



**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  
June 7, 2021; 4:30 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 on the above-referenced date.

**Meeting Attendance:**

**Committee Members:**

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Carpenter, Mark (Chair)	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori	Office of Public Utility Counsel (OPUC)	Consumer – Residential
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam (Vice Chair)	Chaparral Steel Midlothian, LP	Consumer – Industrial

**Guest Board Members and Segment Alternates:**

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Bunch, Kevin	EDF Trading North America LLC	Independent Power Marketer Segment Alternate
Fehrenbach, Nick	City of Dallas	Consumer – Commercial ( <i>Not Present for Agenda Items 1 – 3.1</i> )
Hancock, Tom	Garland Power and Light	Municipal
Jones, Brad	ERCOT	Interim ERCOT President and Chief Executive Officer (CEO)
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission)	Chairman
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate ( <i>Present for Agenda Items 10 – 11 Only</i> )
McClendon, Shannon	Demand Control 2 LLC	Independent Retail Electric Provider



Parsley, Julie	Pedernales Electric Cooperative, Inc.	Cooperative
Richie, Jennifer	City of Waco	Consumer – Commercial Segment Alternate ( <i>Not Present for Agenda Items 1 – 4</i> )
Talavera, Judith	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate

**Officers and Guests:**

Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Hughes, Lindsey	ERCOT Director of Corporate Communications and Government Relations
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Orr, Rob	ERCOT Manager of Government Relations
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, Chief Administrative Officer and Chief of Staff
Taylor, Sean	ERCOT Vice President and Chief Financial Officer

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

Mark Carpenter, HR&G Committee Chair, determined that a quorum was present and called the urgent HR&G Committee meeting by teleconference to order at approximately 4:31 p.m. At Chair Carpenter’s request, Chad Seely, ERCOT Corporate Secretary, conducted a roll call of Committee members, guest Board members and Segment Alternates and confirmed that a quorum was present.

Chair Carpenter highlighted the antitrust and security admonitions and 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 June 7, 2021 under “Key Documents.” In regard to the reason for the urgent HR&G Committee meeting, he reported that ERCOT had provided a summary in ERCOT’s *Notice of June 7 and June 8, 2021 Urgent Teleconference Meetings of the ERCOT Finance and Audit Committee, Human Resources and Governance Committee, and Board of Directors*, which was filed earlier that day (Monday, June 7, 2021), in Project Nos. 50664 and 51878 at the Commission.

Chair Carpenter addressed the following Agenda Items in the order below.



### **Notice of Public Written Comment, If Any (Agenda Item 2)**

Chair Carpenter announced that ERCOT had provided instructions for written public comment on the agenda for the meeting, which was posted publicly on Monday, May 31, 2021, and that to date no such comments had been received. There were no questions or comments from Committee members.

### **General Session Meeting Minutes; February 8, 2021 Urgent Meeting; April 12, 2021 Urgent Meeting (Agenda Items 3 and 3.1 – 3.2)**

Chair Carpenter entertained a motion to approve the February 8, 2021 General Session Urgent Meeting Minutes (February Minutes).

**Keith Emery moved to approve the February Minutes as presented. Lori Cobos seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

Chair Carpenter entertained a motion to approve the April 12, 2021 General Session Urgent Meeting Minutes (April Minutes).

**Vice Chair Sam Harper moved to approve the April Minutes as presented. Mr. Emery seconded the motion. The motion passed 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.

### **Review of Q1 2021 Key Performance Indicators (KPIs) (Agenda Item 5)**

Kristi Hobbs presented the Review of Q1 2021 KPIs. Kenan Ögelman, Jayapal Parakkuth and Ms. Hobbs responded to questions and comments from Committee members.

### **Recommendation regarding Ratification of Officers (Agenda Item 6)**

Chair Carpenter presented the Recommendation regarding Ratification of Officers. He announced that Jeyant Tamby's title had changed to Senior Vice President, Chief Administrative Officer and Chief of Staff, and Ms. Hobbs had been promoted to the newly created position of Vice President of Corporate Strategy and PUC Relations, each effective June 1, 2021. There were no questions or comments from Committee Members.

**Mr. Harper moved to recommend that the Board approve the ratification of Jeyant Tamby as Senior Vice President, Chief Administrative Officer and Chief of Staff and Kristi Hobbs as Vice President of Corporate Strategy and PUC Relations, each effective June 1, 2021. Mr. Emery seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **Status of Legislative Bills related to ERCOT Corporate Governance (Agenda Item 7)**

Mr. Seely presented the Status of Legislative Bills related to ERCOT Corporate Governance. There were no questions or comments from Committee members.



**Review of Bylaws Amendment Process (Agenda Item 8)**

At Mr. Seely's request, Vickie Leady presented the Review of Bylaws Amendment Process. Mr. Seely and Ms. Leady responded to questions and comments from Committee members.

**Other Urgent Business (Agenda Item 9)**

No other urgent business was discussed at this time.

**Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 10 and 11)**

Chair Carpenter announced that no voting items from Executive Session were expected; accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chair Carpenter recessed General Session at approximately 5:25 p.m. to convene Executive Session at approximately 5:29 p.m.

There were no voting items from Executive Session.

Chair Carpenter adjourned the meeting upon the conclusion of Executive Session at approximately 6:05 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http://www.ercot.com/committees/board/hr\\_governance/](http://www.ercot.com/committees/board/hr_governance/).

  
Vickie G. Leady  
Assistant Corporate Secretary