



Date: June 14, 2022
To: Board of Directors
From: Paul Foster, ERCOT Board Chairman
Subject: 2023 ERCOT Board Meeting and Annual Meeting Schedule

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: June 21, 2022

Item No.: 5

Issue:

The ERCOT Board of Directors (Board) must set the dates and locations for the 2023 regular meetings of the ERCOT Board and the date for the 2023 Annual Meeting of Members.

Background/History:

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of the month when the Board is scheduled to meet, but may be moved or held by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.” Public Utility Regulatory Act (PURA) Section 39.1511(b) provides that the “bylaws of the independent organization and rules of the commission must ensure that a person interested in the activities of the independent organization has an opportunity to obtain at least seven days’ advance notice of meetings and the planned agendas of the meetings and an opportunity to comment on matters under discussion at the meetings.” As such, to comply with the Bylaws and PURA, the Board votes on the time and place of regularly scheduled Board meetings.

The ERCOT Board is expected to meet at ERCOT’s principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100), as follows:

- February 28, 2023;
- April 18, 2023;
- June 20, 2023;
- August 31, 2023;
- October 17, 2023; and
- December 19, 2023.

The Board also proposes the date of the 2023 Annual Meeting of the Members as the same date as the December 2023 Board meeting.



Meetings of the Board's committees are expected to be held on the day prior to the Board meetings. If the dates, locations or times of the scheduled meetings change, ERCOT will provide ample notice prior to the dates of affected meetings.

In considering the 2023 Board meeting schedule, ERCOT staff has recommended that the Board continue to meet on even-numbered months. Prior to beginning the even-numbered schedule in 2014, an odd-numbered month schedule created issues around preparation of meeting materials due to holidays including New Year's Day, Spring Break, Fourth of July, Labor Day, and Thanksgiving. Furthermore, an April meeting facilitates approval of the Company's financial statement audit, and an October meeting allows sufficient planning time for any items requiring approval before the end of the year.

Key Factors Influencing Issue:

ERCOT Bylaws Sections 4.6(a) and (b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

Conclusion/Recommendation:

At its June 21, 2022 meeting, the ERCOT Board should vote to schedule its regular meetings and the Annual Meeting of Members in the 2023 calendar year, preferably as proposed.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to set the dates and locations of its 2023 meetings, pursuant to ERCOT's Amended and Restated Bylaws Section 4.6(a) and (b).

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that the 2023 Meetings of the ERCOT Board will be held at ERCOT's principal office in Austin, Texas (8000 Metropolis Drive (Building E), Suite 100) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 28, 2023;
- April 18, 2023;
- June 20, 2023;
- August 31, 2023;
- October 17, 2023; and
- December 19, 2023.

THEREFORE be it FURTHER RESOLVED, that the date of the 2023 Annual Meeting of Members will be called on the same date as the December 2023 ERCOT Board meeting.

CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan M. Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its June 21, 2022 meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of June 2022.

Jonathan M. Levine
Assistant Corporate Secretary