



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary
Date: April 20, 2022
Re: Agenda Item 2, Confirm Committee Membership

On March 29, 2022, the Chair and Vice Chair of the ERCOT Board of Directors (Board) announced the appointment of four Board members to the HR&G Committee and the Board Chair's appointment of Independent Director Peggy Heeg as HR&G Committee Chair, as reflected in the attached roster. In coordination with the Committee, ERCOT Legal is drafting proposed modifications to the HR&G Committee Charter that will reflect this process for the appointment of Committee members and a Committee Chair as well as changes needed on account of the new independent Board structure created by Senate Bill 2. It is anticipated that a draft revised HR&G Committee Charter will be presented to the Committee for its consideration at its June 20, 2022 meeting.

The last meeting of the HR&G Committee was held on August 9, 2021, prior to the changes in Board structure and membership to implement Senate Bill 2. All of the HR&G Committee members who attended the August 9, 2021 meeting are no longer members of the Board, and none of the new HR&G Committee members were Board members at that time. Accordingly, an exception arises to the general rule that might otherwise require the Committee to approve the August 9, 2021 meeting minutes, and the minutes will be entered without approval into the corporate record where nothing prevents treating the minutes as having been previously approved.¹

¹ Robert, H., Honemann, T., Balch, T., Seabold, D., Berber, S. (2020). *Robert's Rules of Order, Newly Revised 12th Edition*, § 48:12, *Minutes and Reports of Officers*.



2022 HUMAN RESOURCES AND GOVERNANCE COMMITTEE

Peggy Heeg (Chair)
Chris Ekoh
Zin Smati
John Swainson