



**DRAFT GENERAL SESSION MINUTES OF THE  
HUMAN RESOURCES AND GOVERNANCE COMMITTEE MEETING  
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

8000 Metropolis Drive (Building E), Suite 100, Boardroom B  
Austin, Texas 78644  
April 27, 2022

Pursuant to notice duly given and after determination that a quorum was present, the 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/Role</b>	<b>Director Category</b>
Heeg, Peggy (Chair)	N/A	Independent Director (voting)
Pokharel, Nabaraj	Office of Public Utility Counsel (OPUC), Director of Energy Market and Regulatory Policy	<i>Ex Officio</i> (voting) ( <i>Alternate Representative for Public Counsel Chris Ekoh</i> )
Smati, Zin	N/A	Independent Director (voting) ( <i>Not Present for Agenda Items 1 – 7.2</i> )
Swainson, John	N/A	Independent Director (voting)

**Other Board Members:**

<b>Director</b>	<b>Affiliation</b>	<b>Director Category</b>
England, Julie	N/A	Independent Director (voting)
Flores, Bill	N/A	Independent Director (voting)
Foster, Paul	N/A	Independent Director (voting)
Jones, Brad	ERCOT, Interim President and Chief Executive Officer (CEO)	<i>Ex Officio</i> (non-voting)
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission), Chairman	<i>Ex Officio</i> (non-voting)

**Officers and Guests:**

Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
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Glottfelty Jimmy	PUCT Commissioner
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
McAdams, Will	PUCT Commissioner
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rainwater, Kim	ERCOT Corporate Counsel
Rickerson, Woody	ERCOT Vice President of System Planning and Weatherization
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)**

Peggy Heeg, HR&G Committee Chair, determined that a quorum was present and called the HR&G Committee meeting to order at approximately 8:35 a.m. Chair Heeg welcomed everyone to the first HR&G Committee meeting of the year.

Chair Heeg recognized Peter Lake, Chairman of the PUCT. Chairman Lake called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for April 27, 2022.

Chair Heeg announced that Nabaraj Pokharel of the Office of Public Utility Counsel was attending as Alternate Representative in the absence of Chris Ekoh, in accordance with ERCOT Bylaws Section 4.3(d) and the HR&G Committee Charter.

Chair Heeg highlighted the Antitrust Admonition and addressed the following Agenda Items in the order below.

### **Confirm Committee Membership (Agenda Item 2)**

Chair Heeg presented the Committee Membership list for 2022. There were no questions or comments from Committee members.

### **Designation of Committee Secretary (Agenda Item 3)**

Chair Heeg entertained a motion for Committee Secretary.

**John Swainson moved to designate Chad Seely, ERCOT Vice President, General Counsel and Corporate Secretary, or his designee as Committee Secretary. Mr. Pokharel seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **Notice of Public Comment, if Any (Agenda Item 4)**

Chair Heeg announced that on the agenda for the meeting, which was posted publicly on April 20, 2022, ERCOT had provided instructions for members of the public who were interested in



commenting in person and that to date no individuals had expressed interest in commenting, which Mr. Seely confirmed. There were no questions or comments from Committee members.

#### **Review Committee Charter (Agenda Item 5)**

Jonathan Levine presented the Committee Charter and responded to questions and comments from Committee members. The Committee discussed proposed changes to the Committee Charter, the timeline for voting to recommend Board approval thereof, and consistency among the charters for the three Board committees.

#### **Human Resources (HR) Operations Report (Agenda Item 6)**

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 7 and 7.1 – 7.2)**

Ms. Spak presented the Benefits Update, including the Annual Status Reports on the Retirement Plan and Health and Welfare Activities. Ms. Spak responded to questions and comments from Committee members.

#### **Review of Q1 2022 Key Performance Indicators (KPIs) (Agenda Item 8)**

Kristi Hobbs presented the Review of Q1 2022 KPIs and responded to questions and comments from Committee members.

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

Chair Heeg entertained discussion of other business.

Chairman Lake commented on the relationship between the Board and Technical Advisory Committee and expressed support for OPUC continuing to be a part of the stakeholder process to ensure residential and small commercial consumers are represented. There were no questions or comments from Committee members.

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

Chair Heeg announced that no voting items from Executive Session were expected; accordingly, she would adjourn the meeting immediately upon conclusion of Executive Session. Chair Heeg recessed General Session at approximately 9:09 a.m. to convene Executive Session at approximately 9:15 a.m.

There were no voting items from Executive Session.

Chair Heeg adjourned the meeting upon conclusion of Executive Session at approximately 10:07 a.m.



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

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Jonathan M. Levine  
Assistant Corporate Secretary