



**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
February 11, 2020 at 9:00 a.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 (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 (Proxy for Chairman Karl Pfaffmann) |
| Lyons, Glen | ExxonMobil Power and Gas Services, Inc. | Consumer – Industrial Segment Alternate |

Other Board Members:

| Director/ Segment Alternate | Affiliation | Segment |
|--|----------------------------|---|
| Emery, Keith | Tenaska Power Services Co. | Independent Power Marketer Segment Alternate |
| Magness, Bill | ERCOT | ERCOT President and Chief Executive Officer (CEO) <i>(Not Present for Agenda Items 1 and 2)</i> |

Officers and Guests:

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| Hobbs, Kristi | ERCOT Director of Enterprise Risk Management and Strategic Analysis |
| Leady, Vickie | ERCOT Assistant General Counsel and Assistant Corporate Secretary |
| Spak, Mara | ERCOT Vice President of Human Resources |



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| Tamby, Jeyant | ERCOT Senior Vice President & Chief Administrative Officer <i>(Not Present for Agenda Items 1 - 7)</i> |
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Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Craven Crowell, Board Chairman and Unaffiliated Director, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 9:03 a.m. Board Chairman Crowell announced that Unaffiliated Director Karl Pfirrmann had provided his proxy to him, and that Glen Lyons, Segment Alternate for the Industrial Consumer Subsegment, was attending in Director Sam Harper's absence. He addressed the following Agenda Items in the order below.

Committee Membership (Agenda Item 2)

Mr. Crowell noted the Committee Membership roster for 2020, which was provided in the meeting materials. There were no requested changes to the Committee membership.

Election of Committee Chair and Committee Vice Chair (Agenda Item 3)

Mr. Crowell entertained nominations for the Committee Chair and Committee Vice Chair.

Seth Cochran moved to nominate Karl Pfirrmann as the Committee Chairman and Mark Carpenter as the Committee Vice Chairman. Glen Lyons seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Crowell requested that Vice Chairman Carpenter preside over the meeting.

Designation of Committee Secretary (Agenda Item 4)

Vice Chairman Carpenter entertained a motion to designate Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary, as Committee Secretary, or Mr. Seely's designate, such as, Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary.

Mr. Crowell moved to designate the Committee Secretary as presented. Mr. Lyons seconded the motion. The motion passed by unanimous voice vote with no abstentions.

December 9, 2019 Draft General Session Meeting Minutes (Agenda Item 5)

Vice Chairman Carpenter entertained a motion to approve the December 9, 2019 General Session Meeting Minutes (Minutes).

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

Recommendation regarding Committee Charter (Agenda Item 6)

Vice Chairman Carpenter reported that there were no proposed revisions to the Committee Charter by ERCOT Legal or Committee members.



Mr. Cramton moved to approve the Committee Charter as presented. Mr. Lyons seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Recommendation regarding Election of Chief Executive Officer and Ratification of Officers (Agenda Item 7)

Vice Chairman Carpenter noted the annual election of the Chief Executive Officer and reviewed the list of officers presented for annual ratification.

Mr. Lyons moved to recommend that the Board elect Bill Magness as Chief Executive Officer and ratify the Officers as presented. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources (HR) Operations Report (Agenda Item 8)

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

Strategic Goal Update and Review of Q4 2019 Key Performance Indicators (KPIs) (Agenda Item 9)

Kristi Hobbs and Mr. Magness presented the Strategic Goal Update and Review of Q4 2019 KPIs. Ms. Hobbs, Mr. Magness and Jeyant Tamby responded to questions and comments from Committee members.

Board Training Opportunities (Agenda Item 10)

Ms. Leady presented the Board Training Opportunities. She solicited feedback for any other topics that would be preferred by the Committee or Board. Ms. Leady responded to questions and comments regarding training opportunities.

Proposed 2021 Board Meeting and Annual Meeting Schedule (Agenda Item 11)

Vice Chairman Carpenter presented the proposed 2021 Board Meeting and Annual Meeting schedule. He entertained discussion on this matter and requested Committee feedback on any potential conflicts. Vice Chairman Carpenter reported that this agenda item was expected to be brought for Committee and Board vote in April 2020.

Other Business (Agenda Item 12)

No other business was discussed at this time.

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

Since no voting items from Executive Session were expected, Vice Chairman Carpenter announced he would adjourn the meeting immediately upon conclusion of Executive Session. Vice Chairman Carpenter concluded General Session at approximately 9:53 a.m. to convene Executive Session at approximately 9:58 a.m.

There were no voting items from Executive Session.



Vice Chairman Carpenter adjourned the meeting upon conclusion of Executive Session at approximately 10:28 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