Chairman Pfirrmann noted that any Committee member who desired to attend the next Retirement Plan Committee Meeting should contact him.

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

Ms. Spak presented the Review of the 401(k) Savings Plan Audit Report (Report) and announced that the Finance and Audit (F&A) Committee voted to recommend acceptance of the Report of an unqualified audit opinion at its August 10, 2020 Committee meeting. Ms. Spak and Mr. Magness responded to questions and comments from Committee members.

Board Strategic Planning Discussion (Agenda Item 5)

Kristi Hobbs presented the Board Strategic Planning Discussion. Ms. Hobbs answered questions and comments from Committee members.

2020 Strategic Goal Update and Review of Q1 and Q2 Key Performance Indicators (KPIs) (Agenda Item 6)

Ms. Hobbs presented the 2020 Strategic Goal Update and Review of Q1 and Q2 2020 KPIs. There were no questions or comments from Committee members.

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

Bob Helton presented the Update on Annual TAC/TAC Subcommittee Structural and Procedural Review. There were no questions and comments from Committee members.

Annual Review of Form Ethics Agreements for Directors and Employees (Agenda Item 8)

Chairman Pfirrmann presented the Annual Review of Ethics Agreements Forms for ERCOT Employees, Directors and Segment Alternates. Chairman Pfirrmann 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.



Recommendation regarding Proposed 2021 Board Meeting and Annual Meeting Schedule (Agenda Item 9)

Vickie Leady presented the Recommendation regarding the Proposed 2021 Board Meeting and Annual Meeting Schedule. Ms. Leady noted that the 2021 schedule was reviewed in February 2020 and was originally scheduled to be considered for vote in April 2020; however, the April 2020 meeting was cancelled.

Peter Cramton moved to recommend the 2021 Board Meeting and Annual Meeting Schedule for Board approval as presented. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review of Annual Committee Self-Evaluation Process (Agenda Item 10)

Chairman Pfirrmann presented the Review of Annual Committee Self-Evaluation Process. Ms. Leady reported ERCOT staff would refine the self-evaluation questionnaire based on any Committee feedback. There were no questions or comments from Committee members.

Historical Routine Reports Since Last Meeting on February 10, 2020; April 2020 Human Resources Operations Report; and June 2020 Human Resources Operations Report (Agenda Items 11, 11.1 and 11.2)

Chairman Pfirrmann noted the Historical Routine Reports since the last regular meeting on February 10, 2020, which were included in the meeting materials. He invited Ms. Spak to comment on special notes regarding the reports; there were none. There were no questions or comments from Committee members.

Other Urgent Business (Agenda Item 12)

No other urgent business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 13 and 14)

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 9:55 a.m. to convene Executive Session at approximately 9:59 a.m.

There were no voting items from Executive Session. Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 10:06 a.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