



**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
April 12, 2021; 12:00 p.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 (Chair)	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori	Office of Public Utility Counsel	Consumer – Residential
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam (Vice Chair)	Chaparral Steel Midlothian, LP	Consumer – Industrial

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Bunch, Kevin	EDF Trading North America, LLC	Independent Power Marketer Segment Alternate
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	RWE Renewables Americas LLC	Independent Generator
Hancock, Tom	Garland Power and Light	Municipal
Lyons, Glen	ExxonMobil Power and Gas Inc.	Consumer – Industrial Segment Alternate
Magness, Bill	ERCOT	ERCOT President and Chief Executive Officer (CEO)
McClendon, Shannon K.	Demand Control 2 LLC	Independent Retail Electric Provider
Parsley, Julie	Pedernales Electric Cooperative, Inc.	Cooperative



Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate
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Officers and Guests:

Day, Betty	ERCOT Vice President of Security and Compliance & Chief Compliance Officer
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis
Leady, 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 and Chief Administrative Officer
Taylor, Sean	ERCOT Vice President and Chief Financial Officer

Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Chad V. Seely, ERCOT Corporate Secretary, determined that a quorum was present and called the urgent HR&G Committee meeting by teleconference to order at approximately 12:01 p.m. At Mr. Seely's request, Vickie Leady, ERCOT Assistant Corporate Secretary, conducted a roll call of Committee members and guest Board members and then confirmed that a quorum was present.

Mr. Seely announced since the last urgent Committee meeting on February 8, 2021, two Board members who served on the Committee had resigned, one of whom had been elected by the Committee to serve as Chair for 2021. Mr. Seely noted the Committee Vice Chair for 2021, who was also elected at the same time as the Chair, had decided to step down due to her current work commitments.

In the absence of a Committee Chair and Vice Chair, pursuant to the ERCOT Bylaws as ERCOT Corporate Secretary and the ERCOT CEO's designee, Mr. Seely called the urgent meeting of the HR&G Committee to order. Mr. Seely addressed certain administrative matters and noted the antitrust and security admonitions.

Mr. Seely reported that ERCOT had outlined the reasons for this urgent HR&G Committee meeting in ERCOT's *Notice of April 12 and April 13, 2021 Urgent Teleconference Meetings of the ERCOT Finance and Audit Committee, Human Resources and governance Committee, and Board of Directors*, which was filed on Monday, April 5, 2021, in Project No. 51878 at the Public Utility Commission of Texas. He also noted that ERCOT provided instructions for submission of written public comment on the agenda for the meeting, which was posted publicly on Monday, April 5, 2021, and that to date, no person



had submitted written public comment. He announced that if any written comments were received after the adjournment of the meeting, ERCOT staff would apprise the Committee of those comments as soon as feasible.

Mr. Seely addressed the following Agenda Items in the order below.

Committee Membership (Agenda Item 2)

Mr. Seely noted the Committee Membership roster for 2021, which was provided in the meeting materials. There were no requested changes to the Committee membership.

Election of Committee Leadership; Committee Chair; and Committee Vice Chair (Agenda Items 3, 3.1 and 3.2)

Mr. Seely entertained nominations for the Committee Chair.

Keith Emery nominated Mark Carpenter as the Committee Chair. Mr. Carpenter accepted the nomination. Sam Harper seconded his nomination. Mr. Carpenter was elected as Committee Chair by unanimous voice vote with no abstentions.

Mr. Seely requested that Chair Carpenter preside over the meeting. Chair Carpenter called for nominations for the Committee Vice Chair.

Mr. Emery nominated Mr. Harper as the Committee Vice Chair. Mr. Harper accepted the nomination. Lori Cobos seconded his nomination. Mr. Harper was elected as Committee Vice Chair by unanimous voice vote with no abstentions.

Human Resources (HR) Operations Report (Agenda Item 4)

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

Benefits Update; Annual Status Report from Retirement Plan Committee; and Health and Welfare Activities (Agenda Items 5, 5.1 and 5.2)

Ms. Spak presented the Benefits Update, including the Annual Status Report from Retirement Plan Committee and Health and Welfare Activities. There were no questions or comments from Committee members.

Review of ERCOT's Governing Documents and Board Policies and Procedures (Agenda Item 6)

Chair Carpenter presented the Review of ERCOT's Governing Documents and Board Policies and Procedures. Mr. Carpenter announced that, due to the ongoing Regular Session of the 87th Texas Legislature (Session), ERCOT Legal proposed no modifications at this time and would wait until the Session had concluded to revisit the topic. There were no questions or comments from Committee members.

Recommendation regarding Proposed 2022 Board Meeting and Annual Meeting Schedule (Agenda Item 7)

Chair Carpenter presented the Recommendation regarding the Proposed 2022 Board Meeting and Annual Meeting Schedule (2022 Schedule). Chair Carpenter noted that the



2022 Schedule was reviewed in February 2021 in anticipation of a vote in April 2021. Ms. Leady noted that the 2022 Schedule had been vetted against potential holiday and other major scheduling conflicts.

Mr. Harper moved to recommend the 2022 Schedule for Board approval as presented. Keith Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Urgent Business (Agenda Item 8)

No other urgent business was discussed at this time.

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

Chair Carpenter announced that no voting items from Executive Session were expected; and accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chair Carpenter concluded General Session at approximately 12:24 p.m. to convene Executive Session at approximately 12:26 p.m.

There were no voting items from Executive Session.

Chair Carpenter adjourned the meeting upon conclusion of Executive Session at approximately 1:30 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