



**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
December 7, 2020 at 2:00 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 (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

Other Board Members:

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
Gresham, Kevin	RWE Renewables Americas, LLC	Independent Generator
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
Sargent, Jackie	Austin Energy	Municipal (Present except for Items 5.2, 6, 7, 8 and 9)
Smith, Wade	American Electric Power Service Corporation	Investor--Owned Utility Segment Alternate

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
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
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)

Karl Pfirrmann, HR&G Committee Chairman, determined that a quorum was present and called the urgent HR&G Committee meeting by teleconference to order at approximately 2:01 p.m. At Chairman Pfirrmann’s request, Chad Seely ERCOT Corporate Secretary, conducted a roll call of Committee members and guest Board members and then 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/committee/hr_governance/ at the meeting link for December 7, 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 December 7 and December 8, 2020 Urgent Teleconference Meetings of the ERCOT Finance and Audit Committee, Human Resources and Governance Committee and Board of Directors, which was filed with the Public Utility Commission of Texas on Monday, November 30, 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, November 30, 2020, and that to date, no person had requested to provide public comment.

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

General Session Meeting Minutes; February 11, 2020 Meeting; August 11, 2020 Urgent Meeting; and October 12, 2020 Urgent Meeting (Agenda Items 2 and 2.1 – 2.3)

Chairman Pfirrmann entertained a motion to approve the General Session Meeting Minutes for the February 11, 2020 Meeting, August 11, 2020 Urgent Meeting and October 12, 2020 Urgent Meeting (collectively, the Minutes).

Mark Carpenter moved to approve the Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with two abstentions as to the February 11, 2020 Meeting Minutes (Chairman Pfirrmann and Sam Harper).

Human Resources (HR) Operations Report (Agenda Item 3)

Mara Spak presented the HR Operations Report. Ms. Spak reported that data retrieved from employee pulse surveys targeting subjects related to the pandemic provided higher results and positive feedback from employees than in previous years. Ms. Spak responded to questions and comments from Committee members.

Chairman Pfirrmann commended Ms. Spak and ERCOT staff on their efforts of communicating with ERCOT employees during the pandemic.

Annual Committee Self-Evaluation Survey Results (Agenda Item 4)

Chairman Pfirrmann presented the Self-Evaluation Survey Results with the Committee. There were no questions or comments from Committee members.

Key Performance Indicators (KPIs); Q3 2020 KPIs Review; and Recommendation regarding Proposed 2021 ERCOT KPIs (Agenda Items 5, 5.1 and 5.2)

Kristi Hobbs presented the KPIs Review which included the Q3 2020 KPIs Review and Recommendation regarding Proposed 2021 ERCOT KPIs. With regard to the Q3 2020 KPIs Review, she noted a correction, that is, the 2020 year-to-date Market Credit KPI EM5 should be green in color. Ms. Hobbs, Kenan Ögelman, and Bill Magness responded to questions and comments from Committee members.

Mr. Carpenter moved to recommend Board approval of the proposed 2021 ERCOT KPIs as presented. Craven Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Review of Overall Governance Structure of the Board (Agenda Item 6)

Chairman Pfirrmann presented the Overall Governance Structure of the Board and there were no proposed changes. Committee members commented and agreed the current structure was organized well. There were no questions from Committee members.

Other Urgent Business (Agenda Item 7)

No other urgent business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 8 and 9)

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 2:57 p.m. to convene Executive Session at approximately 2:59 p.m.

There were no voting items from Executive Session. Chairman Pfirrmann adjourned the meeting upon conclusion of Executive Session at approximately 3:57 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/hr_governance/

A handwritten signature in blue ink, appearing to read "Vickie G. Leady", written over a horizontal line.

Vickie G. Leady
Assistant Corporate Secretary