

**The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 7:**

***Recommendation regarding  
2022 Board Meeting and  
Annual Meeting Schedule***

**at its Urgent meeting on April 12, 2021.**

**The Board of Directors is expected to hear this matter as part of the HR&G Committee Report at the Urgent Board meeting on April 13, 2021.**

**Attached are the Board materials in relation to this agenda item.**



**Date:** April 5, 2021  
**To:** Board of Directors  
**From:** Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary  
**Subject:** 2022 ERCOT Board Meeting and Annual Meeting Schedule

**Issue for the ERCOT Board of Directors**

**ERCOT Urgent Board of Directors Meeting Date:** April 13, 2021

**Item No.:** 6.1

**Issue:**

The ERCOT Board of Directors (Board) must set the dates and locations for the 2022 regular meetings of the ERCOT Board and the date for the 2022 Annual Meeting of Members.

**Background/History:**

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the ERCOT “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of the month when the Board is scheduled to meet, but may be moved or held by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

The ERCOT Board is expected to meet at ERCOT’s principal office in Austin, Texas, at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 8, 2022;
- April 12, 2022;
- June 14, 2022;
- August 9, 2022;
- October 11, 2022; and
- December 13, 2022.

The ERCOT Board should set the date of the 2022 Annual Meeting of ERCOT Members to be called on the same date as the December 2022 ERCOT Board meeting as required by Section 4.6(a) of the Bylaws.

Please note that this schedule would allow for Board meetings on even-numbered months. Committee meetings are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.



The [February 9, 2021 Board presentation on the 2022 ERCOT Board Meeting and Annual Meeting Schedule](#) contains additional background on the schedule. The Human Resources & Governance (HR&G) Committee considered the scheduling conflicts noted in the presentation at its February 9, 2021 meeting, and did not object to maintaining the schedule as proposed in this template. The HR&G Committee will consider this proposed schedule for recommendation at its April 12, 2021 urgent meeting.

**Key Factors Influencing Issue:**

ERCOT Bylaws Section 4.6(b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

**Conclusion/Recommendation:**

At its April 13, 2021 meeting, the ERCOT Board should vote to schedule its regular meetings and the Annual Meeting of Members in the 2022 calendar year, preferably as proposed.



**ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**  
**BOARD OF DIRECTORS RESOLUTION**

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2022 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and Section 1.1 of the ERCOT Board Policies and Procedures.

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that the 2022 Meetings of the ERCOT Board will be held at ERCOT's principal office in Austin, Texas, at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 8, 2022;
- April 12, 2022;
- June 14, 2022;
- August 9, 2022;
- October 11, 2022; and
- December 13, 2022.

THEREFORE be it FURTHER RESOLVED, that the date of the 2022 Annual Meeting of Members will be called on the same date as the December 2022 ERCOT Board meeting.

**CORPORATE SECRETARY'S CERTIFICATE**

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its April 13, 2021 urgent meeting, the ERCOT Board passed a motion approving the above Resolution by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of April 2021.

\_\_\_\_\_  
Vickie G. Leady  
Assistant Corporate Secretary