



**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
February 8, 2021 at 1:00 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	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori (Vice Chair)	Office of Public Utility Counsel	Consumer – Residential
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Ray Hepper (Chair)	Unaffiliated	Unaffiliated Director
Talberg, Sally	Unaffiliated	Unaffiliated Director

Other Board Members:

Director/ Segment Alternate	Affiliation	Segment
Anesetti-Parra, Vanessa	Just Energy Texas, LP	Independent Retail Electric Provider
Bulger, Terry	Unaffiliated	Unaffiliated Director
Bunch, Kevin	EDF Trading North America, LLC	Independent Power Marketer Segment Alternate
Cramton, Peter	Unaffiliated	Unaffiliated Director
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)
Miller, Randal	Southern Federal Power, LLC	Independent Retail Electric Provider Segment Alternate
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)

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 1:01 p.m. Mr. Seely conducted a roll call of Committee members and guest Board members and then confirmed that a quorum of the Committee was present.

Mr. Seely welcomed new Unaffiliated Directors Sally Talberg and Ray Hepper. He also welcomed new Segment Alternate Kevin Bunch.

Mr. Seely 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/](https://ercot.com/committee/hr_governance/) at the meeting link for February 8, 2021 under "Key Documents."

Mr. Seely 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*



February 8 and February 9, 2021 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 February 1, 2021, 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 February 1, 2021, and that to date, no person had requested to provide public comment.

Mr. Seely reminded the Committee that the Bylaws require the Committee to ratify any actions taken at an urgent meeting by teleconference at its next regularly scheduled meeting. He addressed the following Agenda Items in the order below.

Announcement of Committee Membership (Agenda Item 2)

Mr. Seely announced that the Committee Membership roster for 2021 was provided in the meeting materials. He reported that the Committee memberships were nearly balanced and everyone was assigned to their Committee of preference; and the Committee membership complied with the Committee requirements of the Committee Charter. There were no requested changes to the Committee membership.

Mr. Seely turned the meeting over to Bill Magness.

Election of Committee Chair and Committee Vice Chair (Agenda Items 3 and 4)

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

Sally Talberg moved to nominate Ray Hepper as the Committee Chair and Lori Cobos as the Committee Vice Chair. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Chair Hepper thanked the Committee members for serving on the Committee and for electing him as Chair and Lori Cobos as Vice Chair.

Designation of Committee Secretary (Agenda Item 5)

Chair Hepper 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. Carpenter moved to designate the Committee Secretary as presented. Vice Chair Cobos seconded the motion. The motion passed by unanimous voice vote with no abstentions.

December 7, 2020 Urgent General Session Meeting Minutes (Agenda Item 6)

Chair Hepper entertained a motion to approve the December 7, 2020 Urgent General Session Meeting Minutes (Minutes) as presented.



Vice Chair Cobos moved to approve the Minutes as presented. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with two abstentions (Chair Hepper and Sally Talberg).

Recommendation regarding Committee Charter (Agenda Item 7)

Chair Hepper reported that there were no proposed revisions to the Committee Charter by ERCOT Legal or Committee members. Ms. Leady informed the Committee that the Charter may be amended at any time and may be revisited later in the year, if desired. There were no questions or comments from Committee members.

Vice Chair Cobos moved to recommend Board approval of the Committee Charter as presented. Ms. Talberg 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 8)

Chair Hepper noted the annual election of the Chief Executive Officer and reviewed the list of Officers presented for annual ratification.

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

Human Resources (HR) Operations Report (Agenda Item 9)

Mara Spak presented the HR Operations Report. There were no questions or comments from Committee members.

At Chair Hepper's request, Ms. Spak reported that she and Mr. Magness had updated the CEO's job description and for the Committee's review. Ms. Spak responded to questions and comments from Committee members.

Strategic Goal Update and Review of Q4 2020 Key Performance Indicators (KPIs) (Agenda Item 10)

Kristi Hobbs presented the Strategic Goal Update and Review of Q4 2020 KPIs. Mr. Magness provided a historical overview of strategic goals and KPIs for the new Committee members. Mr. Magness and Ms. Hobbs responded to questions and comments from Committee members.

Board Training Opportunities (Agenda Item 11)

Ms. Leady presented the Board Training Opportunities. She solicited feedback for any other topics that would be preferred by the Committee or Board once regularly-scheduled meetings resumed. There were no questions or comments regarding training opportunities.



Proposed 2022 Board Meeting and Annual Meeting Schedule (Agenda Item 12)

Chair Hepper presented the proposed 2022 Board Meeting and Annual Meeting Schedule. He entertained discussion on this matter and requested Committee feedback on any potential conflicts. Chair Hepper reported that this agenda item was expected to be brought for Committee and Board vote in April 2021. Chair Hepper and Vice Chair Cobos responded to questions and comments from Committee members.

Other Urgent Business (Agenda Item 13)

No other urgent business was discussed at this time.

Chair Hepper announced that no voting items from Executive Session were expected; and accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 14 and 15)

Chair Hepper concluded General Session at approximately 1:52 p.m. to convene Executive Session at approximately 1:55 p.m.

There were no voting items from Executive Session. Chair Hepper adjourned the meeting upon conclusion of Executive Session at approximately 2:19 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, reading "Vickie G. Leady".

Vickie G. Leady
Assistant Corporate Secretary