

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 6:

***Recommendation regarding
Ratification of Officers***

at its meeting on June 7, 2021.

The Board of Directors is expected to hear the HR&G Committee's recommendation on this matter as part of the HR&G Committee Report at the Board meeting on June 8, 2021.

Attached are the Board materials in relation to these agenda items.



Date: May 31, 2021
To: Board of Directors
From: Human Resources and Governance (HR&G) Committee Chair
Subject: Ratification of Officers

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: June 8, 2021

Item No.: 15.1

Issue:

Ratification of Officers of Electric Reliability Council of Texas, Inc. (ERCOT), effective June 1, 2021.

Background/History:

Sections 8.2 and 4.10(c) of ERCOT's Amended and Restated Bylaws, as approved on July 31, 2020 (Bylaws), require that the ERCOT Board of Directors (Board) ratify ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that Officers may be re-elected or re-ratified for consecutive terms without limitation and that all Officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal.

At its meeting on June 7, 2021, the HR&G Committee will consider the ratification of Officers, effective June 1, 2021, while employed for a term not to exceed one year as recommended by Brad Jones, ERCOT Interim President and Interim CEO, as follows:

- Title change for existing Officer to add "Chief of Staff":
 - Senior Vice President, Chief Administrative Officer and Chief of Staff – Jeyant Tamby
- New Officer:
 - Vice President of Corporate Strategy and PUC Relations – Kristi Hobbs

Key Factors Influencing Issue:

- The Bylaws require the ratification of Officers at least annually.
- ERCOT must have a CEO and Officers to perform its statutory and corporate functions.



Conclusion/Recommendation:

The HR&G Committee will consider recommending whether the ERCOT Board should ratify, at its June 8, 2021 Board meeting, the following ERCOT Officers, effective June 1, 2021, while employed for a term not to exceed one year, as follows:

- Senior Vice President, Chief Administrative Officer and Chief of Staff – Jeyant Tamby; and
- Vice President of Corporate Strategy and PUC Relations – Kristi Hobbs



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

WHEREAS, pursuant to Sections 8.2 and 4.10(c) of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall ratify ERCOT Officers for a term while employed not to exceed one year;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to ratify ERCOT Officers as recommended by Brad Jones, ERCOT Interim President and Chief Executive Officer (CEO), effective June 1, 2021, for a term while employed not to exceed one year;

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby ratifies the following as ERCOT Officers, effective June 1, 2021, for a term while employed not to exceed one year as recommended by the ERCOT Interim President and CEO:

- Title change for existing Officer to add “Chief of Staff”:
 - Senior Vice President, Chief Administrative Officer and Chief of Staff – Jeyant Tamby; and
- New Officer:
 - Vice President of Corporate Strategy and PUC Relations – Kristi Hobbs.

CORPORATE SECRETARY’S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its urgent June 7-8, 2021 meeting by teleconference, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of June, 2021.

Vickie G. Leady
Assistant Corporate Secretary